Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: CECIL B. DE MILLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 223 W ALAMEDA AVENUE — Room/suite: 101

City or town, state, and ZIP code: BURBANK CA 91502-2575

A Employer identification number: 95-4268286

B Telephone number (see page 10 of the instructions): 818-566-1801

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 ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 10,850,948

J Accounting method: [X] 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 page 11 of the instructions).)

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	3,516	3,516	3,516	
4	Dividends and interest from securities	238,683	235,311	238,683	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	209,833			
b	Gross sales price for all assets on line 6a 6,667,354				
7	Capital gain net income (from Part IV, line 2)		5,054		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	241,742	246,180	241,742	
12	**Total.** Add lines 1 through 11	693,774	490,061	483,941	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 3	7,921	3,881	4,040	4,040
b	Accounting fees (attach schedule) Stmt 4	16,841	8,252	8,589	8,589
c	Other professional fees (attach schedule) Stmt 5	26,900	13,181	13,719	13,719
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 6	85			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.) Stmt 7	37,300	18,276	19,024	19,024
24	**Total operating and administrative expenses.** Add lines 13 through 23	89,047	43,590	45,372	45,372
25	Contributions, gifts, grants paid	609,879			609,879
26	**Total expenses and disbursements.** Add lines 24 and 25	698,926	43,590	45,372	655,251
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-5,152			
b	**Net investment income** (if negative, enter -0-)		446,471		
c	**Adjusted net income** (if negative, enter -0-)			438,569	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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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			
	2	Savings and temporary cash investments	3,437,232	5,776,235	5,776,235
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att. 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) Stmt 8	1,070,273	81,429	81,429
	b	Investments—corporate stock (attach schedule) See Stmt 9	185,240	106,200	106,200
	c	Investments—corporate bonds (attach schedule) See Stmt 10	5,783,514	4,519,778	4,519,778
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 11)	328,566	367,306	367,306
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,804,825	10,850,948	10,850,948
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 ▶ See Statement 12)	11,446	20,556	
	23	**Total liabilities** (add lines 17 through 22)	11,446	20,556	
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.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,793,379	10,830,392	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,793,379	10,830,392	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,804,825	10,850,948	

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	10,793,379
2	Enter amount from Part I, line 27a	2	-5,152
3	Other increases not included in line 2 (itemize) ▶ See Statement 13	3	42,165
4	Add lines 1, 2, and 3	4	10,830,392
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	10,830,392

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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	SMITCH BARNEY			
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	5,054			5,054
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				5,054
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 5,054

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 pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 } 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	662,131	10,878,154	0.060868
2007	1,049,684	11,068,906	0.094832
2006	473,834	10,874,827	0.043572
2005	549,235	10,549,988	0.052060
2004	485,414	10,187,094	0.047650

2	**Total** of line 1, column (d)	2	0.298982
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	0.059796
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,499,625
5	Multiply line 4 by line 3	5	627,836
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,465
7	Add lines 5 and 6	7	632,301
8	Enter qualifying distributions from Part XII, line 4	8	655,251

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 on page 18.

Part VI — Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b	1	4,465
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	4,465
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	4,465
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 5,680		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	5,680
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,215
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,215 **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 General Instruction G? If "No," attach explanation	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ ENTMANINC@AOL.COM

14 The books are in care of ▶ HELEN COHEN Telephone no. ▶ 818-566-1801
223 W. ALAMEDA AVE. #101
Located at ▶ BURBANK, CA ZIP+4 ▶ 91502

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2009?	N/A	1c		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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 page 20 of the instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No: X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
CECILIA DE MILLE PRESLEY BURBANK 223 W. ALAMEDA CA 91502	FDN MGR 3.00	0	0	0
JOSEPH W HARPER JR BURBANK 223 W. ALAMEDA CA 91502	FDN MGR 0.00	0	0	0
JAYNE PASCO BURBANK 223 W. ALAMEDA CA 91502	FDN MGR 0.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶

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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 page 23 of the 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 ▶

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 page 24 of the 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 page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,572,588
b	Average of monthly cash balances		1b	3,719,624
c	Fair market value of all other assets (see page 24 of the instructions)		1c	367,306
d	**Total** (add lines 1a, b, and c)		1d	10,659,518
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	10,659,518
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	159,893
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,499,625
6	**Minimum investment return.** Enter 5% of line 5		6	524,981

Part XI Distributable Amount (see page 25 of the 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	524,981
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,465		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,465
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	520,516
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	520,516
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	520,516

