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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

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

A	Employer identification number 95-4047622
B	Telephone number (see the instructions) (323) 737-8000
C	If exemption application is pending, check here <input type="checkbox"/>
D	1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply

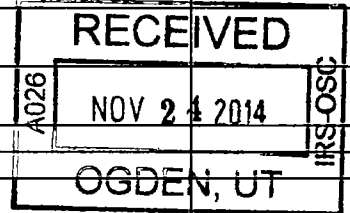
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 49,141,403.

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	162,926.	162,926.		
	4 Dividends and interest from securities				
	5a Gross rents	556,442.	556,442.		
	b Net rental income or (loss) 161,213.				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1		630,475.	579,450.		
12 Total. Add lines 1 through 11		1,349,843.	1,298,818.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	270,000.	135,000.		135,000.
	14 Other employee salaries and wages	508,773.	254,387.		254,386.
	15 Pension plans, employee benefits	18,720.	9,360.		9,360.
	16a Legal fees (attach schedule) SEE ST 2	392,159.	151,510.		240,649.
	b Accounting fees (attach sch) SEE ST 3	88,858.	44,429.		44,429.
	c Other prof fees (attach sch) SEE ST 4	323,148.	161,575.		161,573.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	84,775.	42,388.		42,387.
	19 Depreciation (attach sch) and depletion SEE STMT 6	408,758.	86,137.		
	20 Occupancy				
21 Travel, conferences, and meetings	39,494.	19,747.		19,747.	
22 Printing and publications					
23 Other expenses (attach schedule)					
SEE STATEMENT 7		2,562,695.	2,202,566.		360,129.
24 Total operating and administrative expenses. Add lines 13 through 23		4,697,380.	3,107,099.		1,267,660.
25 Contributions, gifts, grants paid PART XV		4,565,000.			4,565,000.
26 Total expenses and disbursements. Add lines 24 and 25		9,262,380.	3,107,099.	0.	5,832,660.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-7,912,537.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	336,170.	292,831.	292,831.
	2 Savings and temporary cash investments	41,667,415.	34,767,238.	34,767,238.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	21,522.	35,334.	35,334.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis	6,033,050.		
Less: accumulated depreciation (attach schedule) SEE STMT 8	638,770.	5,386,759.	5,394,280.	
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis	5,666,444.			
Less: accumulated depreciation (attach schedule) SEE STMT 9	1,800,178.	4,944,604.	3,866,266.	
15 Other assets (describe SEE STATEMENT 10)		5,397,674.	5,486,088.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		57,754,144.	49,842,037.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 11)		44,785.	45,215.
	23 Total liabilities (add lines 17 through 22)		44,785.	45,215.
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds		57,709,359.	49,796,822.	
30 Total net assets or fund balances (see instructions)		57,709,359.	49,796,822.	
31 Total liabilities and net assets/fund balances (see instructions)		57,754,144.	49,842,037.	

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	57,709,359.
2 Enter amount from Part I, line 27a	2	-7,912,537.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	49,796,822.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	49,796,822.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	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 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 (column (b) divided by column (c))
2012	2,272,740.	50,301,264.	0.045183
2011	2,093,758.	51,433,551.	0.040708
2010	4,012,068.	52,143,521.	0.076943
2009	2,228,335.	68,590,489.	0.032488
2008	641,087.	76,132,759.	0.008421

2 Total of line 1, column (d)	2	0.203743
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	0.040749
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	48,398,139.
5 Multiply line 4 by line 3	5	1,972,176.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	1,972,176.
8 Enter qualifying distributions from Part XII, line 4	8	5,832,660.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.THERAYCHARLESFOUNDATION.ORG</u>	X		
14	The books are in care of <u>VALERIE ERVIN, PRESIDENT</u> Telephone no <u>(323) 737-8000</u> Located at <u>2107 W. WASHINGTON BLVD. LOS ANGELES CA</u> ZIP + 4 <u>90018</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	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 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2013?	4 b	X

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

5 a 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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870 6b X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

