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

2010

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

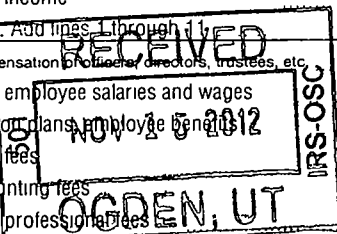
For calendar year 2010, or tax year beginning , and ending

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

Name of foundation THE MARILYN AND JEFFREY KATZENBERG FOUNDATION		A Employer identification number 95-4513461
Number and street (or P O box number if mail is not delivered to street address) 11400 W. OLYMPIC BLVD.	Room/suite 550	B Telephone number (310) 481-3513
City or town, state, and ZIP code LOS ANGELES, CA 90064-1551		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,780,131. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		44,838.	44,838.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-182.			
b Gross sales price for all assets on line 6a		7,207,731.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		44,656.	44,838.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 2		175,052.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		175,052.	0.		0.
25 Contributions, gifts, grants paid		1,104,946.			1,104,946.
26 Total expenses and disbursements. Add lines 24 and 25		1,279,998.	0.		1,104,946.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,235,342.			
b Net investment income (if negative, enter -0-)			44,838.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**THE MARILYN AND JEFFREY KATZENBERG
FOUNDATION**

95-4513461

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		4,212,391.	1,383,883.	1,383,883.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 4		3,740,838.	1,073,560.	1,085,069.
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 5		771,210.	6,371,654.	6,311,179.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		8,724,439.	8,829,097.	8,780,131.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	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		8,724,439.	8,829,097.		
30	Total net assets or fund balances		8,724,439.	8,829,097.		
31	Total liabilities and net assets/fund balances		8,724,439.	8,829,097.		

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	8,724,439.
2	Enter amount from Part I, line 27a	2	-1,235,342.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	1,340,000.
4	Add lines 1, 2, and 3	4	8,829,097.
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	8,829,097.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,207,731.		7,207,913.	-182.

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			
b			
c			
d			
e			-182.

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	-182.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2009	811,482.	8,122,461.	.099906
2008	2,068,135.	10,644,152.	.194298
2007	455,333.	10,680,656.	.042632
2006	2,317,443.	6,215,876.	.372826
2005	2,269,739.	729,853.	3.109858

2 Total of line 1, column (d)	2	3.819520
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	.763904
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,840,689.
5 Multiply line 4 by line 3	5	5,989,534.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	448.
7 Add lines 5 and 6	7	5,989,982.
8 Enter qualifying distributions from Part XII, line 4	8	2,209,892.

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.

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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 ☐ 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐22,078. Refunded ☐**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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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		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 ► <u>N/A</u>				
14	The books are in care of ► <u>BRESLAUER RUTMAN & ANDERSON, LLC</u> Telephone no. ► <u>(310) 481-3513</u> Located at ► <u>11400 W. OLYMPIC BLVD. #550, LOS ANGELES, CA</u> ZIP+4 ► <u>90064-1551</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2010? <input type="checkbox"/> N/A	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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"/> 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. <input type="checkbox"/> _____, _____, _____		
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 2010 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 2010) <input type="checkbox"/> 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 2010?	4b	X

Form 990-PF (2010)

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)? ☐ Yes ☒ No

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

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

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

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.

(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
JEFFREY KATZENBERG 11400 W. OLYMPIC BLVD. LOS ANGELES, CA 900641551	PRESIDENT 1.00	0.	0.	0.
MARILYN KATZENBERG 11400 W. OLYMPIC BLVD. LOS ANGELES, CA 900641551	VICE PRESIDENT, SECRETARY 0.50	0.	0.	0.
DAVID GEFFEN 11400 W. OLYMPIC BLVD. LOS ANGELES, CA 900641551	TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

**THE MARILYN AND JEFFREY KATZENBERG
FOUNDATION**

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	6,753,605.
b Average of monthly cash balances	1b	1,206,485.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,960,090.
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	7,960,090.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,401.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,840,689.
6 Minimum investment return. Enter 5% of line 5	6	392,034.

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	392,034.
2a Tax on investment income for 2010 from Part VI, line 5	2a	897.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	897.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	391,137.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	391,137.
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	391,137.