Part XII Qualifying Distributions (see page 25 of the 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	655,251
b	Program-related investments—total from Part IX-B	1b	
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	655,251
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 page 26 of the instructions)	5	4,465
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	650,786

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					520,516
2	Undistributed income, if any, as of the end of 2009:					
a	Enter amount for 2008 only					
b	Total for prior years: 20 ____ , 20 ____ , 20 ____					
3	Excess distributions carryover, if any, to 2009:					
a	From 2004	32,060				
b	From 2005	37,384				
c	From 2006	37,384				
d	From 2007	508,415				
e	From 2008	129,535				
f	**Total** of lines 3a through e		744,778			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 655,251					
a	Applied to 2008, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2009 distributable amount					520,516
e	Remaining amount distributed out of corpus		134,735			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		879,513			
b	Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions					
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions					
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		32,060			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		847,453			
10	Analysis of line 9:					
a	Excess from 2005	37,384				
b	Excess from 2006	37,384				
c	Excess from 2007	508,415				
d	Excess from 2008	129,535				
e	Excess from 2009	134,735				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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).)

N/A

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.

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

IT SHOULD BE SUBMITTED IN A NEAT AND REASONABLE FORM

c Any submission deadlines:

N/A

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

N/A

DAA

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 14				609,879
Total			▶ 3a	609,879
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,516	
4 Dividends and interest from securities			14	238,683	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	246,180	
8 Gain or (loss) from sales of assets other than inventory			14	5,054	204,779
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b See Statement 15				-4,438	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		488,995	204,779

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 693,774

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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
N/A		

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

[signature] 4-28-10 TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature] | Date 04/22/10 | Check if self-employed ☐ | Preparer's identifying number (see Signature on page 30 of the instructions) P00362418

Firm's name (or yours if self-employed), address, and ZIP code: Kaplan, Lim, Brignoni and Ceniza CPA'S, 3325 WILSHIRE BOULEVARD SUITE 1345, LOS ANGELES, CA 90010-1729

EIN 95-4248778

Phone no 213-388-0400

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1000 AT&T INC	6/04/09	11/30/09	Purchase	$ 26,334	$ 24,990	$	$	$ 1,344
1000 ATMOS ENERGY GROUP CORP	6/04/09	11/30/09	Purchase	26,949	24,920			2,029
2000 BANK OF AMERICA CORP	5/20/09	11/17/09	Purchase	30,927	23,818			7,109
1000 BRISTOL MYERS SQUIBB CO	6/04/09	11/30/09	Purchase	25,007	20,330			4,677
1000 CHEVRON CORP	3/24/09	11/30/09	Purchase	77,242	69,977			7,265
10000 CITIGROUP INC	5/20/09	11/17/09	Purchase	40,717	38,562			2,155
1000 COCA-COLA CO	3/24/09	11/17/09	Purchase	56,171	44,696			11,475
3000 DUKE ENERGY CORP	8/21/09	11/17/09	Purchase	47,864	47,497			367
2000 EDISON INTERNATIONAL	1/09/09	11/17/09	Purchase	66,343	64,660			1,683
2000 ENERGY TRANSFER PARTNERS	6/24/09	11/30/09	Purchase	85,326	72,046			13,280
2000 ENERGY TRANSFER EQUITY LP	10/09/09	11/30/09	Purchase	58,267	56,356			1,911
1000 EXXON MOBIL CORP	3/24/09	11/17/09	Purchase	74,354	70,431			3,923
1000000 GEN. ELEC. CAP CORP	5/30/08	4/01/09	Purchase	1,000,000	1,008,060			-8,060
1000 GENERAL MILLS INC	3/24/09	11/17/09	Purchase	66,968	50,771			16,197
1000 H J HEINZ CO	6/04/09	11/30/09	Purchase	41,830	37,505			4,325
1000 JP MORGAN CHASE & CO	5/20/09	11/30/09	Purchase	41,193	35,432			5,761
1000 JOHNSON & JOHNSON	3/24/09	11/30/09	Purchase	62,192	53,239			8,953
1000 KIMBERLY CLARK CORP	5/20/09	11/17/09	Purchase	64,570	52,266			12,304

