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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

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

Number and street (or P O box number if mail is not delivered to street address)
1990 S BUNDY DRIVE NO 420

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90025

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 51,089,933

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
95-3767859

B Telephone number (see instructions)
(310) 237-1700

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

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 (attach schedule)	424,752		
	2 Check <input 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	1,735,841	1,735,841	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	112,431		
	b Gross sales price for all assets on line 6a			
		3,692,705		
	7 Capital gain net income (from Part IV, line 2)		112,431	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)	240,924	240,924	
	12 Total. Add lines 1 through 11	2,513,948	2,089,196	
	13 Compensation of officers, directors, trustees, etc	190,000	95,000	95,000
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	7,829	3,915	3,914
	b Accounting fees (attach schedule)	52,388	26,194	26,194
	c Other professional fees (attach schedule)	216,073	108,056	108,057
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	42,629	21,310	21,309
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy	21,290	10,645	10,645
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule)	169,543	84,771	84,772	
24 Total operating and administrative expenses. Add lines 13 through 23	699,752	349,891	349,891	
25 Contributions, gifts, grants paid	3,274,333		3,274,333	
26 Total expenses and disbursements. Add lines 24 and 25	3,974,085	349,891	3,624,224	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,460,137		
	b Net investment income (if negative, enter -0-)		1,739,305	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	134,109	299,630	299,630
	2	Savings and temporary cash investments	8,469,390	7,808,306	7,808,306
	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			
	10a	Investments—U S and state government obligations (attach schedule)	1,495,268	1,000,004	1,023,983
	b	Investments—corporate stock (attach schedule)	20,606,284	20,104,897	33,034,924
	c	Investments—corporate bonds (attach schedule)	5,068,304	4,813,099	4,807,190
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,025,238	1,961,022	2,625,861
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	1,138,541	1,490,039	1,490,039	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,937,134	37,476,997	51,089,933	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	38,937,134	37,476,997	
	30	Total net assets or fund balances (see instructions)	38,937,134	37,476,997	
31	Total liabilities and net assets/fund balances (see instructions) .	38,937,134	37,476,997		

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	38,937,134
2	Enter amount from Part I, line 27a	2	-1,460,137
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	37,476,997
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	37,476,997

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	112,431
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 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))
2017	2,693,129	52,045,753	0 051745
2016	3,126,827	48,465,254	0 064517
2015	3,163,177	49,232,953	0 064249
2014	2,609,577	49,986,256	0 052206
2013	2,791,882	47,857,139	0 058338
2 Total of line 1, column (d)			2 0 291055
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 058211
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 49,728,987
5 Multiply line 4 by line 3			5 2,894,774
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,393
7 Add lines 5 and 6			7 2,912,167
8 Enter qualifying distributions from Part XII, line 4			8 3,624,224

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	17,393
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	17,393
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	17,393
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	47,404
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	57,404
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	40,011
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 40,011 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► GREY MANAGEMENT INC Telephone no ► (310) 237-1700			

Located at **►** 1990 S BUNDY DR 420 LOS ANGELES CA ZIP+4 **►** 90025

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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. <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 2018? <input type="checkbox"/>	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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). <input type="checkbox"/>	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 2018 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 2018). <input type="checkbox"/>	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 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b	No
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	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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 NOT APPLICABLE	0
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 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	41,810,513
b	Average of monthly cash balances.	1b	8,675,768
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	50,486,281
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	50,486,281
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	757,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	49,728,987
6	Minimum investment return. Enter 5% of line 5.	6	2,486,449

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	2,486,449
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	17,393
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,393
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,469,056
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,469,056
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	2,469,056

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	3,624,224
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	3,624,224
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	17,393
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,606,831

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,469,056
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	445,195			
b From 2014.	140,080			
c From 2015.	739,237			
d From 2016.	765,636			
e From 2017.	131,522			
f Total of lines 3a through e.	2,221,670			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 3,624,224				
a Applied to 2017, 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 2018 distributable amount.				2,469,056
e Remaining amount distributed out of corpus	1,155,168			
5 Excess distributions carryover applied to 2018 (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	3,376,838			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	445,195			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,931,643			
10 Analysis of line 9				
a Excess from 2014.	140,080			
b Excess from 2015.	739,237			
c Excess from 2016.	765,636			
d Excess from 2017.	131,522			
e Excess from 2018.	1,155,168			

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 2018, 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)

2a 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	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2018)

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

[illegible]

described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here <div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 20px;"></div>	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 20px;"></div>	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 20px;"></div>
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below
 (see instr)? ☒ **Yes** ☐ **No**