7b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		270,000.	8,743.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANA BANGAR 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	CONTROLLER 40	97,850.	3,187.	0.
GWENDOLYN GREEN 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	ADMINISTRATIO 40	67,875.	2,227.	0.
RAYMOND SHIVERS 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	ADMINISTRATIO 40	60,650.	1,965.	0.
SUZANNE ALPERT 2107 WEST WASHINGTON BLVD. LOS ANGELES, CA 90018	ADMINISTRATIO 40	192,000.	517.	0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROBINS, KAPLAN, MILLER & CERESI, LLP 2049 CENTURY PARK EAST, SUITE 3400 LOS ANGELES, CA 90067	LEGAL	203,064.
IVAN HOFFMAN, ATTY AT LAW 10736 JEFFERSON BLVD., SUITE 436 CULVER CITY, CA 90230	LEGAL	96,000.
HUTCHINSON & BLOODGOOD, LLP 550 N. BRAND BLVD., 14TH FL GLENDALE, CA 91203	ACCOUNTING	88,858.
ANGELES ECHOLS 5105 INAGLEN WAY LOS ANGELES, CA 90043	CONSULTING	84,095.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

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	1 a	
b	Average of monthly cash balances	1 b	38,289,166.
c	Fair market value of all other assets (see instructions)	1 c	10,846,000.
d	Total (add lines 1a, b, and c)	1 d	49,135,166.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	49,135,166.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	737,027.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,398,139.
6	Minimum investment return. Enter 5% of line 5	6	2,419,907.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,419,907.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,419,907.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,419,907.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,419,907.

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	1 a	5,832,660.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,832,660.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,832,660.

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				2,419,907.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,735,332.	
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				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,832,660.				
a Applied to 2012, but not more than line 2a			1,735,332.	
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				2,419,907.
e Remaining amount distributed out of corpus	1,677,421.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,677,421.			
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	1,677,421.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	1,677,421.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 13

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
<p><i>a Paid during the year</i> SEE STATEMENT 14</p>				
Total				▶ 3 a 4,565,000.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3 b

Form **4562**

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

OMB No 1545 0172

2013

Department of the Treasury
Internal Revenue Service (99)

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

Attachment
Sequence No **179**

Name(s) shown on return

THE RAY CHARLES FOUNDATION

Identifying number

95-4047622

Business or activity to which this form relates

FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	306,784.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	15,837.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	322,621.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If 'Yes,' is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost	
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use.									
27 Property used 50% or less in a qualified business use									
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29	

Section B – Information on Use of Vehicles

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

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

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

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
42 Amortization of costs that begins during your 2013 tax year (see instructions)						
43 Amortization of costs that began before your 2013 tax year					43	1,533,333.
44 Total. Add amounts in column (f). See the instructions for where to report					44	1,533,333.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

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

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

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return

THE RAY CHARLES FOUNDATION

Identifying number

95-4047622

Business or activity to which this form relates

RENTAL ACTIVITY - RESIDENTIAL APT BLDG, LOS ANGELES, CA

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	▶ 13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,842.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	84,295.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	86,137.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

THE RAY CHARLES FOUNDATION

95-4047622

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ALBUM INCOME	\$ -26,999.	\$ -26,999.	
LEGAL SETTLEMENT	51,025.		
MASTER LICENSE REVENUE	84,347.	84,347.	
MISCELLANEOUS INCOME	6,726.	6,726.	
OIL & GAS LEASE	2,785.	2,785.	
PUBLISHING INCOME	165,918.	165,918.	
ROYALTY RECEIPTS	346,673.	346,673.	
TOTAL	\$ 630,475.	\$ 579,450.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SETTLEMENT EXPENSE	\$ 303,019.	\$ 151,510.		\$ 151,509.
	89,140.			89,140.
TOTAL	\$ 392,159.	\$ 151,510.	\$ 0.	\$ 240,649.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 88,858.	\$ 44,429.		\$ 44,429.
TOTAL	\$ 88,858.	\$ 44,429.	\$ 0.	\$ 44,429.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARCHIVE	\$ 179,533.	\$ 89,767.		\$ 89,766.
CONSULTANTS	102,859.	51,430.		51,429.
MANAGEMENT	35,200.	17,600.		17,600.
OTHER	5,556.	2,778.		2,778.
TOTAL	\$ 323,148.	\$ 161,575.	\$ 0.	\$ 161,573.

