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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: CECIL B. DE MILLE FOUNDATION

A Employer identification number: 95-4268286

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

B Telephone number (see instructions): 818-566-1801

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

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 11,470,227

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	74,477	74,477	74,477	
	4	Dividends and interest from securities	4,433	3,494	4,433	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-34,280			
	b	Gross sales price for all assets on line 6a 1,376,885				
	7	Capital gain net income (from Part IV, line 2)		0		
	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	959,372	959,372	959,372	
	12	Total. Add lines 1 through 11	1,004,002	1,037,343	1,038,282	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 3	1,506	738	768	768
	b	Accounting fees (attach schedule) Stmt 4	13,967	6,842	7,125	7,125
	c	Other professional fees (attach schedule) Stmt 5	44,300	21,707	22,593	22,593
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 6	9,271			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 7	36,463	17,860	18,603	18,603
	24	**Total operating and administrative expenses.** Add lines 13 through 23	105,507	47,147	49,089	49,089
	25	Contributions, gifts, grants paid	818,974			818,974
	26	**Total expenses and disbursements.** Add lines 24 and 25	924,481	47,147	49,089	868,063
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	79,521			
	b	**Net investment income** (if negative, enter -0-)		990,196		
	c	**Adjusted net income** (if negative, enter -0-)			989,193	

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For Paperwork Reduction Act Notice, see 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	
2	Savings and temporary cash investments	7,653,814	9,127,184	9,127,184
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule) Stmt 8	158,720		
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule) See Stmt 9	3,228,500	2,013,057	2,013,057
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 10)	332,331	329,986	329,986
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,373,365	11,470,229	11,470,227
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 11)	39,302	40,423	
23	**Total liabilities** (add lines 17 through 22)	39,302	40,423	
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	11,334,063	11,429,806	
30	**Total net assets or fund balances** (see instructions)	11,334,063	11,429,806	
31	**Total liabilities and net assets/fund balances** (see instructions)	11,373,365	11,470,229	

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	11,334,063
2	Enter amount from Part I, line 27a	2	79,521
3	Other increases not included in line 2 (itemize) ▶ See Statement 12	3	21,733
4	Add lines 1, 2, and 3	4	11,435,317
5	Decreases not included in line 2 (itemize) ▶ See Statement 13	5	5,511
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,429,806

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	N/A			
b				
c				
d				
e				

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

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

	(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				

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	648,217	10,330,161	0.062750
2009	650,786	10,499,625	0.061982
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

2 **Total** of line 1, column (d)	2	0.324004
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	0.064801
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,327,492
5 Multiply line 4 by line 3	5	669,232
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,902
7 Add lines 5 and 6	7	679,134
8 Enter qualifying distributions from Part XII, line 4	8	868,063

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	9,902
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	9,902
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	9,902
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 11,590		
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	11,590
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	1,688
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,688 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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 2011 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 2011.)	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 2011?		4b		X

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 instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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 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 1.00	0	0	0
JAYNE PASCO BURBANK 223 W. ALAMEDA CA 91502	FDN MGR 1.00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	2,128,193
b	Average of monthly cash balances	1b	8,026,584
c	Fair market value of all other assets (see instructions)	1c	329,986
d	**Total** (add lines 1a, b, and c)	1d	10,484,763
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	10,484,763
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	157,271
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,327,492
6	**Minimum investment return.** Enter 5% of line 5	6	516,375

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	516,375
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,902		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,902
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	506,473
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	506,473
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	506,473

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	868,063
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	868,063
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,902
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	858,161

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					506,473
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only					
b Total for prior years: 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2011:					
a From 2006	37,384				
b From 2007	508,415				
c From 2008	129,535				
d From 2009	134,735				
e From 2010	156,077				
f **Total** of lines 3a through e		966,146			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 868,063					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					506,473
e Remaining amount distributed out of corpus		361,590			
5 Excess distributions carryover applied to 2011 (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		1,327,736			
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 instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		37,384			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,290,352			
10 Analysis of line 9:					
a Excess from 2007	508,415				
b Excess from 2008	129,535				
c Excess from 2009	134,735				
d Excess from 2010	156,077				
e Excess from 2011	361,590				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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 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

