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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: AUTRY FOUNDATION. A Employer identification number: 23-7433359. B Telephone number: (818) 752-7770. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 18,540,481. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45,625	50,245	50,245		
	2	Savings and temporary cash investments	666,972	282,873	282,873		
	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 page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	6,355	1,037	1,037		
	10a	Investments—U S and state government obligations (attach schedule)	1,976,508 <input checked="" type="checkbox"/>	1,969,690	2,369,604		
	b	Investments—corporate stock (attach schedule)	2,476,285 <input checked="" type="checkbox"/>	5,975,130	5,847,677		
	c	Investments—corporate bonds (attach schedule)	11,670,488 <input checked="" type="checkbox"/>	8,332,714	9,567,005		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	539,378 <input checked="" type="checkbox"/>	0	0		
	14	Land, buildings, and equipment basis ▶ _____ 1,644,065 Less accumulated depreciation (attach schedule) ▶ _____ 1,644,065					
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 422,040	<input checked="" type="checkbox"/> 422,040	<input checked="" type="checkbox"/> 422,040			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,803,651	17,033,729	18,540,481			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	17,803,651	17,033,729			
30	Total net assets or fund balances (see page 17 of the instructions)	17,803,651	17,033,729				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,803,651	17,033,729				

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	17,803,651
2	Enter amount from Part I, line 27a	2	-769,922
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,033,729
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	17,033,729

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	79,816
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	887,270	18,124,014	0.048955
2010	399,771	17,599,496	0.022715
2009	661,152	15,048,141	0.043936
2008	483,900	15,560,694	0.031098
2007	566,307	15,911,518	0.035591

2 Total of line 1, column (d).	2	0.182295
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	0.036459
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,722,026
5 Multiply line 4 by line 3.	5	646,127
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	11,523
7 Add lines 5 and 6.	7	657,650
8 Enter qualifying distributions from Part XII, line 4.	8	1,910,680

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11,523
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	11,523
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	11,523
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,560
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	16,560
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,037
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,037 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of STANLEY B SCHNEIDER Telephone no (310) 552-0960 Located at 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES CA ZIP +4 90067			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No

See 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 Additional Data Table				

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
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **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 _____	
2 _____	
3 _____	
4 _____	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	16,684,994
b	Average of monthly cash balances.	1b	864,871
c	Fair market value of all other assets (see instructions).	1c	442,040
d	Total (add lines 1a, b, and c).	1d	17,991,905
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	17,991,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	269,879
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,722,026
6	Minimum investment return. Enter 5% of line 5.	6	886,101

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	886,101
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,523
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,523
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	874,578
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	874,578
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	874,578

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,910,680
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	1,910,680
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	11,523
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,899,157

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				874,578
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011. 6,127				
f Total of lines 3a through e.	6,127			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,910,680</u>				
a Applied to 2011, 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 2012 distributable amount.				874,578
e Remaining amount distributed out of corpus	1,036,102			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,042,229			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,042,229			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011. 6,127				
e Excess from 2012. 1,036,102				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
 JACQUELINE AUTRY
 4383 COLFAX AVENUE
 STUDIO CITY, CA 91604
 (818) 752-7770

b The form in which applications should be submitted and information and materials they should include
 WRITTEN REQUEST ON ORGANIZATION'S LETTERHEAD

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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 <i>Paid during the year</i> See Additional Data Table				
Total				1,910,500
b <i>Approved for future payment</i>				
Total				0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FNMA POOL #190953 RETURN OF PRINCIPAL	P	1994-08-03	2012-12-31
GNMA POOL #153012 RETURN OF PRINCIPAL	P	1990-01-30	2012-12-31
1000,000 GOLDMAN SACHS	P	2008-10-22	2012-01-17
107875 CIT GROUP	P	2008-10-22	2012-01-23
251710 CIT GROUP	P	2008-10-22	2012-03-09
179793 CIT GROUP	P	2008-10-22	2012-03-09
CIT GROUP	P	2008-10-22	2012-01-23
CIT GROUP	P	2008-10-22	2012-02-21
68000 WELLS FARGO	P	2008-10-22	2012-02-06
2300,000 CITIGROUP INC SUB NOTES	P	2008-10-22	2012-08-27
BANK OF AMERICA CORP	P		2012-11-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,689		2,689	0
483		483	0
1,000,000		1,000,000	0
107,875		107,875	0
251,710		251,710	0
95,630		95,630	0
37,315		37,315	0
46,848		46,848	0
1,779,680		1,700,005	79,675
2,300,000		2,300,000	0
141			141

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			0
			0
			0
			0
			0
			79,675
			0
			141