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	2,209,892.
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	2,209,892.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,209,892.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				391,137.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	2,233,600.			
b From 2006	2,012,086.			
c From 2007				
d From 2008	1,536,869.			
e From 2009	405,976.			
f Total of lines 3a through e	6,188,531.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,209,892.				
a Applied to 2009, 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 2010 distributable amount				391,137.
e Remaining amount distributed out of corpus	1,818,755.			
5 Excess distributions carryover applied to 2010 (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:	8,007,286.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	2,233,600.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,773,686.			
10 Analysis of line 9:				
a Excess from 2006	2,012,086.			
b Excess from 2007				
c Excess from 2008	1,536,869.			
d Excess from 2009	405,976.			
e Excess from 2010	1,818,755.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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(i)(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

1 Information Regarding Foundation Managers:

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

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

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

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

- a** The name, address, and telephone number 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:

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

Total	▶ 3b	0.
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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.		

[illegible]

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 of officer or trustee	11/8/2012 Date	PRESIDENT Title		
Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TAMMY ANDERSON		11/11/2012		
	Firm's name ▶ BRESLAUER RUTMAN & ANDERSON, LLC			Firm's EIN ▶	
	Firm's address ▶ 11400 W. OLYMPIC BLVD. #550 LOS ANGELES, CA 90064-1551			Phone no. (310) 481-3513	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA BANK	21.	0.	21.
MORGAN STANLEY	44,817.	0.	44,817.
TOTAL TO FM 990-PF, PART I, LN 4	44,838.	0.	44,838.

FORM 990-PF	OTHER EXPENSES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	10.	0.		0.
LEGAL FEES	6,742.	0.		0.
OUTSIDE HELP	168,300.	0.		0.
TO FORM 990-PF, PG 1, LN 23	175,052.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	3
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DESCRIPTION	AMOUNT
REIMBURSEMENT FOR LOSSES ON INVESTMENT WITH MADOFF SECURITIES LLC	1,340,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,340,000.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	4
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL OBLIGATIONS		X	1,073,560.	1,085,069.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,073,560.	1,085,069.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,073,560.	1,085,069.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HBK FUND LP	FMV	371,654.	122,253.
THE MASTER PORTFOLIO (C) LTD	FMV	6,000,000.	6,188,926.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,371,654.	6,311,179.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	6
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NAME OF MANAGER

JEFFREY KATZENBERG
MARILYN KATZENBERG

THE MARILYN AND JEFFREY KATZENBERG FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
12/31/10

