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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation AUTRY FOUNDATION		A Employer identification number 23-7433359
Number and street (or P O box number if mail is not delivered to street address) Room/suite 4383 COLFAX AVENUE		B Telephone number (see instructions) (818) 752-7770
City or town, state or province, country, and ZIP or foreign postal code STUDIO CITY, CA 91604		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 17,682,365	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	952,983	952,983		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	20,432			
	b Gross sales price for all assets on line 6a 3,022,362				
	7 Capital gain net income (from Part IV, line 2) . . .		20,432		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	457,986	457,986			
12 Total. Add lines 1 through 11	1,431,401	1,431,401			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,349	6,349		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,762	106		160
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	170	170		0	
24 Total operating and administrative expenses. Add lines 13 through 23	35,281	6,625		160	
25 Contributions, gifts, grants paid	766,410			766,410	
26 Total expenses and disbursements. Add lines 24 and 25	801,691	6,625		766,570	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	629,710				
b Net investment income (if negative, enter -0-)		1,424,776			
c Adjusted net income (if negative, enter -0-)					

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	
Assets	1 Cash—non-interest-bearing	50,245	54,036	54,036	
	2 Savings and temporary cash investments	282,873	365,616	365,616	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	1,037			
	10a Investments—U S and state government obligations (attach schedule)	1,969,690 <input type="checkbox"/>	1,962,824	2,252,392	
	b Investments—corporate stock (attach schedule)	5,975,130 <input type="checkbox"/>	7,571,819	6,393,520	
	c Investments—corporate bonds (attach schedule)	8,332,714 <input type="checkbox"/>	7,303,563	8,194,761	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ 1,644,065 Less accumulated depreciation (attach schedule) ▶ _____ 1,644,065				
15 Other assets (describe ▶ _____)	<input type="checkbox"/> 422,040	<input type="checkbox"/> 422,040	<input type="checkbox"/> 422,040		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,033,729	17,679,898	17,682,365		
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 ▶ _____)	<input type="checkbox"/> 0	<input type="checkbox"/> 16,459		
23 Total liabilities (add lines 17 through 22)	0	16,459			
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	17,033,729	17,663,439		
30 Total net assets or fund balances (see page 17 of the instructions)	17,033,729	17,663,439			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,033,729	17,679,898			

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	17,033,729
2	Enter amount from Part I, line 27a	2	629,710
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,663,439
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	17,663,439

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)
1 a	56000 GE CAP CORP 4 875% PFD	P	2012-10-02	2013-03-14
b	12000 AMERICAN INTL GRP	P	2012-02-08	2013-03-18
c	12000 CITIGROUP CAP VIII 6 95%	P	2012-02-08	2013-04-16
d	1000000 HYDRO-QUEBEC	P	2008-10-22	2013-02-01
e		P		

	(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	1,422,362		1,400,000	22,362
b	300,000		301,565	-1,565
c	300,000		300,365	-365
d	1,000,000		1,000,000	0
e				0

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			22,362
b			-1,565
c			-365
d			0
e			0

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	20,432
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))
2012	1,899,157	17,722,026	0 107164
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

2	Total of line 1, column (d).	2	0 253868
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 050774
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	18,154,976
5	Multiply line 4 by line 3.	5	921,801
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,248
7	Add lines 5 and 6.	7	936,049
8	Enter qualifying distributions from Part XII, line 4.	8	766,570

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)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 28,496, 0, 18,037, 351, 10,810.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding activities. Includes questions about political campaigns, expenditures, and state reporting. Includes 'Yes' and 'No' columns.

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 ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>STANLEY B SCHNEIDER</u> Telephone no ▶ <u>(310) 552-0960</u> Located at ▶ <u>1888 CENTURY PARK EAST SUITE 900 LOS ANGELES CA</u> ZIP +4 ▶ <u>90067</u>			
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 2013, 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 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

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.</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 2013?	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)? 5b</p> <p>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 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? 6b 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? 7b</p>	
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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	
All other program-related investments. See page 24 of the instructions	
3	
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	17,535,704
b	Average of monthly cash balances.	1b	473,704
c	Fair market value of all other assets (see instructions).	1c	422,040
d	Total (add lines 1a, b, and c).	1d	18,431,448
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	18,431,448
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	276,472
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,154,976
6	Minimum investment return. Enter 5% of line 5.	6	907,749