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				818,974
Total			▶ 3a	818,974
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 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	74,477	
4 Dividends and interest from securities			14	3,494	939
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	959,372	
8 Gain or (loss) from sales of assets other than inventory					-34,280
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		1,037,343	-33,341

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,004,002

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

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

Cecilia deMille Presley — Signature of officer or trustee | 3-30-12 — Date | Trustee Secretary — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
LUISITO C. LIM		03/26/12	
Firm's name ▶ Kaplan, Lim, Brignoni and Ceniza CPA'S		PTIN	P00362418
Firm's address ▶ 3325 WILSHIRE BOULEVARD SUITE 1345 LOS ANGELES, CA 90010-1729		Firm's EIN ▶ 95-4248778 Phone no 213-388-0400	

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Federal Statements

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

Whom Sold (Description)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
BANK OF AMERICA	10/28/08	1/18/11	Purchase	$ 200,000	$ 200,056	$	$	$ -56
BLACKROCK CALIFORNIA MUNI INCOME TR	6/08/09	1/31/11	Purchase	35,837	35,486			351
BLACKROCK CALIFORNIA MUNI INCOME TR	6/08/09	1/31/11	Purchase	3,650	3,671			-21
BLACKROCK CALIFORNIA MUNI INCOME TR	6/08/09	1/31/11	Purchase	22,284	22,026			258
BLACKROCK CALIFORNIA MUNI INCOME TR	5/25/10	1/31/11	Purchase	38,129	41,596			-3,467
BLACKROCK CALIFORNIA MUNI INCOME TR	5/25/10	1/31/11	Purchase	1,486	1,625			-139
BLACKROCK CALIFORNIA MUNI INCOME TR	5/25/10	1/31/11	Purchase	51,920	56,882			-4,962
PIMCO TOTAL RETURN FUND	12/07/09	1/31/11	Purchase	488,959	500,000			-11,041
PIMCO TOTAL RETURN FUND	5/25/10	1/31/11	Purchase	290,468	300,000			-9,532
PIMCO TOTAL RETURN FUND	Various	1/31/11	Purchase	4,987	5,053			-66
PIMCO TOTAL RETURN FUND	Various	1/31/11	Purchase	39,165	39,357			-192
WAL MART STORES INC	5/30/08	2/15/11	Purchase	100,000	102,280			-2,280
WELLS FARGO CO	6/04/08	1/12/11	Purchase	100,000	103,133			-3,133
Total				$ 1,376,885	$ 1,411,165	$ 0	$ 0	$ -34,280

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PICTURE EARNINGS	$ 959,372	$ 959,372	$ 959,372
Total	$ 959,372	$ 959,372	$ 959,372

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LAVELY AND SINGER	$ 675	$ 331	$ 344	$ 344
JOLLEY, URGA, WIRTH, WDBY	325	159	166	166
FREEMAN, FREEMAN, SMILEY	506	248	258	258
Total	$ 1,506	$ 738	$ 768	$ 768

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
KAPLAN, LIM, BRIGNONI & CENIZA	$ 3,325	$ 1,629	$ 1,696	$ 1,696
TURNER, WARREN, HWANG, & CONRAD	5,788	2,835	2,953	2,953
AOP	700	343	357	357
HACKER, DOUGLAS & CO LLP	4,154	2,035	2,119	2,119
Total	$ 13,967	$ 6,842	$ 7,125	$ 7,125

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ENTERTAINMENT MANAGEMENT, INC.	$ 44,300	$ 21,707	$ 22,593	$ 22,593
Total	$ 44,300	$ 21,707	$ 22,593	$ 22,593