Organization	Address	City	State	Zip	Relationship	Status	Purpose	Amount
826LA	1714 W Sunset Blvd	Los Angeles	CA	90026	None	501(c)(3)	Educational	10,000.00
AIDS Project Los Angeles	3550 Wilshire Blvd	Los Angeles	CA	90010	None	501(c)(3)	Medical	15,000.00
AIDS Project Los Angeles	3550 Wilshire Blvd	Los Angeles	CA	90010	None	501(c)(3)	Medical	25,000.00
Alliance for Children's Rights	3333 Wilshire Boulevard	Los Angeles	CA	90010	None	501(c)(3)	Children Rights	3,500.00
Alliance for Climate Protection	901 E Street NW	Washington	DC	20004	None	501(c)(3)	Environmental	5,000.00
Alzheimer's Association of Los Angeles	5900 Wilshire Blvd	Los Angeles	CA	90038	None	501(c)(3)	Medical	8,457.00
Alzheimer's Association of Northern California	1060 La Avenida Street	Mountain View	CA	94043	None	501(c)(3)	Medical	1,270.00
American Cancer Society	500 North Victory Boulevard	Burbank	CA	91502	None	501(c)(3)	Medical	3,795.00
American Film Institute	2021 North Western Ave	Los Angeles	CA	90027	None	501(c)(3)	Educational	13,333.00
American Friends of the Musee D'Orsay	5666 La Jolla Blvd #151	La Jolla	CA	92037	None	501(c)(3)	Educational	10,000.00
American Museum of the Moving Image	35 Avenue at 36 Street	Astoria	NY	11106	None	501(c)(3)	Educational	7,500.00
American Society for Yad Vashem	500 Fifth Avenue	New York	NY	10110-4299	None	501(c)(3)	Holocaust	8,333.00
Amni Davaa World Health Corp	6322 De Longpre Ave	Los Angeles	CA	90028	None	501(c)(3)	Educational	25,000.00
Angels at Risk	115 Barrington Walk	Los Angeles	CA	90049	None	501(c)(3)	Children Rights	10,000.00
Art of Elysium, The	3278 Wilshire Boulevard	Los Angeles	CA	90010	None	501(c)(3)	Children Rights	25,000.00
Art of Elysium, The	3278 Wilshire Boulevard	Los Angeles	CA	90010	None	501(c)(3)	Children Rights	25,000.00
Artists for Peace and Justice	206 S. Brand Blvd	Glendale	CA	91204	None	501(c)(3)	Educational	5,000.00
ASPCA	520 8th Avenue	New York	NY	10018	None	501(c)(3)	Educational	4,485.00
Ballroom Madness	149 S. Barrington Avenue	Los Angeles	CA	90049	None	501(c)(3)	Children Rights	1,295.00
Beverly Hills Firemen's Association	c/o FTA	Beverly Hills	CA	90210	None	501(c)(3)	Educational	1,250.00
Beverly Hills Police Officers Association	464 N Rexford Drive	Beverly Hills	CA	90210	None	501(c)(3)	Educational	1,400.00
Big Brothers Big Sisters of the Bay Area	731 Market Street, 6th Floor	San Francisco	CA	94103	None	501(c)(3)	Children Rights	1,335.00
Cedars Sinai Medical Center	8700 Beverly Boulevard	Los Angeles	CA	90048-1865	None	501(c)(3)	Medical	25,000.00
Child Rescue Association of North America	2467 Simpson Avenue	Salt Lake City	UT	84109	None	501(c)(3)	Children Rights	2,500.00
Children of the Night	14530 Sylvan Street	Van Nuys	CA	91411	None	501(c)(3)	Children Rights	4,823.33
Children's Defense Fund California	1605 W Olympic Blvd, Suite 1033	Los Angeles	CA	90015	None	501(c)(3)	Children Rights	10,000.00
CIA Officers Memorial Foundation	c/o Arnold & Porter, LLP	Washington	DC	20004	None	501(c)(3)	Educational	25,000.00
Coalition for Pets & Public Safety	555 12th Street NW	West Hollywood	CA	90069	None	501(c)(3)	Educational	1,000.00
Conservation International	8581 Santa Monica Blvd #511	Arlington	VA	22202	None	501(c)(3)	Environmental	25,000.00
Debbie Allen Dance Academy	2011 Crystal Drive, Suite 500	Los Angeles	CA	90008	None	501(c)(3)	Educational	1,000.00
Doctors Without Borders	3791 Santa Rosalia Drive	New York	NY	10001	None	501(c)(3)	Medical	10,000.00
Elizabeth Glaser Pediatric AIDS Foundation	333 7th Avenue	Los Angeles	CA	90025	None	501(c)(3)	Medical	25,000.00
Elton John AIDS Foundation	11150 Santa Monica Blvd	New York	NY	10012	None	501(c)(3)	Medical	50,000.00
Elton John AIDS Foundation	584 Broadway	New York	NY	10012	None	501(c)(3)	Medical	5,000.00
Foundation Rwanda	584 Broadway	New York	NY	10012	None	501(c)(3)	Educational	25,000.00
Friends of the Israel Defense Forces	241 Avenue of the Americas	Marmar del Ray	CA	90292	None	501(c)(3)	Educational	50,000.00
Friends of the Saban Free Clinic	4640 Admiralty Way	Los Angeles	CA	90048	None	501(c)(3)	Educational	25,000.00
Fulfillment Fund	8405 Beverly Boulevard	Los Angeles	CA	90024	None	501(c)(3)	Educational	25,000.00
Geffen Playhouse, Inc	6100 Wilshire Boulevard, Ste 600	Los Angeles	CA	90048	None	501(c)(3)	Educational	15,000.00
Global Creative Forum	10886 Le Conte Avenue	New York	NY	10036	None	501(c)(3)	Educational	1,800.00
Hamburger Home	29 West 46th Street	Los Angeles	CA	90046	None	501(c)(3)	Educational	10,000.00
Harvard-Westlake Annual Giving	7120 Franklin Avenue	Los Angeles	CA	90077	None	501(c)(3)	Educational	1,000.00
Hollywood Charity Horse Show, The	700 North Farring Road	Beverly Hills	CA	90211	None	501(c)(3)	Educational	10,000.00
Howard University	8363 Wilshire Boulevard	Washington	DC	20059	None	501(c)(3)	Educational	1,000.00
Human Rights Watch	College of Arts & Sciences	New York	NY	10017-6104	None	501(c)(3)	Civil Liberties	25,000.00
	350 Fifth Ave	New York	NY	10017-6104	None	501(c)(3)	Civil Liberties	25,000.00