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00180795
	DREW GREY				
	Firm's name ▶ SRG LLP				Firm's EIN ▶ 95-4476507
	Firm's address ▶ 6320 CANOGA AVENUE 17TH FLOOR WOODLAND HILLS, CA 913672565				Phone no (818) 995-0090

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 ST- EL CAMINO EUROPE FUND (EIN 95-4249155)	P		
1 LT- EL CAMINO EUROPE FUND (EIN 95-4249155)	P		
3,760 SHARES OF BROOKFIELD PROPERTY PARTNERS LP	P	2018-08-28	2018-10-02
WYNN LAS VEGAS LLC	P	2018-03-21	2018-03-21
SALE OF GROVE PARK VILLAS	P		2018-12-28
5,000 SHARES ALTRIA GROUP INC	P	2014-05-13	2018-03-23
500,000 BOND REDEMPTION- CENTRAL COSTACALIF	P	2009-10-29	2018-09-13
1,000,000 BOND REDEMPTION- FORD MOTOR CREDIT	P	2011-06-01	2018-05-15
250,000 BOND REDEMPTION- GENERAL ELEC	P	2013-01-24	2018-03-01
10,000 SHARES GGP INC	P	2017-08-02	2018-08-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		17,836	-17,836
		30,697	-30,697
78,012		76,140	1,872
12,989			12,989
587,712		177,193	410,519
300,212		57,002	243,210
500,000		495,262	4,738
1,000,000		996,007	3,993
250,000		250,769	-769
3,120		194,573	-191,453

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-17,836
			-30,697
			1,872
			12,989
			410,519
			243,210
			4,738
			3,993
			-769
			-191,453

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
5,000 SHARES GILEAD SCIENCES INC	P	2015-08-21	2018-08-23
1 2,190 SHARES HSBC HLDGS	P	2009-03-31	2018-09-25
2,000 SHARES INTL BUSINESS MACH	P	2017-08-18	2018-10-22
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
364,357		539,194	-174,837
333,509		465,563	-132,054
257,805		280,038	-22,233
4,989			4,989

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-174,837
			-132,054
			-22,233
			4,989

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
WENDY STARK MORRISSEY	DIRECTOR 5 00	110,000	0	0
C/O 1990 S BUNDY 420 LA, CA 90025				
ANITA ROSENSTEIN	DIRECTOR 0 00	0	0	0
C/O 1990 S BUNDY 420 LA, CA 90025				
HERBERT ALLEN	DIRECTOR 0 00	0	0	0
C/O 1990 S BUNDY 420 LA, CA 90025				
BONNIE GREY	DIRECTOR 5 00	40,000	0	0
C/O 1990 S BUNDY 420 LA, CA 90025				
ALLISON GORSUCH	DIRECTOR 5 00	40,000	0	0
C/O 1990 S BUNDY 420 LA, CA 90025				

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>				
ACADEMY OF MOTION PICTURES ARTS & SCIENCES 1313 VINE ST LOS ANGELES, CA 90028	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	500,000
ACADEMY OF MOTION PICTURES ARTS & SCIENCES 1313 VINE ST LOS ANGELES, CA 90028	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	500,000
AMERICAN FRIENDS OF KESHET EILON INC 25 TRINITY PASS RD POUND RIDGE, NY 10576	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	2,500
Total ▶ 3a				3,274,333

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>				
AMERICAN FUND FOR THE TATE GALLERY FOUNDATION 520 WEST 27TH STREET UNIT 404 NEW YORK, NY 100015548	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	15,000
AMERICAN FUND FOR THE TATE GALLERY FOUNDATION 520 WEST 27TH STREET UNIT 404 NEW YORK, NY 100015548	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	15,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	5,000
Total ▶ 3a				3,274,333

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>				
CEDARS-SINAI WOMEN'S GUILD 8700 BEVERLY BOULEVARD SUITE 2416 LOS ANGELES, CA 90048	NONE	OTHER PUBLIC CHARITY	HEALTH CARE SERVICES AND EDUCATION FOR WOMEN AND TEENS	10,000
CENTER THEATRE GROUP 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	10,000
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E 17TH STREET SUITE 101 SANTA ANA, CA 92705	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	2,500
Total ▶ 3a				3,274,333

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>				
CHILDREN'S DIABETES FOUNDATION 4380 S SYRACUSE STREET SUITE 430 DENVER, CO 80237	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	5,000
CHILDREN'S INSTITUTE INC 2117 WEST TEMPLE STREET LOS ANGELES, CA 90026	NONE	OTHER PUBLIC CHARITY	TREATMENT AND PREVENTION OF CHILD ABUSE AND NEGLECT	15,000
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	15,000
Total ► 3a				3,274,333