THE RAY CHARLES FOUNDATION

95-4047622

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	\$ 2,048.	\$ 1,024.		\$ 1,024.
PAYROLL TAXES	46,886.	23,443.		23,443.
PROPERTY TAX	35,841.	17,921.		17,920.
TOTAL	\$ 84,775.	\$ 42,388.	\$ 0.	\$ 42,387.

**STATEMENT 6
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
MASTER RECORDING- DOD VAL								
1/01/08	23,000,000	7,666,665	S/L		15	1,533,333	0	0
LINDEN 85 BLDG - DOD VAL								
6/10/04	636,600	115,647	S/L	0.0364		23,153	23,153	0
LINDEN 91 BLDG - DOD VAL								
6/10/04	1,640,000	298,150	S/L	0.0364		59,647	59,647	0
LINDEN 91 IMPROVEMENTS								
6/30/08	41,112	6,790	S/L	0.0364		1,495	1,495	0
WASHINGTON BLDG - DOD VAL								
6/10/04	425,033	54,490	S/L	0.0256		10,898	0	0
WASHINGTON BLVD - F&F								
6/30/09	8,671	4,335	S/L	0.1429		1,239	0	0
EQUIPMENT - WASHINGTON BL								
6/30/09	18,500	14,800	S/L	0.2		3,700	0	0
WASHINGTON BLVD - F&F								
3/31/10	58,093	22,822	S/L		7	8,299	0	0
OFFICE EQUIPMENT - WASHIN								
4/30/10	11,521	6,144	S/L		5	2,304	0	0
STUDIO EQUIPMENT								
2/15/10	32,883	18,827	S/L		5	6,577	0	0
NEW ROOF-LINDEN 85								
12/01/11	27,390	1,978	S/L		15	1,826	1,826	0
PARKING LOT-IMP WASH BL								
4/05/11	19,040	4,760	S/L		7	2,720	0	0
WASHINGTON BL-IMPROV								
7/01/11	245,569	24,557	S/L		15	16,371	0	0
WASHINGTON BL-F&F								
4/11/11	21,499	5,374	S/L		7	3,071	0	0
WASHINGTON BL-F&F								
11/08/12	32,811		S/L		7	5,468	0	0
WASHINGTON BL-IMPROV								

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
3/05/12	32,544		S/L		15	3,978	0	0
WASHINGTON BL-F&F 3/04/13	17,756		S/L		7	2,114	0	0
WASHINGTON BL-IMPROV 7/23/13	25,510		S/L		15	709	0	0
LINDEN 85 IMPROVEMENTS 12/12/13	2,924		S/L		15	16	16	0
RAY CHARLES MUSEUM VARIOUS	1,913,341		S/L		15	255,112	0	0
OFFICE EQUIPMENT 11/18/13	3,686		S/L		5	61	0	0

STATEMENT 7
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 256,827.	\$ 128,414.		\$ 128,413.
AMORTIZATION	1,533,333.	1,533,333.		N/A
BANK CHARGES	843.	422.		421.
COMPUTER EXPENSE	1,370.	685.		685.
CONCERT PRODUCTION	175,000.	87,500.		87,500.
DUES & SUBSCRIPTIONS	1,364.	682.		682.
GARDENING	3,350.	1,675.		1,675.
IMAGES	41,219.	20,610.		20,609.
INSURANCE	131,372.	65,686.		65,686.
INTERNET	13,958.	6,979.		6,979.
LICENSES AND FEES	1,495.	748.		747.
MEETINGS	2,485.	1,243.		1,242.
OFFICE EXPENSE	792.	396.		396.
OTHER EXPENSES	27.	14.		13.
PEST CONTROL	471.	236.		235.
PLUMBING & ELECTRICAL	6,857.	3,429.		3,428.
POSTAGE & FREIGHT	9,459.	4,730.		4,729.
PROMOTION	4,382.	2,191.		2,191.
RENTAL EXPENSES	309,092.	309,092.		
REPAIRS & MAINTENANCE	12,843.	6,422.		6,421.
SECURITY	4,841.	2,421.		2,420.
SUPPLIES	11,365.	5,683.		5,682.
TELEPHONE	13,722.	6,861.		6,861.
TRASH SERVICE	1,178.	589.		589.
UTILITIES	25,050.	12,525.		12,525.
TOTAL	\$ 2,562,695.	\$ 2,202,566.	\$ 0.	\$ 360,129.

