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 | **2012** | Open to Public Inspection

For calendar year 2012 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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 10,600,447

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	62,576	62,576	62,576	
	4	Dividends and interest from securities	60,327	60,271	60,327	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-9,899			
	b	Gross sales price for all assets on line 6a 710,661				
	7	Capital gain net income (from Part IV, line 2)		10,661		
	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) (attach schedule)				
	11	Other income (attach schedule) Stmt 2	421,751	421,751	421,751	
	12	**Total.** Add lines 1 through 11	534,755	555,259	544,654	
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	525	257	268	268
	b	Accounting fees (attach schedule) Stmt 4	6,761	3,313	3,448	3,448
	c	Other professional fees (attach schedule) Stmt 5	43,800	21,462	22,338	22,338
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 6	8,404			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 7	38,709	18,967	19,742	19,742
	24	**Total operating and administrative expenses.** Add lines 13 through 23	98,199	43,999	45,796	45,796
	25	Contributions, gifts, grants paid	1,337,744			1,337,744
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,435,943	43,999	45,796	1,383,540
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-901,188			
	b	**Net investment income** (if negative, enter -0-)		511,260		
	c	**Adjusted net income** (if negative, enter -0-)			498,858	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	9,127,184	6,951,558	6,951,558
	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)			
	b	Investments – corporate stock (attach schedule) See Stmt 8		1,053,907	1,053,907
	c	Investments – corporate bonds (attach schedule) See Stmt 9	2,013,057	2,257,470	2,257,470
	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)	329,988	337,512	337,512
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	11,470,229	10,600,447	10,600,447
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)	40,423	44,604	
	23	**Total liabilities** (add lines 17 through 22)	40,423	44,604	
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	11,429,806	10,555,843	
	30	**Total net assets or fund balances** (see instructions)	11,429,806	10,555,843	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,470,229	10,600,447	

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	11,429,806
2	Enter amount from Part I, line 27a	2	-901,188
3	Other increases not included in line 2 (itemize) ▶ See Statement 12	3	48,958
4	Add lines 1, 2, and 3	4	10,577,576
5	Decreases not included in line 2 (itemize) ▶ See Statement 13	5	21,733
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,555,843

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	PIMCO INV GRADE CORP BD 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	10,661			10,661
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				10,661
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	10,661
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))
2011	858,161	10,327,492	0.083095
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

2 **Total** of line 1, column (d)	2	0.363527
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	0.072705
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,427,670
5 Multiply line 4 by line 3	5	758,144
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,113
7 Add lines 5 and 6	7	763,257
8 Enter qualifying distributions from Part XII, line 4	8	1,383,540

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 ▶ [X] and enter 1% of Part I, line 27b		1	5,113
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	5,113
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	5,113
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,904		
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	9,904
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	4,791
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,791 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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012)	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 2012?		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 | | 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
TRAVERS BOUGHDADLY 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

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

3 Five highest-paid independent contractors for professional services (see 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 ▶	

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	2,755,144
b	Average of monthly cash balances	1b	7,493,811
c	Fair market value of all other assets (see instructions)	1c	337,512
d	**Total** (add lines 1a, b, and c)	1d	10,586,467
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	10,586,467
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	158,797
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,427,670
6	**Minimum investment return.** Enter 5% of line 5	6	521,384

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	521,384
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,113		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,113
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	516,271
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	516,271
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	516,271

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	1,383,540
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	1,383,540
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	5,113
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,378,427

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					516,271
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years 20 ____ , 20 ____ , 20 ____					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	508,415				
b	From 2008	129,535				
c	From 2009	134,735				
d	From 2010	156,077				
e	From 2011	361,590				
f	**Total** of lines 3a through e		1,290,352			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,383,540					
a	Applied to 2011, 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 2012 distributable amount					516,271
e	Remaining amount distributed out of corpus		867,269			
5	Excess distributions carryover applied to 2012 (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		2,157,621			
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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)		508,415			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,649,206			
10	Analysis of line 9.					
a	Excess from 2008	129,535				
b	Excess from 2009	134,735				
c	Excess from 2010	156,077				
d	Excess from 2011	361,590				
e	Excess from 2012	867,269				

DAA

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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				1,337,744
Total			▶ 3a	1,337,744
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	62,576	
4 Dividends and interest from securities			14	25,192	35,135
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	421,751	
8 Gain or (loss) from sales of assets other than inventory					-9,899
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		509,519	25,236