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	907,749
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	28,496
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,496
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	879,253
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	879,253
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	879,253

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	766,570
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	766,570
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	766,570

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				879,253
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				6,127
e From 2012.				1,036,102
f Total of lines 3a through e.	1,042,229			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>766,570</u>				
a Applied to 2012, 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 2013 distributable amount.				766,570
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	112,683			112,683
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	929,546			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	929,546			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				929,546
e Excess from 2013.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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 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 <i>Paid during the year</i> See Additional Data Table				
Total				766,410
b <i>Approved for future payment</i>				
Total				0

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>				
1ST MARINE DIVISION ASSOCIATION-LA PO BOX 220552 NEWHALL, CA 913220252	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	9,200
AMERICAN RED CROSS LOS ANGELES REGIONAL OFFICE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
AUTRY NATIONAL CENTER 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	22,000
CHP 11-99 FOUNDATION 2244 N STATE COLLEGE BLVD FULLERTON, CA 92831	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
COALITION FOR VETERANS' LAND 1557 WESTWOOD BLVD 236 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
DESCANSO GARDENS GUILD 1418 DESCANSO GARDENS LA CANADA FLINTRIDGE, CA 91011	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	600,000
GREATER LOS ANGELES ZOO 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,900
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	1,000
JESSIE REES FOUNDATION 22521 AVENIDA EMPRESS SUITE 113 RANCHO SANTA MARGARITA, CA 92688	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,500
JOYFUL HEART FOUNDATION 32 WEST 22ND ST 4TH FL NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
LOS ANGELES CONSERVANCY 523 WEST 6TH STREET SUITE 826 LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	810
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 900581502	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
Total			3a	766,410

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>				
PATH 340 N MADISON AVENUE LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
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				766,410

**TY 2013 Investments Corporate
Bonds Schedule****Name:** AUTRY FOUNDATION**EIN:** 23-7433359

Name of Bond	End of Year Book Value	End of Year Fair Market Value
1400M WELLS FARGO COMPANY	1,413,034	1,604,288
1600M GE CAPITAL INTERNOTES	1,600,005	1,716,976
500M AT&T, INC.	509,495	571,390
1865M PFIZER, INC.	1,951,684	2,212,822
500M MERRILL LYNCH & CO., INC.	517,184	600,555
250M GENL ELECTRIC CAP CORP NOTE	259,685	311,250
500M GOLDMAN SACHS GROUP INC	477,784	533,715
500M VALERO ENERGY CORP NOTES	574,692	643,765

**TY 2013 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
17500 BANK OF AMERICA CORP.	498,349	272,475
6190 CIT GROUP	218,931	322,685
13000 AEGON NV 6.375	293,155	304,330
40000 AFLAC INC 5.5%	1,000,000	848,800
12000 BARCLAY BANK PLC 7.75%	301,205	303,960
12000 CITIGROUP CAP VIII 6.95%	0	0
13000 ING GROUP 7.05%	296,405	327,470
13000 DB CONT CAP TR 6.55%	306,155	323,700
40000 JP MORGAN CHASE 5.5%	1,000,000	822,800
56000 GE CAP CORP 4.875%	0	0
42000 QWEST CORP 6.125%	998,614	795,900
48000 SCE TRUST II 5.1%	1,200,005	885,120
56000 WELLS FARGO & CO 5.25%	1,400,000	1,127,280

**TY 2013 Investments Government
Obligations Schedule****Name:** AUTRY FOUNDATION**EIN:** 23-7433359

US Government Securities - End of Year Book Value:	4,005
US Government Securities - End of Year Fair Market Value:	4,635
State & Local Government Securities - End of Year Book Value:	1,958,819
State & Local Government Securities - End of Year Fair Market Value:	2,247,757

TY 2013 Legal Fees Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	6,349	6,349		0

TY 2013 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 2013 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	170	170		0

TY 2013 Other Income Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	457,986	457,986	457,986

TY 2013 Other Liabilities Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	0	16,459

TY 2013 Taxes Schedule

Name: AUTRY FOUNDATION

EIN: 23-7433359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	28,496	0		0
FRANCHISE TAX BOARD	10	0		10
REGISTRATION FEE	150	0		150
FOREIGN TAX	106	106		0