THE RAY CHARLES FOUNDATION

95-4047622

STATEMENT 8
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 2,299,482.	\$ 638,770.	\$ 1,660,712.	\$ 1,611,250.
IMPROVEMENTS	119,818.	0.	119,818.	0.
LAND	3,613,750.		3,613,750.	3,613,750.
TOTAL	<u>\$ 6,033,050.</u>	<u>\$ 638,770.</u>	<u>\$ 5,394,280.</u>	<u>\$ 5,225,000.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 142,825.	\$ 66,280.	\$ 76,545.	\$ 0.
MACHINERY AND EQUIPMENT	2,082,582.	1,437,664.	644,918.	2,000,000.
BUILDINGS	2,338,374.	245,881.	2,092,493.	1,200,000.
IMPROVEMENTS	322,663.	50,353.	272,310.	0.
LAND	780,000.		780,000.	0.
TOTAL	<u>\$ 5,666,444.</u>	<u>\$ 1,800,178.</u>	<u>\$ 3,866,266.</u>	<u>\$ 3,200,000.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NET INTANGIBLE ASSETS	\$ 5,486,088.	\$ 5,621,000.
TOTAL	<u>\$ 5,486,088.</u>	<u>\$ 5,621,000.</u>

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSITS	\$ 45,215.
TOTAL	<u>\$ 45,215.</u>

THE RAY CHARLES FOUNDATION

95-4047622

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
VALERIE ERVIN 2107 W. WASHINGTON BLVD. LOS ANGELES, CA 90018	PRESIDENT 40.00	\$ 270,000.	\$ 8,743.	\$ 0.
JOSEPH ADAMS 4244 MOUNT VERNON DRIVE LOS ANGELES, CA 90008	CHAIRMAN 1.00		0.	0.
REV. CECIL L. MURRAY 4821 PARKGLEN AVENUE LOS ANGELES, CA 90043	TREASURER 1.00		0.	0.
RAMSEY JAY JR. 2548 TOLTEC COURT VENTURA, CA 93001	DIRECTOR 1.00		0.	0.
DIANE TREISTER 349 S. LINDEN DRIVE #B BEVERLY HILLS, CA 90212	DIRECTOR 1.00		0.	0.
STEWART IAN ALPERT 605 TASMAN DRIVE #1417 SUNNYVALE, CA 94089	DIRECTOR 1.00		0.	0.
		TOTAL \$ 270,000.	\$ 8,743.	\$ 0.

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

NAME OF GRANT PROGRAM: GRANT DEPARTMENT
NAME: GRANT DEPARTMENT
CARE OF: THE RAY CHARLES FOUNDATION
STREET ADDRESS: 2107 WEST WASHINGTON BOULEVARD
CITY, STATE, ZIP CODE: LOS ANGELES, CA 90018
TELEPHONE: (323) 737-8000
E-MAIL ADDRESS: INFO@THERAYCHARLESFOUNDATION.ORG
FORM AND CONTENT: THE RAY CHARLES FOUNDATION REQUESTS THAT THE APPLICANT PRINT AND FOLLOW THE GRANT CHECK LIST. UPON COMPLETING THE INSTRUCTIONS, MAIL THE GRANT APPLICATION PACKAGE (COVER LETTER, COMPLETED AND SIGNED ONLINE GRANT APPLICATION, LETTER OF INQUIRY, PROOF OF IRS FEDERAL TAX-EXEMPT STATUS, ANNUAL REPORT [IF AVAILABLE], AND SIGNED GRANT CHECK LIST TO THE FOLLOWING ADDRESS:
GRANT DEPARTMENT
THE RAY CHARLES FOUNDATION
2107 WEST WASHINGTON BOULEVARD
LOS ANGELES, CA 90018