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FRANCHISE TAX BOARD	$ 10	$	$	$
ATTORNEY GENERAL	150			
INTERNAL REVENUE SERVICES	9,111			
Total	$ 9,271	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MPA PAYROLL EXPENSE CHARGE	7,795	3,818	3,977	3,977
TELEPHONE	540	264	276	276
POSTAGE & DELIVERY	407	199	208	208
OFFICE SUPPLIES & EXPENSE	134	66	68	68
STORAGE	20,988	10,280	10,708	10,708
BANK CHARGES	126	62	64	64
COMPUTER EXPENSES	263	129	134	134
DUES & SUBSCRIPTIONS	598	293	305	305
INSURANCE	3,532	1,730	1,802	1,802
PAYROLL TAXES	750	367	383	383
RESEARCH	330	162	168	168
PROMOTIONAL EXPENSES	1,000	490	510	510
Total	$ 36,463	$ 17,860	$ 18,603	$ 18,603

Federal Statements

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
BLACKROCK CALIFORNIA MUNI INC TR	$ 64,000	$	Market	$
BLACKROCK CALIFORNIA MUNI INC TR	39,424		Market	
BLACKROCK CALIFORNIA MUNI INC TR	55,296		Market	
Total	$ 158,720	$ 0		$ 0

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CITIGROUP INC.	$	$ 10,524	Market	$ 10,524
GENERAL ELECTRIC CAP CORP	46,620	45,743	Market	45,743
WELLS FARGO & CO 4.200%	100,075		Market	
WALMART STORES INC 4.125%	100,424		Market	
GENERAL ELECTRIC CAP CORP	160,580	157,560	Market	157,560
BANK OF AMERICA CORP 7.400%	200,328		Market	
JP MORGAN CHASE & CO.	232,850	233,280	Market	233,280
GENERAL ELECTRIC CAP CORP	516,000	508,260	Market	508,260
WALMART STORES INC.	519,685	526,555	Market	526,555
MICROSOFT CORP	520,490	531,135	Market	531,135
PIMCO TOTAL RETURN FUND CL A	831,448		Market	
Total	$ 3,228,500	$ 2,013,057		$ 2,013,057

Statement 10 - 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	42,856	42,856	42,856
ACCRUED INTEREST RECEIVABLE MONEY F	2,345		
Total	$ 332,331	$ 329,986	$ 329,986

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DUE TO AFFILIATES	$ 39,302	$ 40,423
Total	$ 39,302	$ 40,423

Statement 12 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON INVESTMENTS 2011	$ 21,733
Total	$ 21,733

Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED GAIN/(LOSS) ON INVESTMENTS 2010	$ 5,511
Total	$ 5,511

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	Relationship	Address / Status	Purpose	Amount
ORANGE COUNTY PERFORMING COSTA MESA CA 92626	NA	600 TOWN CENTER DRIVE PUBLIC	GENERAL DONATION	100
LOS ANGELES CHAMBER ORCH LOS ANGELES CA 90017	NA	707 WILSHIRE BLVD PUBLIC	GENERAL DONATION	1,000
NATIONAL FILM PRESER FDN SAN FRANCISCO CA 94102	NA	870 MARKET ST , 1113 PUBLIC	GENERAL DONATION	15,000
DEL MAR FOUNDATION DEL MAR CA 92014	NA	P O BOX 2913 PUBLIC	GENERAL DONATION	2,500
HOOFS & WOOFS ANIMAL VALLEY CENTER CA 92082	NA	P O BOX 1938 PUBLIC	GENERAL DONATION	140,000
INTERNATIONAL DOCUMENTARY LOS ANGELES CA 90017	NA	1201 W 5TH ST., STE M270 PUBLIC	GENERAL DONATION	20,000
HOLLYWOOD HERITAGE LOS ANGELES CA 90078	NA	P.O. BOX 2586 PUBLIC	GENERAL DONATION	43,400
USO RICHMOND VA 23218	NA	P.O. BOX 1163 PUBLIC	GENERAL DONATION	500
CSU FULLERTON COLLEGE FULLERTON CA 92834	NA	P.O. BOX 34080 PUBLIC	GENERAL DONATION	4,669
HARMONY RECOVERY FOUNDATION LA QUINTA CA 92253	NA	79175 CAMINO ROSADA PUBLIC	GENERAL DONATION	10,000
USC FILM SCHOOL LOS ANGELES CA 90089	NA	UNIVERSITY PARK PUBLIC	GENERAL DONATION	300,000
SAN DIEGUITO BOYS AND GIRLS SOLANA BEACH CA 92075	NA	533 LOMAS SANTA FE DR PUBLIC	GENERAL DONATION	11,500
SOLANA BEACH FOUNDATION FOR LEARNIN SOLANA BEACH CA 92075	NA	309 NO RIOS AVE. PUBLIC	GENERAL DONATION	2,000
UCLA FOUNDATION LOS ANGELES CA 90024	NA	10920 WILSHIRE BLVD. 1400 PUBLIC	GENERAL DONATION	2,500
THE LIVING DESERT PALM DESERT CA 92260	NA	47900 PORTOLA AVENUE PUBLIC	GENERAL DONATION	5,000
PICKFORD INSTITUTE MURIETTA CA 92562	NA	40730 CALLE BANDIDO RANCH PUBLIC	GENERAL DONATION	50,000
CHAPMAN UNIVERSITY ORANGE CA 92866	NA	1 UNIVERSITY DRIVE PUBLIC	GENERAL DONATION	15,000
ADOPTION GUILD CORONA DEL MAR CA 92625	NA	P O BOX 95 PUBLIC	GENERAL DONATION	250
JACOBS PILLOW BECKET MA 01223	NA	358 GEORGE CALTER ROAD PUBLIC	GENERAL DONATION	5,000