THE MARILYN AND JEFFREY KATZENBERG FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
12/31/10

Organization	Address	City	State	Zip	Relationship	Status	Purpose	Amount
Inner-City Arts	720 Kohler Street	Los Angeles	CA	90021	None	501(c)(3)	Educational	2,721 00
Joyful Heart Foundation	826 Broadway, 4th Floor	New York	NY	10003	None	501(c)(3)	Medical	10,000 00
LA's Best	200 North Spring Street	Los Angeles	CA	90012	None	501(c)(3)	Educational	14,951 33
Latino International Film Institute	P O. Box 149	Hollywood	CA	90078	None	501(c)(3)	Educational	5,000 00
Los Angeles Conservancy	523 West Sixth Street	Los Angeles	CA	90014	None	501(c)(3)	Educational	25,000 00
Los Angeles Regional Food Bank	1734 East 41st Street	Los Angeles	CA	90058	None	501(c)(3)	Homeless/Hunger	9,803 33
Marine Mammal Center	2000 Bunker Road	Sausalito	CA	94965	None	501(c)(3)	Educational	620 00
Massachusetts Eye and Ear Infirmary, Inc	243 Charles Street	Boston	MA	02114-3096	None	501(c)(3)	Medical	10,000 00
Michael J. Fox Foundation for Parkinson's Research	Church Street Station	New York	NY	10008	None	501(c)(3)	Medical	25,000 00
MLA Partner Schools	1035 South Grand Avenue, 2nd Floor	Los Angeles	CA	90015	None	501(c)(3)	Educational	25,000 00
New York Restoration Project	254 W 31st Street	New York	NY	10001	None	501(c)(3)	Educational	6,500 00
Oceana	1350 Connecticut Ave, NW	Washington	DC	20036	None	501(c)(3)	OTHER/Environment	10,000 00
Operation Smile	6435 Tidewater Drive	Norfolk	VA	23509	None	501(c)(3)	HEALTH	25,000 00
P A W S. (Performing Animal Welfare Society)	11435 Summerhorn Road	Galt	CA	95632	None	501(c)(3)	Educational	695 00
Parents, Families and Friends of Lesbians and Gays	1828 L Street, NW, Suite 660	Washington	DC	20036	None	501(c)(3)	Civil Liberties	1,000 00
Project Angel Food	922 Vine Street	Los Angeles	CA	90038	None	501(c)(3)	Homeless/Hunger	5,000 00
RAND Corporation	1776 Main Street	Santa Monica	CA	90407	None	501(c)(3)	Educational	5,000 00
Rape Foundation	1223 Wilshire Blvd	Santa Monica	CA	90403	None	501(c)(3)	Medical	8,334 00
Ronald McDonald House of San Francisco, Inc	1640 Scott Street	San Francisco	CA	94115	None	501(c)(3)	Educational	2,015 00
San Gabriel Valley Habitat for Humanity	400 S Irwindale Avenue	Azusa	CA	91702	None	501(c)(3)	Homeless/Hunger	3,803 33
Save the Children	54 Wilton Road	Westport	CT	06881	None	501(c)(3)	Civil Liberties	85,906 41
Second Harvest Food Bank	1238 W 1st Street	San Jose	CA	95125	None	501(c)(3)	Homeless/Hunger	3,170 00
Shakespeare Festival/LA	1399 South Roxbury Drive	Los Angeles	CA	90026	None	501(c)(3)	Educational	25,000 00
Simon Wiesenthal Center	1301 Pennsylvania Ave. NW	Washington	DC	90035	None	501(c)(3)	Educational	25,000 00
Sister Cities International	Suite 850	Washington	DC	20004	None	501(c)(3)	Educational	10,000 00
St Jude Children's Research Hospital	501 St Jude Place	Memphis	TN	38105	None	501(c)(3)	Medical	13,097 00
Taking the Reins	3919 1/2 Rigali Avenue	Los Angeles	CA	90039	None	501(c)(3)	Educational	2,500 00
Teach for America	806 South Olive Street	Los Angeles	CA	90014	None	501(c)(3)	Educational	10,000 00
Temple Emanuel	8944 Burton Way	Beverly Hills	CA	90211	None	501(c)(3)	Educational	11,000 00
Tower Cancer Research Foundation	9090 Wilshire Boulevard	Beverly Hills	CA	90210	None	501(c)(3)	Medical	10,000 00
U S Sherdan College Foundation Inc., The	One M&T Plaza	Buffalo	NY	14203	None	501(c)(3)	Educational	12,500 00
UCLA Jonsson Cancer Center Foundation	8-960 Factor Building	Los Angeles	CA	90095	None	501(c)(3)	Medical	10,000 00
United Friends of the Children	1055 Wilshire Boulevard	Los Angeles	CA	90017	None	501(c)(3)	Educational	25,000 00
United States Fund for UNICEF	125 Maiden Lane	New York	NY	10016	None	501(c)(3)	Civil Liberties	3,520 00
Urban Assembly Academy of Arts & Letters	225 Adelphi Street, Room 304	Brooklyn	NY	11205	None	501(c)(3)	Educational	5,000 00
USC School of Theatre	1014 Childs Way	Los Angeles	CA	90089	None	501(c)(3)	Educational	10,000 00
USC Shoah Foundation Institute	Leavey Library, USC	Los Angeles	CA	90089	None	501(c)(3)	Educational	50,000 00
Volunteers of America	3600 Wilshire Blvd, Room 1500	Los Angeles	CA	90010	None	501(c)(3)	Educational	500 00
weSPARK Cancer Support Center	13520 Ventura Boulevard	Sherman Oaks	CA	91423	None	501(c)(3)	Medical	5,000 00
Women's Cancer Research Fund	c/o Entertainment Industry Foundation	Los Angeles	CA	90017	None	501(c)(3)	Medical	25,000 00
World Wildlife Fund Inc	1250 24th Street	Washington	DC	20037	None	501(c)(3)	Educational	3,209 00