SUBMISSION DEADLINES: NO SUBMISSION DEADLINES - APPLICATIONS REVIEWED ALL YEAR
RESTRICTIONS ON AWARDS: OBLIGATIONS AND RESPONSIBILITIES OF GRANT RECIPIENTS

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

1) SINCE AN AWARD IS MADE ONLY FOR THE PURPOSES SET FORTH IN THE GRANTEE'S SUBMITTED PROPOSAL AND THE GRANTEE'S GRANT APPLICATION, ANY MODIFICATIONS TO THE PROJECT, AS ORIGINALLY PROPOSED, MAY BE MADE ONLY WITH PRIOR WRITTEN APPROVAL BY THE RAY CHARLES FOUNDATION.

2) THE GRANTEE MAY NOT GRANT ANY PORTION OF THE AWARD TO A SECONDARY GRANTEE WITHOUT PRIOR WRITTEN PERMISSION OF THE RAY CHARLES FOUNDATION.

3) THE GRANT MUST BE SPENT IN FULL WITHIN THE TIME SET FORTH IN THE GRANT PROPOSAL AND IF NO SUCH TIME IS SET FORTH, THEN WITHIN TWELVE (12) MONTHS FOLLOWING THE GRANT. IN THE EVENT THAT THE GRANT IS EXPRESSLY MADE FOR MULTIPLE YEARS, ANY FUNDS NOT USED IN THE CURRENT YEAR MAY BE APPLIED TO THE PURPOSES OF THE GRANT IN FOLLOWING YEARS BUT ONLY FOR THE YEARS COVERED BY THE GRANT PROPOSAL.

4) THE GRANTEE MUST MAINTAIN COMPLETE RECORDS OF RECEIPTS AND EXPENDITURES SUFFICIENT TO IDENTIFY GRANT FUNDS AND EXPENDITURES MADE IN THE FURTHERANCE OF THE GRANT PROPOSAL. THESE RECORDS SHALL BE AVAILABLE FOR INSPECTION BY THE RAY CHARLES FOUNDATION AND SHALL BE MAINTAINED BY THE GRANTEE FOR AT LEAST FOUR YEARS AFTER THE GRANT FUNDS HAVE BEEN EXPENDED.

5) WITHIN SIX (6) MONTHS OF RECEIVING A GRANT, THE RECIPIENT IS REQUIRED TO REPORT THE FOLLOWING TO THE FOUNDATION UNLESS EXPRESSLY AGREED UPON OTHERWISE IN WRITING:

A. A WRITTEN AND COMPLETE REPORT WITH SUPPORTING DOCUMENTS AND FINANCIALS EVERY 6 MONTHS FOLLOWING THE GRANT DETAILING HOW THE GRANT HAS BEEN USED. (INCLUDED BUT NOT LIMITED TO PROPER ACCOUNTING OF ALL RECEIPTS, EXPENDITURES, INVOICES AND OTHER DOCUMENTS OR RECORDS RELATED TO THE PURPOSES OF THE 'GRANT' THAT YOU WERE AWARDED) ;

B. REPORTS SHALL BE SUBMITTED TO THE RAY CHARLES FOUNDATION 30 DAYS PRIOR TO THE END OF FIRST 6 MONTHS OF THE GRANT PERIOD AND EVERY SUBSEQUENT 6 MONTHS THEREAFTER AND WITHIN THIRTY (30) DAYS OF WHEN THE GRANT FUNDS HAVE BEEN EXPENDED.

C. ANY AND ALL PROGRESS MADE THROUGH THE USE OF THE FOUNDATION'S FUNDS;

D. SUCCESSES IN DELIVERING PROGRAMS AND ACHIEVING YOUR STATED GOALS; AND

E. FAILURE AND DISAPPOINTMENTS IN THE PROGRAMS.

6) THE RECIPIENT GRANTEE MUST REPAY ANY FUNDS NOT USED FOR GRANT PURPOSES AS DETERMINED BY FINANCIAL DISCLOSURES AND AUDITS. FAILURE OF THE GRANTEE TO COMPLY WITH THE TERMS AND CONDITIONS SET FORTH WILL ENTITLE THE RAY CHARLES FOUNDATION TO REQUEST THE RETURN ON THE GRANT FUNDS WITHIN

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

A SPECIFIED TIME PERIOD. THE RAY CHARLES FOUNDATION RESERVES THE RIGHT TO PURSUE LEGAL ACTION TO ENSURE THAT GRANT FUNDS ARE BEING UTILIZED FOR ITS INTENDED PURPOSE AND MAY REQUEST PAYMENT OF ATTORNEY'S FEES IF NECESSARY.

