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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,160,839.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received	193,478.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,040.	3.		STATEMENT 1
	4 Dividends and interest from securities	19.	19.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,581,847.			
	b Gross sales price for all assets on line 6a	5,818,750.			
	7 Capital gain net income (from Part IV, line 2)		4,581,847.		
	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	4,787,384.	4,581,869.			
Operating and Administrative Expenses	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	95,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	172,539.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	267,539.	0.		0.
	25 Contributions, gifts, grants paid	910,688.			910,688.
26 Total expenses and disbursements. Add lines 24 and 25	1,178,227.	0.		910,688.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,609,157.				
b Net investment income (if negative, enter -0-)		4,581,869.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	1,383,883.	575,492.	575,492.
	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		1,375.	1,375.
	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	1,073,560.		
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	6,371,654.	12,340,152.	12,583,972.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	8,829,097.	12,917,019.	13,160,839.
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			
	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	8,829,097.	12,917,019.	
	30 Total net assets or fund balances	8,829,097.	12,917,019.	
	31 Total liabilities and net assets/fund balances	8,829,097.	12,917,019.	

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	8,829,097.
2 Enter amount from Part I, line 27a	2	3,609,157.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	478,765.
4 Add lines 1, 2, and 3	4	12,917,019.
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	12,917,019.

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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 5,818,750.		1,236,903.	4,581,847.

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			4,581,847.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,581,847.
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))
2010	2,209,892.	7,840,689.	.281849
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

2 Total of line 1, column (d)	2	.991511
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	.198302
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,765,188.
5 Multiply line 4 by line 3	5	2,333,060.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,819.
7 Add lines 5 and 6	7	2,378,879.
8 Enter qualifying distributions from Part XII, line 4	8	910,688.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	91,637.
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	91,637.
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	91,637.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	117,078.	
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	117,078.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,441.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 25,441. Refunded <input type="checkbox"/>	11	0.	

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?		Yes	No
1b 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.			X
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	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) <input type="checkbox"/> CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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	

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► BRESLAUER RUTMAN & ANDERSON, LLC Telephone no. ► (310) 481-3513 Located at ► 11400 W. OLYMPIC BLVD. #550, LOS ANGELES, CA ZIP+4 ► 90064-1551			
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	<input type="checkbox"/>	15	N/A
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	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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. ► _____, _____, _____			
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 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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)?

 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?

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

5b

X

6b

X

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.

(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

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Part VIII

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

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

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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**THE MARILYN AND JEFFREY KATZENBERG
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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	11,595,121.
b	Average of monthly cash balances	1b	349,232.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,944,353.
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	11,944,353.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,765,188.
6	Minimum investment return. Enter 5% of line 5	6	588,259.

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	588,259.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	91,637.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	91,637.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	496,622.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	496,622.
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	496,622.

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	910,688.
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	910,688.
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	910,688.

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				496,622.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,012,086.			
b From 2007				
c From 2008	1,536,869.			
d From 2009	405,976.			
e From 2010	1,818,755.			
f Total of lines 3a through e	5,773,686.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	910,688.			
a Applied to 2010, 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 2011 distributable amount				496,622.
e Remaining amount distributed out of corpus	414,066.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,187,752.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,012,086.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,175,666.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	1,536,869.			
c Excess from 2009	405,976.			
d Excess from 2010	1,818,755.			
e Excess from 2011	414,066.			

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.

NONE

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

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

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

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

- c Any submission deadlines:**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT A ATTACHED				910,688.
Total			► 3a	910,688.
b Approved for future payment				
EMMANUEL CENTER, INC 8844 BURTON WAY BEVERLY HILLS, CA 90211		501(C)(3)	RELIGIOUS	80,000.
Total			► 3b	80,000.

Part XVII

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

- | | | Yes |
|----------|--|--------------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 11/8/2012

► PRESIDENT
Title

May the IRS discuss this return with the preparer

shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

TAMMY ANDERSON

Firm's name **BRESLAUER RUTMAN & ANDERSON, LLC**

Firm's address ► 11400 W. OLYMPIC BLVD. #550
LOS ANGELES, CA 90064-1551

P00181098

Firm's EIN ► 95-4621450

Phone no. (310) 481-3513

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE MARILYN AND JEFFREY KATZENBERG
FOUNDATION

Employer identification number

95-4513461

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) *exempt private foundation*☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE MARILYN AND JEFFREY KATZENBERG
FOUNDATION

Employer identification number

95-4513461

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEVEN SPIELBERG 11400 W. OLYMPIC BLVD., STE. 550 LOS ANGELES, CA 90064	\$ 193,478.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

95-4513461

[illegible]