Form 990PF Part VIII Line 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
JACQUELINE AUTRY 4383 COLFAX AVE STUDIO CITY, CA 91604	PRESIDENT/DIRECTOR 1 00	0	0	0
KARLA BUHLMAN 4383 COLFAX AVE STUDIO CITY, CA 91604	DIRECTOR 1 00	0	0	0
STANLEY B SCHNEIDER 1888 CENTURY PARK EAST 900 LOS ANGELES, CA 90067	TREASURER/DIRECTOR 1 00	0	0	0
MAXINE HANSEN 4383 COLFAX AVE STUDIO CITY, CA 91604	SECRETARY 1 00	0	0	0
JOANNE D HALE 4383 COLFAX AVE STUDIO CITY, CA 91604	V P /DIRECTOR 1 00	0	0	0
DAVID W CARTWRIGHT 1999 AVENUE OF THE STARS 700 LOS ANGELES, CA 90067	DIRECTOR 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGUA CALIENTE CULTURAL MUSEUM 901 EAST TAHQUITZ CANYON WAY SUITE C-204 PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	470
AMERICAN DIABETES FOUNDATION 151 KALMUS DRIVE SUITE C-100 COSTA MESA, CA 92636	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000
AMERICAN RED CROSS 431 18TH STREET NW 3RD FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
AUTRY NATIONAL CENTER 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,712,000
CHP 11-99 FOUNDATION 2244 N STATE COLLEGE BLVD FULLERTON, CA 92831	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
CORO CENTER FOR CIVIC LEADERSHIP 1000 N ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	870
DOHENY EYE INSTITUTE 1450 SAN PABLO STREET DEI-3050 LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
DOWNTOWN WOMEN'S CENTER 442 SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	850
GREATER LOS ANGELES ZOO 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	BEASTLY BALL	6,900
HIRSHBERG FOUNDATION FOR PANCREATIC CANCER RESEARCH 2990 S SEPULVEDA BLVD SUITE 300C LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HOUSE EAR INSTITUTE 2100 WEST THIRD STREET LOS ANGELES, CA 90057	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
IDYLLWILD ARTS FOUNDATION P O BOX 38 IDYLLWILD, CA 92549	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	600
JOE TORRE SAFE AT HOME FOUNDATION 1250 FOURTH STREET 3RD FLOOR SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
JONSSON CANCER CENTER FOUNDATION 8-950 FACTOR BUILDING BOX 951780 LOS ANGELES, CA 900951780	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
LOS ANGELES CONSERVANCY 523 WEST 6TH STREET SUITE 826 LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	810

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST SUITE 200 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
LOS ANGELES REGIONAL FOOD BANK PO BOX 60500 LOS ANGELES, CA 900600500	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
MIDNIGHT MISSION 601 S SAN PEDRO STREET LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
PATH 340 N MADISON AVENUE LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
SHRINER'S HOSPITAL 3160 GENEVA STREET LOS ANGELES, CA 90020	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
STARKEY HEARING FOUNDATION 6700 WASHINGTON AVENUE SOUTH EDEN PRAIRIE, MN 55344	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
UNION RESCUE MISSION 545 S SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
Total				1,910,500

3a

TY 2012 Accounting Fees Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	20	20		0

**TY 2012 Investments Corporate
Bonds Schedule****Name:** AUTRY FOUNDATION**EIN:** 23-7433359

Name of Bond	End of Year Book Value	End of Year Fair Market Value
1MM HYDRO QUEBEC	1,000,446	1,005,800
2300M CITIGROUP	0	0
1MM GOLDMAN SACHS GROUP	0	0
1400M WELLS FARGO COMPANY	1,416,339	1,671,404
1600M GE CAPITAL INTERNOTES	1,600,005	1,763,552
500M AT&T, INC.	511,347	614,510
1865M PFIZER, INC.	1,968,337	2,360,251
500M MERRILL LYNCH & CO., INC.	520,711	609,045
250M GENL ELECTRIC CAP CORP NOTE	260,217	325,013
500M GOLDMAN SACHS GROUP INC	476,081	542,755
500M VALERO ENERGY CORP NOTES	579,231	674,675

**TY 2012 Investments Corporate
Stock Schedule****Name:** AUTRY FOUNDATION**EIN:** 23-7433359

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MELODY RANCH MUSIC, INC.	1,000	1,000
RIDGEWAY MUSIC, INC.	52,500	52,500
GOLDEN WEST MELODIES	5,500	5,500
68000 WELLS FARGO CAPITAL XII	0	0
17500 BANK OF AMERICA CORP.	498,349	203,175
6190 CIT GROUP	218,931	239,182
13000 AEGON NV 6.375	293,155	327,080
40000 AFLAC INC 5.5%	1,000,000	1,018,000
12000 AMERICAN INTL GRP 7.7%	301,565	304,920
12000 BARCLAY BANK PLC 7.75%	301,205	302,160
12000 CITIGROUP CAP VIII 6.95%	300,365	302,280
13000 ING GROUP 7.05%	296,405	325,130
13000 DB CONT CAPTR 6.55%	306,155	333,710
40000 JP MORGAN CHASE 5.5%	1,000,000	1,005,600
56000 GE CAP CORP 4.875%	1,400,000	1,427,440

**TY 2012 Investments Government
Obligations Schedule****Name:** AUTRY FOUNDATION**EIN:** 23-7433359

US Government Securities - End of Year Book Value:	4,459
US Government Securities - End of Year Fair Market Value:	5,880
State & Local Government Securities - End of Year Book Value:	1,965,231
State & Local Government Securities - End of Year Fair Market Value:	2,363,724

TY 2012 Investments - Other Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
107875 CIT GROUP SECURED NOTE	AT COST	0	0
179793 CIT GROUP SECURED NOTE	AT COST	0	0
251710 CIT GROUP SECURED NOTE	AT COST	0	0

TY 2012 Other Assets Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
TANGIBLE PERSONAL PROPERTY	422,040	422,040	422,040

TY 2012 Other Expenses Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTIES	1,010	1,010		0

TY 2012 Other Income Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	127,466	127,466	127,466

TY 2012 Taxes Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	11,528	0		0
FRANCHISE TAX BOARD	10	0		10
REGISTRATION FEE	150	0		150
FOREIGN TAX	67	67		0
SECRETARY OF STATE	20	0		20