13 Total. Add line 12, columns (b), (d), and (e) 13 534,755

(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	

DAA

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

Signature of officer or trustee [signature] Date 4-25-13 Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DOLORES E. CENIZA	[signature]	04/22/13	
Firm's name ▶ Kaplan, Lim, Brignoni and Ceniza, CPAs		PTIN	P00356230
Firm's address ▶ 3325 WILSHIRE BOULEVARD SUITE 1345 LOS ANGELES, CA 90010-1729		Firm's EIN ▶	95-4248778
		Phone no	213-388-0400

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
GENERAL ELECTRIC CAP CORP	12/31/09	8/13/12	Purchase $ 700,000	$ 720,560	$	$	$ -20,560
Total			$ 700,000	$ 720,560	$ 0	$ 0	$ -20,560

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PICTURE EARNINGS	$ 421,751	$ 421,751	$ 421,751
Total	$ 421,751	$ 421,751	$ 421,751

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
JOLLEY, URGA, WIRTH, WDBY	$ 525	$ 257	$ 268	$ 268
Total	$ 525	$ 257	$ 268	$ 268

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
KAPLAN, LIM, BRIGNONI & CENIZA	$ 3,475	$ 1,703	$ 1,772	$ 1,772
TURNER, WARREN, HWANG, & CONRAD	2,049	1,004	1,045	1,045
AOP	382	187	195	195
HACKER, DOUGLAS & CO LLP	855	419	436	436
Total	$ 6,761	$ 3,313	$ 3,448	$ 3,448

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ENTERTAINMENT MANAGEMENT, INC.	$ 43,800	$ 21,462	$ 22,338	$ 22,338
Total	$ 43,800	$ 21,462	$ 22,338	$ 22,338

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	8,216			
SECRETARY OF STATE	28			
Total	$ 8,404	$ 0	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MPA PAYROLL EXPENSE CHARGE	3,427	1,679	1,748	1,748
TELEPHONE	454	222	232	232
POSTAGE & DELIVERY	368	180	188	188
OFFICE SUPPLIES & EXPENSE	1,078	528	550	550
STORAGE	21,028	10,304	10,724	10,724
BANK CHARGES	47	23	24	24
COMPUTER EXPENSES	263	129	134	134
DUES & SUBSCRIPTIONS	598	293	305	305
INSURANCE	3,532	1,731	1,801	1,801
PAYROLL TAXES	338	166	172	172
RESEARCH	76	37	39	39
PROMOTIONAL EXPENSES	5,000	2,450	2,550	2,550
ADVERTISING	2,500	1,225	1,275	1,275
Total	$ 38,709	$ 18,967	$ 19,742	$ 19,742

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
A T & T	$	$ 158,437	Market	$ 158,437
CITIGROUP		15,824	Market	15,824
EL DUPONT DE NEMOURS		125,940	Market	125,940
HONEYWELL INTEL INC		152,328	Market	152,328
JOHNSON AND JOHNSON		154,220	Market	154,220
MICROSOFT CORP		130,878	Market	130,878
PFIZER		160,508	Market	160,508
VERIZON COMMUNICATION		155,772	Market	155,772
Total	$ 0	$ 1,053,907		$ 1,053,907

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	$
GENERAL ELECTRIC CAP CORP	45,743		Market	
GENERAL ELECTRIC CAP CORP	157,560		Market	
JP MORGAN CHASE & CO.	233,280	236,898	Market	236,898
GENERAL ELECTRIC CAP CORP	508,260		Market	
WALMART STORES INC.	526,555	514,585	Market	514,585
MICROSOFT CORP	531,135	518,420	Market	518,420
PIMCO TOTAL RETURN FUND CL A		987,567	Market	987,567
Total	$ 2,013,057	$ 2,257,470		$ 2,257,470

Federal Statements

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	47,292	47,292
ACCRUED INTEREST RECEIVABLE MONEY F		3,090	3,090
ROUNDING	2		
Total	$ 329,988	$ 337,512	$ 337,512

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

Description	Beginning of Year	End of Year
DUE TO AFFILIATES	$ 40,423	$ 44,604
Total	$ 40,423	$ 44,604

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

Description	Amount
UNREALIZED GAIN ON INVESTMENTS 2012	$ 48,958
Total	$ 48,958

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

Description	Amount
UNREALIZED GAIN/(LOSS) ON INVESTMENTS 2011	$ 21,733
Total	$ 21,733