7) IF THE GRANT IS AWARDED FOR MULTIPLE YEARS, THE EXPECTED FUNDS FOR A PARTICULAR YEAR WILL BE CONSIDERED FOR ROLL OVER INTO THE SUBSEQUENT GRANT YEAR AS LONG AS THE FUNDS ARE USED TO SUPPORT THEIR ORIGINAL PURPOSE.

8) AT THE END OF THE GRANT PERIOD ANY UNEXPENDED GRANT FUNDS SHOULD BE RETURNED WITHIN THIRTY (30) DAYS AFTER COMPLETION OR EXPIRATION OF THE GRANT TO THE RAY CHARLES FOUNDATION. A WRITTEN REQUEST FOR AN EXTENSION OF TIME TO EXPEND FUNDS MAY BE SUBMITTED TO THE RAY CHARLES FOUNDATION TWO MONTHS BEFORE THE CLOSE OF THE GRANT PERIOD.

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

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

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

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

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

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

15) THE RAY CHARLES FOUNDATION MUST BE NOTIFIED IMMEDIATELY OF ANY CHANGE IN THE RECIPIENT'S FEDERAL TAX STATUS. IN SUCH AN EVENT, THE RAY CHARLES FOUNDATION MAY REQUEST THE RETURN OF ANY UNEXPENDED FUNDS THAT HAVE BEEN AWARDED.

THE RAY CHARLES FOUNDATION

95-4047622

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SOUTH CENTRAL SCHOLARS FUND 29000 S. WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES, CA 90275	NONE	NOT A FDN	EDUCATION	\$ 25,000.
LAPD COMMUNITY YOUTH WELFARE & EDUCATION 100 W. 1ST STREET LOS ANGELES, CA 90012	NONE	NOT A FDN	HEALTHCARE	500,000.
SCHOOL ON WHEELS 83 S. PALM STREET VENTURA, CA 93001	NONE	NOT A FDN	EDUCATION	12,500.
HARMONY PROJECT 817 VINE STREET, STE. 212 LOS ANGELES, CA 90038	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS	25,000.
EDUCATING YOUNG MINDS 3325 WILSHIRE BLVD., SUITE 400 LOS ANGELES, CA 90010	NONE	NOT A FDN	FOSTER AN ENRICHED ENVIRONMENT FOR YOUNG CHILDREN TO LEARN AND GROW	100,000.
FRIENDS, THE FOUNDATION OF THE CAAM 600 STATE DRIVE LOS ANGELES, CA 90037	NONE	NOT A FDN	ART AND CULTURE OF AFRICAN AMERICANS	12,500.
SIMON WIESENTHAL CENTER, INC. 1399 ROXBURY DRIVE LOS ANGELES, CA 90035	NONE	NOT A FDN	SUPPORT HUMAN RIGHTS AND CONFRONT HATE AND TERRORISM WORLDWIDE	25,000.
C5 LOS ANGELES 1334 S. CENTRAL AVENUE LOS ANGELES, CA 90021	NONE	NOT A FDN	YOUTH DEVELOPMENT	25,000.
MOREHOUSE COLLEGE 830 WESTVIEW DRIVE S.W. ATLANTA, GA 30314	NONE	NOT A FDN	EDUCATION	3,000,000.
BENEDICT COLLEGE 1600 HARDEN STREET COLUMBIA, SC 29204	NONE	NOT A FDN	EDUCATION	500,000.