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

Name / Address	Address / Relationship	Status	Purpose	Amount
EL PASO COMMUNITY FOUNDATION EL PASO TX 79943	123 W MILLS NA	PUBLIC	GENERAL DONATION	20,000
FRIENDS OF THE POWERHOUSE DELMAR CA 92014	P. O. BOX 297 NA	PUBLIC	GENERAL DONATION	55,000
BACK BAY THERAPEUTIC RIDING CLUB NEWPORT BEACH CA 92660	20262 SW CYPRESS ST NA	PUBLIC	GENERAL DONATION	300
RED BUCKET EQUINE RESCUE HUNTINGTON BEACH CA 92648	18381 GOLDENWEST ST NA	PUBLIC	GENERAL DONATIION	100,000
SMILE TRAIN NEW YORK NY 10010	41 MADISON AVE., 28TH FL NA	PUBLIC	GENERAL DONATION	500
HUMANE SOCIETY OF THE UNITED STATES NW WASHINGTON DC 20037	2100 L STREET NA	PUBLIC	GENERAL DONATION	3,000
FRIEND OF SAN DIEGO DEL MAR CA 92014	2260 JIMMY DURANTE BLVD. NA	PUBLIC	GENERAL DONATION	1,000
DIRECTORS GUILD OF AMERICA LOS ANGELES CA 90046	7920 SUNSET BLVD. NA	PUBLIC	GENERAL DONATION	2,500
MINUTE MAN PROJECT LAGUNA HILLS CA 92654	P. O. BOX 3944 NA	PUBLIC	GENERAL DONATION	1,000
ASSISTANCE LEAGUE OF SOUTHERN CA HOLLYWOOD CA 90028	1370 N ST ANDREWS PL NA	PUBLIC	GENERAL DONATION	600
ORANGE COUNTY MUSEUM NEW PORT BEACH CA 92660	850 SAN CLEMENTE DR NA	PUBLIC	GENERAL DONATION	500
BIG CANYON COUNTY COM FDN NEWPORT BEACH CA 92660	4041 MCARTHUR BLVD #510 NA	PUBLIC	GENERAL DONATION	1,000
YOUTH TENNIS SAN DIEGO SAN DIEGO CA 92107	4490 W POINT LOMA BLVD NA	PUBLIC	GENERAL DONATION	5,000
KOCE-TV FOUNDATION SANTA ANA CA 92799	P. O. BOX 25113 NA	PUBLIC	GENERAL DONATION	155
Total				818,974

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
SMITH BARNEY	$ 74,475		14		
BANK OF AMERICA	2		14		
Total	$ 74,477				

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni ($ or %)
SMITH BARNEY-BLACKROCK CA MUN	$ 939				
Total	$ 939				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
SMITH BARNEY	$ 3,494		14		
Total	$ 3,494				