Name of organization

THE MARILYN AND JEFFREY KATZENBERG
FOUNDATION

Employer identification number

95-4513461

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY	3.
MORGAN STANLEY - MUNICIPAL BOND INTEREST	12,037.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12,040.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA BANK	8.	0.	8.
MORGAN STANLEY	11.	0.	11.
TOTAL TO FM 990-PF, PART I, LN 4	19.	0.	19.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	95,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	95,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	35.	0.		0.
LEGAL FEES	4,204.	0.		0.
OUTSIDE HELP	168,300.	0.		0.
TO FORM 990-PF, PG 1, LN 23	172,539.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
REIMBURSEMENT FOR LOSSES ON INVESTMENT WITH MADOFF SECURITIES LLC	437,190.
PARTNERSHIP INCOME	41,575.
TOTAL TO FORM 990-PF, PART III, LINE 3	478,765.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HBK FUND LP	FMV	298,577.	58,068.
THE MASTER PORTFOLIO (C) LTD	FMV	10,000,000.	10,518,279.
PALOMA INTERNATIONAL	FMV	750,000.	715,721.
SEMPER VIC PARTNERS L.P.	FMV	791,575.	791,575.
NZC GUGGENHEIM FUND LIMITED	FMV	500,000.	500,329.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,340,152.	12,583,972.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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NAME OF CONTRIBUTOR	ADDRESS
STEVEN SPIELBERG	11400 W. OLYMPIC BLVD., STE 550 LOS ANGELES, CA 90064

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER
JEFFREY KATZENBERG
MARILYN KATZENBERG

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 9

CASH

(A)
DATE OF
TRANSFER(C)
FAIR MARKET VALUE
ON DATE OF TRANSFER02/01/2011
03/31/2011500,000.
250,000.
750,000.

THE MARILYN AND JEFFREY KATZENBERG FOUNDATION
FORM 990PF
12/31/2011
PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient

Organization	Address1	Address2	City	ST	Zip	Status	Purpose	Amount
1 AIDS Project Los Angeles	611 South Kingsley Drive		Los Angeles	CA	90005	501(G)(3)	Medical Research	40,000
2 Alzheimer's Association	225 North Michigan Avenue, 17th Floor		Chicago	IL	60501	501(G)(3)	Medical Research	12,500
3 American Cinematheque	6712 Hollywood Boulevard		Los Angeles	CA	90028	501(G)(3)	Educational	6,667
4 American Foundation for Equal Rights	1010 Wilshire Boulevard	Suite 1215	Los Angeles	CA	90017	501(G)(3)	Civil Liberties/Humanitarian	25,000
5 American Friends of the Musee D'Orsay	5666 La Jolla Blvd #151		La Jolla	CA	92037	501(G)(3)	Arts	10,000
6 American Jewish Committee	Jacob Blaustein Building	165 East 56 Street	New York	NY	10022	501(G)(3)	Educational	25,000
7 American Museum of the Moving Image	35 Avenue at 36 Street		Astoria	NY	11106	501(G)(3)	Arts	5,000
8 American Theatre Wing	570 Seventh Avenue	Suite 501	New York	NY	10018	501(G)(3)	Arts	8,333
9 AmFAR The Foundation for AIDS Research (AmFAR)	120 Wall Street, 13th floor		New York	NY	10005	501(G)(3)	Aids Research	10,000
10 Angels at Risk	115 Barrington Walk		Los Angeles	CA	90049	501(G)(3)	Support for the Poor	10,000
11 Anti-Defamation League	10485 Santa Monica Boulevard	Penthouse	Los Angeles	CA	90025	501(G)(3)	Educational	25,000
12 Art of Elysium, The	3278 Wilshire Boulevard		Beverly Hills	CA	90010	501(G)(3)	Arts	25,000
13 Beverly Hills Firemen's Association	445 N. Rexford Drive		Beverly Hills	CA	90213	501(G)(3)	Civic/Community	1,250
14 Beverly Hills Police Officers Association	464 N. Rexford Drive		Beverly Hills	CA	90210	501(G)(3)	Civic/Community	1,500
15 Bogart Pediatric Cancer Research Program	9903 Santa Monica Boulevard	Suite 830	Beverly Hills	CA	90212	501(G)(3)	Medical Research	5,000
16 California Community Foundation / Jamie Foxx Foundation	c/o California Community Foundation	221 S. Figueroa Street, Suite 400	Los Angeles	CA	90012	501(G)(3)	Educational	10,000
17 Cambodian Children's Fund	2461 Santa Monica Blvd., #833		Santa Monica	CA	90404	501(G)(3)	Support for the Poor	20,000
18 Chicago Urban League	4510 South Michigan Avenue		Chicago	IL	60653	501(G)(3)	Civic/Community	25,000
19 Children's Defense Fund California	3333 Wilshire Boulevard	Suite 550	Los Angeles	CA	90010	501(G)(3)	Educational	10,000
20 City Year Los Angeles	606 S. Olive Street	2nd Floor	Los Angeles	CA	90014	501(G)(3)	Civic/Community	25,000
21 Coalition for Pets & Public Safety	8581 Santa Monica Blvd., Suite 511		West Hollywood	CA	90069	501(G)(3)	Civic/Community	5,000
22 Conservation International	2011 Crystal Drive, Suite 500		Arlington	VA	22202	501(G)(3)	Environment	8,625
23 Doctors Without Borders	333 7th Avenue	2nd Floor	New York	NY	10001	501(G)(3)	Civil Liberties/Humanitarian	1,000
24 Elizabeth Glaser Pediatric AIDS Foundation	11150 Santa Monica Blvd	Suite 1050	Los Angeles	CA	90025	501(G)(3)	Aids Research	10,000
25 Elton John AIDS Foundation	584 Broadway	Suite 906	New York	NY	10012	501(G)(3)	Aids Research	50,000
26 Emanuel Center dba Temple Emanuel	8844 Burton Way		Beverly Hills	CA	90211	501(G)(3)	Religious	11,500
27 Entertainment Industry Found/Women's Cancer Research Fd	c/o Entertainment Industry Found'n	1201 West 5th Street, Suite T-700	Los Angeles	CA	90017	501(G)(3)	Medical Research	5,000
28 Friends of the Israel Defense Forces	6505 Wilshire Blvd Suite 625		Los Angeles	CA	90048	501(G)(3)	Educational	25,000
29 Fulfillment Fund	6100 Wilshire Boulevard, Ste 600		Los Angeles	CA	90048	501(G)(3)	Educational	8,334
30 Geffen Playhouse, Inc	10886 Le Conte Avenue		Los Angeles	CA	90024	501(G)(3)	Arts	10,000
31 GLESEN Inc	90 Broad Street, 2nd Floor		New York	NY	10004	501(G)(3)	Civil Liberties/Humanitarian	11,667
32 Greater Bay Area Make-A-Wish Foundation	55 Hawthorne Street, Suite 800		San Francisco	CA	94105	501(G)(3)	Educational	1,000
33 Heal the Bay	1444 9th Street		Santa Monica	CA	90401	501(G)(3)	Protect Environment	8,333
34 Hollenbeck Police Activities League	126 N. St. Louis Street		Los Angeles	CA	90033	501(G)(3)	Civic/Community	20,000
35 Hollenbeck Police Business Council	2015 E. First Street		Beverly Hills	CA	90033	501(G)(3)	Civic/Community	3,000
36 Hollywood Charity Horse Show, The	8383 Wilshire Boulevard	Suite 500	Los Angeles	CA	90011	501(G)(3)	Educational	10,000
37 Human Rights Watch	350 Fifth Ave	34th Floor	New York	NY	10017	501(G)(3)	Civil Liberties/Humanitarian	25,000
38 Jacob Burns Film Center	364 Manville Road		Pleasantville	NY	10570	501(G)(3)	Educational	5,000
39 Jewish Family Service of Los Angeles	3580 Wilshire Boulevard	Suite 700	Los Angeles	CA	90010	501(G)(3)	Civic/Community	5,000
40 Juvenile Diabetes Research Foundation	800 W. 6th Street	Suite 450	Los Angeles	CA	90017	501(G)(3)	Medical Research	10,000
41 Latino International Film Institute	P O Box 149		Hollywood	CA	90078	501(G)(3)	Educational	5,000
42 Leukemia & Lymphoma Society	1311 Mamaroneck Avenue, Suite 310		White Plains	NY	10605	501(G)(3)	Medical Research	100
43 Los Angeles Conservancy	523 West Sixth Street		Los Angeles	CA	90014	501(G)(3)	Civic/Community	25,000
44 Los Angeles Family Housing	7843 Lankershim Boulevard		North Hollywood	CA	91605	501(G)(3)	Support for the Poor	45,000
45 Los Angeles Free Clinic / Friends of the Saban Free Clinic	8405 Beverly Boulevard		Los Angeles	CA	90048	501(G)(3)	Support for the Poor	50,000
46 Los Angeles Police Foundation	515 South Flower Street	Suite 1680	Los Angeles	CA	90071	501(G)(3)	Civic/Community	8,333
47 Lynne Cohen Foundation for Ovarian Cancer Research	P O Box 7128		Santa Monica	CA	90406	501(G)(3)	Medical Research	10,000
48 Michael J. Fox Foundation for Parkinson's Research	Church Street Station	P O Box 780	New York	NY	10008	501(G)(3)	Medical Research	25,000
49 National Multiple Sclerosis Society	12121 Scripps Summit Drive #190		San Diego	CA	92131	501(G)(3)	Medical Research	3,750
50 National September 11 Memorial & Museum	One Liberty Plaza, 20th Floor		New York	NY	10006	501(G)(3)	Civic/Community	5,000
51 Natural Resources Defense Council	1314 Second Street		Santa Monica	CA	90401	501(G)(3)	Protect Environment	25,000
52 New York Restoration Project	254 West 31st Street, 10th Floor		New York	NY	10001	501(G)(3)	Civic/Community	6,500
53 Operation Smile	6435 Tidewater Drive		Norfolk	VA	23509	501(G)(3)	Support for the Poor	1,000
54 People for the American Way	1101 15th Street NW, Suite 600		Washington	DC	20005	501(G)(3)	Civil Liberties/Humanitarian	10,000