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2000 MICROSOFT CORP	3/24/09	11/17/09	Purchase $ 59,177	$ 36,433	$	$	$ 22,744
2000 CGMI AND/OR ITS AFFILIATES	9/29/09	11/17/09	Purchase 59,177	52,112			7,065
2000 ORACLE CORP	6/22/09	11/17/09	Purchase 44,820	41,522			3,298
1000 PEPSICO INC	6/22/09	11/30/09	Purchase 61,814	54,025			7,789
2000 PLAINS ALL AMERN PIPELINE	6/24/09	11/30/09	Purchase 100,007	79,813			20,194
2000 SOUTHERN CO	6/18/09	10/09/09	Purchase 62,890	62,397			493
1000 SYSCO CORP	6/22/09	11/17/09	Purchase 26,860	23,881			2,979
1000 TEXAS INSTRUMENTS INC	3/24/09	11/17/09	Purchase 25,481	17,076			8,405
2000 VERIZON COMM.	5/20/09	11/17/09	Purchase 60,283	60,348			-65
1000 WELLS FARGO & CO	5/20/09	11/17/09	Purchase 27,971	25,220			2,751
166000 BANK OF AMERICA CORP	9/20/07	2/17/09	Purchase 166,000	163,312			2,688
350000 CITIGROUP INC.	9/20/07	2/09/09	Purchase 350,000	344,680			5,320
20000 GEN. ELECTRIC CAPITAL CORP	11/27/07	6/15/09	Purchase 200,000	199,322			678
473000 GEN. ELEC CAP CORP	10/24/07	4/01/09	Purchase 473,000	467,806			5,194
1000000 GENERAL ELECTRIC CAP	8/04/08	8/18/09	Purchase 102,090	102,449			-359
200000 GEN. ELEC. CAP CORP	8/15/07	9/01/09	Purchase 200,000	197,654			2,346
200000 GEN ELEC. CAP - DD 6/8/05	11/27/07	9/01/09	Purchase 200,000	201,812			-1,812
200000 GEN. ELEC CAP CORP	7/20/07	8/18/09	Purchase 205,248	199,348			5,900

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
200000 GEN. ELEC. CAP CORP.	7/20/07	10/27/09	Purchase	$ 200,000	$ 201,332	$	$	$ -1,332
100000 GEN ELEC CAP CORP	8/11/08	8/18/09	Purchase	98,666	99,044			-378
4000 JP MORGAN CHASE CAPITAL	2/01/08	11/30/09	Purchase	93,844	98,925			-5,081
449000 TOYOTA MOTOR CREDIT-MTN	5/05/08	10/20/09	Purchase	449,584	448,883			701
103000 TOYOTA MOTOR CREDIT-MTN	5/04/08	10/20/09	Purchase	103,134	102,485			649
525000 US TREASURY NOTES	10/24/07	2/17/09	Purchase	525,000	520,981			4,019
525000 US TREASURY NOTES	10/24/07	3/18/09	Purchase	525,000	518,178			6,822
350000 WELLS FARGO & CO	9/20/07	4/01/09	Purchase	350,000	342,927			7,073
Total				$ 6,662,300	$ 6,457,521	$ 0	$ 0	$ 204,779

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PICTURE EARNINGS	$ 246,180	$ 246,180	$ 246,180
ENERGY TRANSFER PARTNERS LP	78		78
ENERGY TRANSFER EQUITY LP	4		4
PLAINS ALL AMER PIPELINE LP	49		49
ENERGY TRANSFER PARTNERS LP	-2,989		-2,989
ENERGY TRANSFER EQUITY LP	-1,580		-1,580
Total	$ 241,742	$ 246,180	$ 241,742

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LOEB AND LOEB	$ 96	$ 47	$ 49	$ 49
LAVELY AND SINGER	7,500	3,675	3,825	3,825
JOLLEY, URGA, WIRTH, WDBY	325	159	166	166
Total	$ 7,921	$ 3,881	$ 4,040	$ 4,040

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
KAPLAN, LIM, BRIGNONI & CENIZA	$ 3,225	$ 1,580	$ 1,645	$ 1,645
TURNER, WARREN, HWANG, & CONRAD	4,755	2,330	2,425	2,425
HACKER, DOUGLAS & CO	8,735	4,280	4,455	4,455
AOP	126	62	64	64
Total	$ 16,841	$ 8,252	$ 8,589	$ 8,589

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ENTERTAINMENT MANAGEMENT, INC.	$ 26,900	$ 13,181	$ 13,719	$ 13,719
Total	$ 26,900	$ 13,181	$ 13,719	$ 13,719