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>				
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	50,000
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	5,000
EDWARD CHARLES FOUNDATION 269 SOUTH BEVERLY DRIVE SUITE 338 BEVERLY HILLS, CA 90212	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	1,000
Total ► 3a				3,274,333

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>				
FOUNDATION FOR ART & PRESERVATION IN EMBASSIES 1725 ST NW 300 WASHINGTON, DC 20006	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	20,000
HAMMER MUSEUM 10899 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	25,000
HARVARD-WESTLAKE SCHOOL 3700 COLDWATER CANYON AVENUE STUDIO CITY, CA 91604	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	5,000
Total ► 3a				3,274,333

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>				
HEARST CASTLE PRESERVATION FOUNDATION 750 HEARST CASTLE ROAD SAN SIMEON, CA 93452	NONE	OTHER PUBLIC CHARITY	PROGRAMS FOR HISTORIC PRESERVATION	10,000
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PROGRAMS AND RESOURCES FOR FORMERLY GANG INVOLVED AND RECENTLY INCARCERATED MEN AND WOMEN	100,000
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PROGRAMS AND RESOURCES FOR FORMERLY GANG INVOLVED AND RECENTLY INCARCERATED MEN AND WOMEN	10,000
Total ▶ 3a				3,274,333

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>				
INSTITUTE OF CONTEMPORARY ART LOS ANGELES 1717 E 7TH ST LOS ANGELES, CA 90021	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	3,000
KECK SCHOOL OF MEDICINE 1975 ZONAL AVENUE KAM 500 LOS ANGELES, CA 90089	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	100,000
LA CONSERVANCY 523 WEST 6TH STREET LOS ANGELES, CA 90014	NONE	OTHER PUBLIC CHARITY	PROGRAMS FOR HISTORIC PRESERVATION	5,000
Total ► 3a				3,274,333

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>				
LA PHILHARMONIC151 S GRAND AVE LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	10,000
LALELA PROJECTPO BOX 20395 NEW YORK, NY 10023	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	1,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	333,333
Total ► 3a				3,274,333

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 Paid during the year				
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	150,000
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVEUNE LOS ANGELES, CA 90004	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	10,000
MOTION PICTURE AND TELEVISION FUND 23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	25,000
Total ► 3a				3,274,333

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 Paid during the year				
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	30,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	20,000
THE COLLEAGUES 3312 PICO BOULEVARD SANTA MONICA, CA 90405	NONE	OTHER PUBLIC CHARITY	TREATMENT AND PREVENTION OF CHILD ABUSE AND NEGLECT	15,000
Total ► 3a				3,274,333

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 Paid during the year				
THE FULFILLMENT FUND 6100 WILSHIRE BLVD SUITE 600 LOS ANGELES, CA 900485114	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	10,000
THE JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	10,000
THE KENNEDY CENTER 2700 F STREET NW WASHINGTON, DC 20566	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	15,000
Total ► 3a				3,274,333

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>				
THE MUSIC CENTER 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	10,000
THE RONALD REAGAN PRESIDENTIAL FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	OTHER PUBLIC CHARITY	PROGRAMS FOR HISTORIC PRESERVATION	5,000
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD 900 LOS ANGELES, CA 90024	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	400,000
Total ▶ 3a				3,274,333

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>				
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD 900 LOS ANGELES, CA 90024	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	100,000
THE UNIVERSITY OF SOUTHERN CALIFORNIA GEORGE LUCAS BUILDING ROOM 2009 LOS ANGELES, CA 90089	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	350,000
THE UNIVERSITY OF SOUTHERN CALIFORNIA GEORGE LUCAS BUILDING ROOM 2009 LOS ANGELES, CA 90089	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	300,000
Total ▶ 3a				3,274,333

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>				
THE VENEZUELAN AMERICAN ENDOWMENT FOR THE ARTS 25 BROADWAY 9TH FLOOR NEW YORK, NY 10004	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	1,000
UCLA FOUNDATION - DIVISION OF DIGESTIVE DISEASES 100 UCLA MEDICAL PLAZA 265 LOS ANGELES, CA 90095	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS AND PROGRAMS	25,000
UCLA SCHOOL OF THEATRE 225 CHARLES E YOUNG DRIVE LOS ANGELES, CA 90095	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF THEATRICAL AND PERFORMING ARTS IN THE COMMUNITY	10,000
Total ► 3a				3,274,333