1,104,945.73



THE MARILYN AND JEFFREY KATZENBERG FOUNDATION

TAX YEAR 12/31/2010 (AMENDED)

FEIN: 95-4513461

THE FOUNDATION IS FILING AN AMENDED RETURN TO INCLUDE
FORM 926 WHICH WAS INADVERTENTLY OMITTED FROM THE
RETURN AS ORIGINALLY FILED.

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	US TREASURY BILL	P	09/02/10	10/14/10
b	BAY AREA TOLL AUTH	P	04/21/09	11/18/10
c	GAINESVILLE & HALL CNTY	P	03/27/09	11/18/10
d	HARRIS CNTY TEX HEALTH	P	04/21/09	01/18/10
e	SACRAMENTO CA CITY FING	P	05/15/09	11/18/10
f	ST LOUIS MO ARPT REV	P	05/20/09	11/18/10
g	US TREASURY BILL	P	09/02/10	11/22/10
h				
i				
j				
k				
l				
m				
n				
o				

(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	199,960.		199,965.	-5.
b	202,882.		203,166.	-284.
c	281,003.		280,744.	259.
d	238,804.		238,899.	-95.
e	204,190.		204,319.	-129.
f	251,017.		251,030.	-13.
g	5,829,875.		5,829,790.	85.
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-5.
b			-284.
c			259.
d			-95.
e			-129.
f			-13.
g			85.
h			
i			
j			
k			
l			
m			
n			
o			

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	-182.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A