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FRANCHISE TAX BOARD	$ 10	$	$	$
ATTORNEY GENERAL	75			
Total	$ 85	$ 0	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MPA PAYROLL EXPENSE CHARGE	1,784	874	910	910
TELEPHONE	493	242	251	251
POSTAGE & DELIVERY	433	212	221	221
OFFICE SUPPLIES & EXPENSE	33	16	17	17
STORAGE	20,988	10,284	10,704	10,704
BANK CHARGES	117	57	60	60
COMPUTER EXPENSES	316	155	161	161
DUES & SUBSCRIPTIONS	598	293	305	305
INSURANCE	3,531	1,730	1,801	1,801
PAYROLL TAXES	179	88	91	91
PHOTOPLAY PRODUCTIONS	8,828	4,325	4,503	4,503
Total	$ 37,300	$ 18,276	$ 19,024	$ 19,024

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S TREASURY NOTE 3.00%	$ 526,722	$	Market	$
U.S TREASURY NOTE 2.625%	527,562		Market	
CA STATE OID 5025%	15,989	15,549	Market	15,549
BLACKROCK CALIFORNIA MUNI INC TR		65,880	Market	65,880
Total	$ 1,070,273	$ 81,429		$ 81,429

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JP MORGAN CHASE CAPITAL	$ 85,520	$	Market	$
XCEL ENERGY INC.	99,720	106,200	Market	106,200
Total	$ 185,240	$ 106,200		$ 106,200

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GE CAP CORP GLOBAL 4.125%	$ 200,676	$	Market	$
GE CAP CORP 5.250%	203,368		Market	
BERKSHIRE HATHAWAY FIN CORP 4.125%	202,052	207,056	Market	207,056
MORGAN STANLEY & CO INC 4.250%	196,076	202,458	Market	202,458
CITIGROUP INC GLOB SR NOTES 3.625%	348,884		Market	
BANKAMERICA CORP 3.375%	165,534		Market	
GE CAP CORP GLOBAL 3.125%	472,144		Market	
WELLS FARGO & CO 3.125%	350,581		Market	
GE CAP CORP GLOBAL 3.250%	199,490		Market	
GE CAP CORP GLOBAL 4.125%	200,676		Market	
WALMART STORES INC 4.125%	104,407	103,585	Market	103,585
GE CAP CORP MED TERM 4.875%	202,588		Market	

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BERKSHIRE HATHAWAY FIN CORP 4.200%	$ 202,876	$ 200,194	Market	$ 200,194
GE CAP CORP GLOBAL 3.125%	998,190		Market	
GE CAP CORP GLOBAL 4.250%	100,353		Market	
WELLS FARGO & CO 4.200%	100,310	103,610	Market	103,610
WELLS FARGO & CO 4.625%	376,725	384,596	Market	384,596
WELLS FARGO & CO 4.625%	101,513	100,087	Market	100,087
WELLS FARGO & CO 4.875%	100,004	102,559	Market	102,559
BANK OF AMERICA CORP 7.400%	209,130	211,704	Market	211,704
WALMART STORES INC 4.125%	102,315	104,005	Market	104,005
GE CAP CORP 5.625%	100,594		Market	
TOYOTA MOTORS CREDIT 2.850%	443,329		Market	
TOYOTA MOTORS CREDIT 2.850%	101,699		Market	
AMERICAN ELECTRIC POWER CO INC		69,580	Market	69,580
CONSOLIDATED EDISON INC.		45,430	Market	45,430
MERCK AND CO INC		73,080	Market	73,080
P G & E CORPORATION		89,300	Market	89,300
UNILEVER PLC SPONS ADR NEW		31,900	Market	31,900
VODAFONE GROUP PLC SPONS		46,180	Market	46,180
PIMCO TOTAL RETURN FUND CL A		496,367	Market	496,367
GENERAL ELECTRIC CAP CORP		158,198	Market	158,198
GENERAL ELECTRIC CAP CORP		45,928	Market	45,928
GENERAL ELECTRIC CAP CORP		510,315	Market	510,315
WALMART STORES INC.		502,625	Market	502,625
MICROSOFT CORP		505,355	Market	505,355
JP MORGAN CHASE & CO.		225,666	Market	225,666

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Total	$ 5,783,514	$ 4,519,778		$ 4,519,778

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PICTURE EXPENSES - ON MY HONOR	$ 292	$ 292	$ 292
CONTRACT RIGHTS - TEN COMMANDMENTS	286,838	286,838	286,838
ARTWORK	41,436	41,436	41,436
ACCRUED INTEREST RECEIVABLE		11,138	11,138
ACCRUED INTEREST RECEIVABLE MONEY F		1,008	1,008
ROYALTIES RECEIVABLE		26,594	26,594
Total	$ 328,566	$ 367,306	$ 367,306

Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DUE TO AFFILIATES	$ 11,446	$ 20,556
Total	$ 11,446	$ 20,556

Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	$ 42,165
Total	$ 42,165

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
IT SHOULD BE SUBMITTED IN A NEAT AND REASONABLE FORM

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ORANGE COUNTY	600 TOWN CENTER DRIVE			
COSTA MESA CA 92626	NA	PUBLIC	GENERAL DONATION	1,100
PACIFIC	3900 LENNANE DRIVE #200			
SACRAMENTO CA 95834	NA	PUBLIC	GENERAL DONATION	50,000
AMERICAN	2021 N WESTERN AVE			
LOS ANGELES CA 90027	NA	PUBLIC	GENERAL DONATION	200,000
EISENHOWER	39000 BOB HOPE DRIVE			
RANCHO MIRAGE CA 92270	NA	PUBLIC	GENERAL DONATION	53,000
WORLD	89 SOUTH STREET ST 201			
BOSTON MA 02111	NA	PUBLIC	GENERAL DONATION	100,000
CHAPMAN	ONE UNIVERSITY DRIVE			
ORANGE CA 92866	NA	PUBLIC	GENERAL DONATION	10,000
VISIONARIES	850 SAN CLEMENTE DRIVE			
NEWPORT BEACH CA 92660	NA	PUBLIC	GENERAL DONATION	500
FRIENDS	P O BOX 297			
DEL MAR CA 92014	NA	PUBLIC	GENERAL DONATION	12,500
SAN DIEGUITO	533 LOMAS SANTA FE DRIVE			
SOLANA BEACH CA 92075	NA	PUBLIC	GENERAL DONATION	25,000
UCLA	10920 WILSHIRE BLVE.			
LOS ANGELES CA 90024	NA	PUBLIC	GENERAL DONATION	2,500
LOS ANGELES	707 WILSHIRE BLVD			
LOS ANGELES CA 90017	NA	PUBLIC	GENERAL DONATION	1,750
NATIONAL	870 MARKET ST , 1113			
SAN FRANCISCO CA 94102	NA	PUBLIC	GENERAL DONATION	60,000
NATIONAL	8001 BRADDOCK ROAD			
SPRINGFIELD VA 22160	NA	PUBLIC	GENERAL DONATION	56,000
UCLA	302 E MELNITZ			
LOS ANGELES CA 90038	NA	PUBLIC	GENERAL DONATION	5,000
COLORADO	1600 MAPLE ST			
GOLDEN CO 80401	NA	PUBLIC	GENERAL DONATION	2,329
DEL MAR	P O BOX 2913			
DEL MAR CA 92014	NA	PUBLIC	GENERAL DONATION	2,500
DESERT	75-105 MERLE DRIVE , 300			
PALM DESERT CA 92211	NA	PUBLIC	GENERAL DONATION	6,000
SAN DIEGUITO	P O BOX 89			
DEL MAR CA 92014	NA	PUBLIC	GENERAL DONATION	1,000
DON DIEGO	2260 JIMMY DURANTE BLVD			
DEL MAR CA 92014	NA	PUBLIC	GENERAL DONATION	10,000

Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
NOACK AWARDS	889 W 16TH ST STREET			
NEW PORT BEACH CA 92663	NA	PUBLIC	GENERAL DONATION	700
MOVING PICTURE	375 GREENWICH STREET			
NEW YORK NY 10013	NA	PUBLIC	GENERAL DONATION	10,000
Total				609,879

Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
ENERGY TRANSFER PARTNERS LP		$	15	$ 78	$
ENERGY TRANSFER EQUITY LP			15	4	
PLAINS ALL AMER PIPELINE LP			14	49	
ENERGY TRANSFER PARTNERS LP			14	-2,989	
ENERGY TRANSFER EQUITY LP			14	-1,580	
Total		$ 0		$ -4,438	$ 0

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
PLAINS ALL AMER PIPELINE LP	$ 3		14	
SMITH BARNEY	3,491		14	
BANK OF AMERICA	7		14	
ENERGY TRANSFER PARTNERS LP	14		14	
ENERGY TRANSFER EQUITY LP	1		14	
Total	$ 3,516			

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
SMITH BARNEY	$ 3,372		14	
Total	$ 3,372			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
SMITH BARNEY	$ 235,259		14	
PLAINS ALL AMER PIPELINE LP	9		14	
ENERGY TRANSFER PARTNERS LP	41		14	
ENERGY TRANSFER EQUITY LP	2		14	
Total	$ 235,311			