THE RAY CHARLES FOUNDATION

95-4047622

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUB OF BURBANK 2244 N. BUENA VISTA STREET BURBANK, CA 91504	NONE	NOT A FDN	YOUTH DEVELOPMENT	\$ 25,000.
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE	NOT A FDN	PROMOTE EDUCATION OF THE ARTS	15,000.
SHERIFF'S YOUTH FOUNDATION 4700 W. RAMONA BLVD. #1 MONTEREY PARK, CA 91754	NONE	NOT A FDN	YOUTH DEVELOPMENT	75,000.
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD. LOS ANGELES, CA 90043	NONE	NOT A FDN	HELP THE BLIND ACHIEVE INDEPENDENCE	50,000.
GRAMMY MUSEUM FOUNDATION 800 W. OLYMPIC BLVD. LOS ANGELES, CA 90015	NONE	NOT A FDN	EDUCATION	75,000.
THE UNUSUAL SUSPECTS THEATRE COMPANY 617 S. OLIVE STREET, SUITE 812 LOS ANGELES, CA 90014	NONE	NOT A FDN	YOUTH DEVELOPMENT	25,000.
A PLACE CALLED HOME 2830 S. CENTRAL AVENUE LOS ANGELES, CA 90011	NONE	NOT A FDN	YOUTH DEVELOPMENT	25,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 900 LOS ANGELES, CA 90024	NONE	NOT A FDN	EDUCATION	25,000.
BLIND CHILDRENS CENTER 4120 MARATHON STREET LOS ANGELES, CA 90029	NONE	NOT A FDN	SUPPORT THE DEVELOPMENT AND EDUCATION OF BLIND CHILDREN	25,000.
TOTAL				\$ <u>4,565,000.</u>

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

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
ALBUM INCOME			15	\$ -26,999.	
FED/CA TAX REFUNDS			1		
LEGAL SETTLEMENT			1	51,025.	
MASTER LICENSE REVENUE			15	84,347.	
MISCELLANEOUS INCOME			1	6,726.	
OIL & GAS LEASE			1	2,785.	
PUBLISHING INCOME			15	165,918.	
ROYALTY RECEIPTS			15	346,673.	
SAG PENSION RECEIPTS			14		
TOTAL		<u>\$ 0.</u>		<u>\$ 630,475.</u>	<u>\$ 0.</u>

THE RAY CHARLES FOUNDATION

FORM 990/990-PF

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
AMORTIZATION																
1	MASTER RECORDING - DOD VAL	1/01/08		23,000,000				0	0	0	23,000,000	7,666,665	S/L	15		1,533,333
TOTAL AMORTIZATION																
23,000,000																
MACHINERY AND EQUIPMENT																
10	EQUIP - DOD VAL	6/10/04		35,000				0	0	0	35,000	35,000	S/L	HY	5	0
13	SOFTWARE - DOD VAL	6/10/04		7,320				0	0	0	7,320	7,320	S/L	3		0
14	WASHINGTON BLVD - F&F	6/30/09		8,671				0	0	0	8,671	4,335	S/L	HY	7	1,239
15	EQUIPMENT - WASHINGTON BL	6/30/09		18,500				0	0	0	18,500	14,800	S/L	HY	5	3,700
17	OFFICE EQUIPMENT - WASHIN	4/30/10		11,521				0	0	0	11,521	6,144	S/L	5		2,304
31	OFFICE EQUIPMENT	11/18/13		3,686				0	0	0	3,686	3,686	S/L	5		61
TOTAL MACHINERY AND EQUIPME																
84,698																
STUDIO EQUIPMENT																
11	STUDIO EQUIP - DOD VAL	6/10/04		465,000				0	0	0	465,000	465,000	S/L	HY	5	0
12	STUDIO EQUIP - DOD VAL	6/10/04		1,500,000				0	0	0	1,500,000	1,500,000	S/L	HY	5	0
18	STUDIO EQUIPMENT	2/15/10		32,883				0	0	0	32,883	18,827	S/L	5		6,577
TOTAL STUDIO EQUIPMENT																
1,997,883																
WASHINGTON BLVD																
1,997,883																
TOTAL																
7,304																