THE MARILYN AND JEFFREY KATZENBERG FOUNDATION
FORM 990PF
12/31/2011
PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

				Recipient					
Organization	Address1	Address2	City	ST	Zip	Status	Purpose	Amount	
55 Prince of Wales Foundation, The	888 17th Street, NW	Suite 201	Washington	DC	20006	501(c)(3)	Arts	16,130	
56 Project Angel Food	922 Vine Street		Los Angeles	CA	90038	501(c)(3)	Support for the Poor	5,000	
57 ProPublica	One Exchange Plaza	55 Broadway, 23rd floor	New York	NY	10006	501(c)(3)	Civil Liberties/Humanitarian	25,000	
58 Rape Foundation	1223 Wilshire Blvd	Suite 410	Santa Monica	CA	90403	501(c)(3)	Civic/Community	8,333	
59 Shakespeare Festival/LA	1238 W 1st Street		Los Angeles	CA	90026	501(c)(3)	Arts	10,000	
60 Special Olympics Southern California	6730 East Carson Street		Long Beach	CA	90808	501(c)(3)	Civic/Community	8,333	
61 St. Jude Children's Research Hospital	501 St. Jude Place		Memphis	TN	38105	501(c)(3)	Medical Research	7,500	
62 Suller Foundation, The	c/o Haven LLC	20 West 20th Street, suite 302	New York	NY	10011	501(c)(3)	Civil Liberties/Humanitarian	12,500	
63 Taking the Reins	3919 1/2 Rigali Avenue		Los Angeles	CA	90039	501(c)(3)	Educational	2,000	
64 Tides Center / Children's Action Network	10951 W Pico Blvd		Los Angeles	CA	90064	501(c)(3)	Educational	10,000	
65 Tower Cancer Research Foundation	9090 Wilshire Boulevard	Suite 350	Beverly Hills	CA	90210	501(c)(3)	Medical Research	5,000	
66 UCLA Foundation	10920 Wilshire Boulevard	Suite 900	Los Angeles	CA	90024	501(c)(3)	Medical Research	15,000	
67 United Talent Agency Foundation	9560 Wilshire Boulevard	Suite 400	Beverly Hills	CA	90212	501(c)(3)	Educational	1,500	
68 USC Shoah Foundation Institute	Leavely Library, USC	650 W 35th Street, Suite 114	Los Angeles	CA	90089	501(c)(3)	Educational	25,000	
69 Women's Guild Cedars-Sinai Medical Center	8700 Beverly Blvd, Suite 2416		Los Angeles	CA	90048	501(c)(3)	Medical Research	1,000	
70 Wounded Warrior Project Inc	4899 Belfort Road	Suite 300	Jacksonville	FL	32256	501(c)(3)	Educational	5,000	
Total								910,688	

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	DREAMWORKS ANIMATION 177,274 SHARES	D	03/01/11	03/03/11
b	COLORADO HEALTH FACS	P	03/09/09	05/04/11
c	DENVER COLO HEALTH	P	04/24/09	12/01/11
d	HIGHLANDS CMNTY FLA	P	02/10/09	07/25/11
e	SAYRE PA HEALTH	P	03/26/09	07/07/11
f	SAYRE PA HEALTH	P	03/26/09	03/22/11
g				
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 4,772,705.		193,478.	4,579,227.
b 279,304.		278,397.	907.
c 250,000.		250,000.	0.
d 256,395.		255,540.	855.
e 103,212.		102,946.	266.
f 157,134.		156,542.	592.
g			
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			4,579,227.
b			907.
c			0.
d			855.
e			266.
f			592.
g			
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	4,581,847.
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