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
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	22,500
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	50,000
DOCA BURKE VA 22015	NA	9271 OLD KEENE MILL ROAD PUBLIC	GENERAL DONATION	600
NAPO ALEXANDRIA VA 22314	NA	317 SO PATRICK STREET PUBLIC	GENERAL DONATION	100
HOLLYWOOD HERITAGE LOS ANGELES CA 90078	NA	P.O. BOX 2586 PUBLIC	GENERAL DONATION	18,200
CSU FULLERTON COLLEGE FULLERTON CA 92834	NA	P.O. BOX 34080 PUBLIC	GENERAL DONATION	5,744
CSU SAN MARCOS FOUNDATION SAN MARCOS CA 92096	NA	333 S TWIN OAKS VALLEY RD PUBLIC	GENERAL DONATION	10,000
CAL TECH PASADENA CA 91125	NA	1200 E. CALIFORNIA BLVD PUBLIC	GENERAL DONATION	100,000
UNIV OF COLORADO HOSPITAL AURORA CO 80045	NA	12401 E 17TH AVENUE PUBLIC	GENERAL DONATION	50,000
USC FILM SCHOOL LOS ANGELES CA 90089	NA	UNIVERSITY PARK PUBLIC	GENERAL DONATION	200,000
SAN DIEGUITO BOYS AND GIRLS SOLANA BEACH CA 92075	NA	533 LOMAS SANTA FE DR PUBLIC	GENERAL DONATION	50,000
UCLA FOUNDATION LOS ANGELES CA 90024	NA	10920 WILSHIRE BLVD. 1400 PUBLIC	GENERAL DONATION	5,000
NAVY SEAL FOUNDATION VIRGINIA BEACH VA 23459	NA	1619 D ST., BLDG 5326 PUBLIC	GENERAL DONATION	100,000
FRIENDS OF THE POWERHOUSE DELMAR CA 92014	NA	P. O. BOX 297 PUBLIC	GENERAL DONATION	10,000
RED BUCKET EQUINE RESCUE HUNTINGTON BEACH CA 92648	NA	18381 GOLDENWEST ST PUBLIC	GENERAL DONATIION	100,000
ACADEMY FOR MOTION ARTS & SCIENCES BEVERLY HILLS CA 90211	NA	8649 WILSHIRE BLVD PUBLIC	GENERAL DONATION	300,000
THE FILM FOUNDATION LOS ANGELES CA 90046	NA	7920 SUNSET BLVD PUBLIC	GENERAL DONATION	1,000

Federal Statements

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

Name / Address	Relationship	Address / Status	Purpose	Amount
AMERICAN FILM INSTITUTE LOS ANGELES CA 90027	NA	2021 NO WESTERN AVENUE PUBLIC	GENERAL DONATION	200,000
MOVING PICTURE INSTITUTE NORTH HOLLYWOOD CA 90048	NA	1414 NO MELROSE AVENUE PUBLIC	GENERAL DONATION	5,000
BIG CANYON COUNTY COM FDN NEWPORT BEACH CA 92660	NA	4041 MCARTHUR BLVD #510 PUBLIC	GENERAL DONATION	500
TEAM FOR KIDS NEW YORK NY 10019	NA	156 W 56TH ST., 3RD FLR PUBLIC	GENERAL DONATION	500
WSPA BOSTON MA 02111	NA	89 SOUTH STREET PUBLIC	GENERAL DONATION	100,000
SEGERSTROM CENTER FOR THE ARTS COSTA MESA CA 92626	NA	600 TOWN CENTER DR PUBLIC	GENERAL DONATION	100
SAINT MICHAELS DEL MAR CA 92626	NA	3233 PACIFIC VIEW DRIVE PUBLIC	GENERAL DONATION	5,000
Total				1,337,744

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MORGAN STANLEY	$ 62,575		14		
BANK OF AMERICA	1		14		
Total	$ 62,576				

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni ($ or %)
MORGAN STANLEY	$ 56				
Total	$ 56				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MORGAN STANLEY	$ 25,192		14		
MORGAN STANLEY	35,079				
Total	$ 60,271				

95-4268286 Form 990-PF Estimates

CECIL B. DE MILLE FOUNDATION

Form **990-W** (Worksheet)

Department of the Treasury
Internal Revenue Service

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2012

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments. Private foundations, see instructions — 10a: 5,113		
b	Enter the tax shown on the 2011 return (see instructions) **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b: 5,113		
c	**2012 Estimated Tax.** Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	5,113

			(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11	05/15/13	06/17/13	09/16/13	12/16/13
12	**Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	1,279	1,279	1,279	1,279
13	**2011 Overpayment** (see instructions)	13	1,279	1,279	1,279	954
14	**Payment due.** (Subtract line 13 from line 12.)	14				325

For Paperwork Reduction Act Notice, see instructions.

DAA