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 Paid during the year				
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE AT 75TH STREET NEW YORK, NY 10021	NONE	OTHER PUBLIC CHARITY	PRESERVATION AND PROMOTION OF ART IN THE COMMUNITY	10,000
YO SAN UNIVERSITY OF TRADITIONAL CHINESE MEDICINE 13315 W WASHINGTON BLVD LOS ANGELES, CA 90066	NONE	OTHER PUBLIC CHARITY	MEDICAL PROGRAMS, RESEARCH, EDUCATION AND DISEASE PREVENTION	5,000
Total ▶ 3a				3,274,333

TY 2018 Accounting Fees Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSE	52,388	26,194		26,194

TY 2018 Investments Corporate Bonds Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	4,813,099	4,807,190

TY 2018 Investments Corporate Stock Schedule**Name:** THE FRAN & RAY STARK FOUNDATION

C/O GREY MANAGEMENT INC

EIN: 95-3767859**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	20,104,897	33,034,924

TY 2018 Investments Government Obligations Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

**US Government Securities - End
of Year Book Value:**

0

**US Government Securities - End
of Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

1,000,004

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,023,983

TY 2018 Investments - Other Schedule

Name: THE FRAN & RAY STARK FOUNDATION

C/O GREY MANAGEMENT INC

EIN: 95-3767859

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EL CAMINO EUROPE FUND, LP	AT COST	1,961,022	2,625,861

TY 2018 Legal Fees Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSE	7,829	3,915		3,914

TY 2018 Other Assets Schedule

Name: THE FRAN & RAY STARK FOUNDATION

C/O GREY MANAGEMENT INC

EIN: 95-3767859

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER INVESTMENT ASSETS	1,138,541	1,490,039	1,490,039

TY 2018 Other Expenses Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTO / PARKING EXPENSE	536	268		268
FEES	170	85		85
INSURANCE	14,282	7,141		7,141
MESSENGER SERVICE	229	114		115
OFFICE SUPPLIES AND EXPENSE	207	104		103
OUTSIDE HELP	151,391	75,695		75,696
POSTAGE AND SHIPPING	290	145		145
STORAGE	2,235	1,118		1,117
UTILITIES AND TELEPHONE	203	101		102

TY 2018 Other Income Schedule**Name:** THE FRAN & RAY STARK FOUNDATION

C/O GREY MANAGEMENT INC

EIN: 95-3767859**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EL CAMINO EUROPE FUND, LTD	-73,975	-73,975	-73,975
GROVE PARK VILLAS, LTD	-32,666	-32,666	-32,666
ROYALTY INCOME- FROM 1099S	326,224	326,224	326,224
THE ELVIS COMPANY	-574	-574	-574
THE VILLAIN COMPANY	-2,015	-2,015	-2,015
MISCELLANEOUS INVESTMENT INCOME	400	400	400
THE VILLAIN COMPANY- ROYALTY INCOME	23,633	23,633	23,633
BROOKFIELD PROPERTY PARTNERS LP	-103	-103	-103

TY 2018 Other Professional Fees Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSELING EXPENSES	216,073	108,056		108,057

TY 2018 Taxes Schedule

Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

EIN: 95-3767859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	42,619	21,310		21,309
FRANCHISE TAXES	10	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047 2018
	Name of the organization THE FRAN & RAY STARK FOUNDATION C/O GREY MANAGEMENT INC	Employer identification number 95-3767859

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE FRAN & RAY STARK FOUNDATION C/O GREY MANAGEMENT INC	Employer identification number 95-3767859
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Part I **Contributors** (See Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

95-3767859

Part II

(See instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organizationTHE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC**Employer identification number**

95-3767859

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:
Software Version:
EIN: 95-3767859
Name: THE FRAN & RAY STARK FOUNDATION
C/O GREY MANAGEMENT INC

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ALLISON GORSUCH CLUT #1	\$ 69,257	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	ALLISON GORSUCH CLUT #1	\$ 69,257	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	ALLISON GORSUCH CLUT #1	\$ 69,257	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	ALLISON GORSUCH CLUT #1	\$ 69,258	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>5</u>	ALLISON GORSUCH CLUT #2	\$ 36,930	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	ALLISON GORSUCH CLUT #2	\$ 36,931	Person <input checked="" type="checkbox"/>
	1990 SOUTH BUNDY DRIVE 420		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90025		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	ALLISON GORSUCH CLUT #2	\$ 36,930	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	1990 SOUTH BUNDY DRIVE 420		
	LOS ANGELES, CA 90025		
<u>8</u>	ALLISON GORSUCH CLUT #2	\$ 36,931	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	1990 SOUTH BUNDY DRIVE 420		
	LOS ANGELES, CA 90025		