THE RAY CHARLES FOUNDATION

95-4047622

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.		
7	WASHINGTON BLDG - DOD VAL	6/10/04		425,033							425,033	54,490	S/L	MM	39	02564	10,898	
8	WASHINGTON LAND - DOD VAL	6/10/04		780,000							780,000						0	
9	WASHINGTON BLVD - F&F	6/10/04		12,665							12,665	12,665	S/L	HY	7		0	
16	WASHINGTON BLVD - F&F	3/31/10		58,093							58,093	22,822	S/L	7			8,299	
21	PARKING LOT-IMP WASH BL	4/05/11		19,040							19,040	4,760	S/L	7			2,720	
22	WASHINGTON BL-IMPROV	7/01/11		245,569							245,569	24,557	S/L	15			16,371	
23	WASHINGTON BL-F&F	4/11/11		21,499							21,499	5,374	S/L	7			3,071	
24	WASHINGTON BL-F&F	11/08/12		32,811							32,811		S/L	7			5,468	
25	WASHINGTON BL-IMPROV	3/05/12		32,544							32,544		S/L	15			3,978	
26	WASHINGTON BL-F&F	3/04/13		17,756							17,756		S/L	7			2,114	
27	WASHINGTON BL-IMPROV	7/23/13		25,510							25,510		S/L	15			709	
30	RAY CHARLES MUSEUM	VARIOUS		1,913,341							1,913,341		S/L	15			255,112	
TOTAL WASHINGTON BLVD				3,583,861	0	0	0	0	0	0	3,583,861	124,668					308,740	
TOTAL DEPRECIATION				5,666,442	0	0	0	0	0	0	5,666,442	2,176,094						322,621

RENTAL ACTIVITY - RESIDENTIAL APT BLDG, LOS ANGELES, CA

LINDEN 85																		
2	LINDEN 85 LAND - DOD VAL	6/10/04		1,153,750							1,153,750						0	
3	LINDEN 85 BLDG - DOD VAL	6/10/04		636,600							636,600	115,647	S/L	MM	27.5	03637	23,153	
19	NEW ROOF-LINDEN 85	12/01/11		27,390							27,390	1,978	S/L	15			1,826	
28	LINDEN 85 IMPROVEMENTS	12/12/13		2,924							2,924		S/L	15			16	
TOTAL LINDEN 85				1,820,664	0	0	0	0	0	0	1,820,664	117,625						24,995

THE RAY CHARLES FOUNDATION

95-4047622

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179/ BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
LINDEN 91																
4	LINDEN 91 LAND	6/10/04		2,460,000							2,460,000		S/L	MM	27.5	0
5	LINDEN 91 BLDG - DOD VAL	6/10/04		1,640,000							1,640,000	298,150	S/L	MM	27.5	59,647
6	LINDEN 91 IMPROVEMENTS	6/30/08		41,112							41,112	6,790	S/L	MM	27.5	1,495
20	LINDEN 91 - EXT PAINT ALL	12/31/11	1/01/13	16,800							16,800	3,360	S/L		5	0
29	LINDEN 91 IMPROVEMENTS	12/17/13		33,043							33,043		S/L		15	0
TOTAL LINDEN 91																
				4,190,955		0	0	0	0	0	4,190,955	308,300				61,142
TOTAL DEPRECIATION																
				6,011,619		0	0	0	0	0	6,011,619	425,925				86,137
GRAND TOTAL AMORTIZATION																
				23,000,000		0	0	0	0	0	23,000,000	7,666,665				1,533,333
GRAND TOTAL DEPRECIATION																
				11,678,061		0	0	0	0	0	11,678,061	2,602,019				408,758
DEPRECIATION ASSETS SOLD																
				16,800		0	0	0	0	0	16,800	3,360				0
DEPR REMAINING ASSETS																
				11,661,261		0	0	0	0	0	11,661,261	2,598,659				408,758

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	THE RAY CHARLES FOUNDATION		95-4047622
	Number street, and room or suite number If a P O box, see instructions		Social security number (SSN)
File by the extended due date for filing your return See instructions	HUTCHINSON AND BLOODGOOD, LLP 550 N. BRAND BLVD 14TH FLOOR		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
GLENDALE, CA 91203			

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990 BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ▶ VALERIE ERVIN, PRESIDENT
Telephone No. ▶ (323) 737-8000 Fax No ▶ (323) 737-0148
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2014.
- For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension . TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature [Signature] Title ▶ CPA

Date ▶ 8/06/2014