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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury  
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90064-1551

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 17,549,143. (Part I, column (d) must be on cash basis)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

## 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			N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	77.	77.		STATEMENT 1
	4 Dividends and interest from securities	71,868.	71,868.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-309,638.			
	b Gross sales price for all assets on line 6a	2,423,128.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	-237,693.	71,945.			
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				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	185,253.	11,834.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	185,253.	11,834.		0.	
25 Contributions, gifts, grants paid	709,051.			709,051.	
26 Total expenses and disbursements. Add lines 24 and 25	894,304.	11,834.		709,051.	
27 Subtract line 26 from line 12:	-1,131,997.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		60,111.			
c Adjusted net income (if negative, enter -0-)			N/A		

**THE MARILYN AND JEFFREY KATZENBERG  
FOUNDATION**

Form 990-PF (2013)

95-4513461 Page 2

<b>Part II Balance Sheets</b> <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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,283,538.	467,721.	467,721.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 5</b>	0.	2,419,917.	2,420,782.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 6</b>		12,032,037.	11,763,965.	14,660,640.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)		15,315,575.	14,651,603.	17,549,143.
17 Accounts payable and accrued expenses				
18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	15,315,575.	14,651,603.	
30 <b>Total net assets or fund balances</b>	15,315,575.	14,651,603.		
31 <b>Total liabilities and net assets/fund balances</b>	15,315,575.	14,651,603.		

**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)	15,315,575.
2 Enter amount from Part I, line 27a	-1,131,997.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 4</b>	468,690.
4 Add lines 1, 2, and 3	14,652,268.
5 Decreases not included in line 2 (itemize) ▶ <b>NON-DEDUCTIBLE EXPENSES</b>	665.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	14,651,603.

**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.)
<b>1a</b>			
<b>b SEE ATTACHED STATEMENT</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e 2,423,128.</b>		<b>2,732,766.</b>	<b>-309,638.</b>

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<b>-309,638.</b>

  

<b>2</b> 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	<b>2</b>	<b>-309,638.</b>
<b>3</b> 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		<b>3</b>	<b>N/A</b>

**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))
2012	621,450.	13,660,842.	.045491
2011	910,688.	11,765,188.	.077405
2010	2,209,892.	7,840,689.	.281849
2009	811,482.	8,122,461.	.099906
2008	2,068,135.	10,644,152.	.194298

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.698949</b>
<b>3</b> 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	<b>3</b>	<b>.139790</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	<b>15,253,497.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>2,132,286.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>601.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>2,132,887.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>709,051.</b>

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.

**THE MARILYN AND JEFFREY KATZENBERG  
FOUNDATION**

Form 990-PF (2013)

95-4513461 Page 4

**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	1,202.
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	1,202.
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	1,202.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
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	3,798.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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 XIV	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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

**THE MARILYN AND JEFFREY KATZENBERG  
FOUNDATION**

95-4513461

Page 5

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRESLAUER RUTMAN &amp; ANDERSON, LLC</u> Telephone no. ► <u>(310) 481-3513</u> Located at ► <u>11400 W. OLYMPIC BLVD. #550, LOS ANGELES, CA</u> ZIP+4 ► <u>90064-1551</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2013, 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	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 2013 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 2013.)	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 2013?		4b X

Form 990-PF (2013)

**THE MARILYN AND JEFFREY KATZENBERG  
FOUNDATION**

95-4513461

Page 6

**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

☒

5b

X

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.

6b

X

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.

(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

Form 990-PF (2013)

## 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

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
------------------	--

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		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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		
3	All other program-related investments. See instructions.	

**Total.** Add lines 1 through 3

0.

Form **990-PF** (2013)



**THE MARILYN AND JEFFREY KATZENBERG  
FOUNDATION**

95-4513461

Page 8

**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	14,897,538.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	588,246.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	15,485,784.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	15,485,784.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	232,287.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,253,497.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	762,675.

**Part XI****Distributable Amount** (see instructions) (Section 4942(i)(3) and (i)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	762,675.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,202.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,202.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	761,473.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	761,473.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	761,473.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	709,051.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	709,051.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	709,051.

**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.

Form 990-PF (2013)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				761,473.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	1,475,523.			
<b>b</b> From 2009	405,976.			
<b>c</b> From 2010	1,818,755.			
<b>d</b> From 2011	414,066.			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	4,114,320.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$	709,051.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				709,051.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	52,422.			52,422.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,061,898.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	1,423,101.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,638,797.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	405,976.			
<b>b</b> Excess from 2010	1,818,755.			
<b>c</b> Excess from 2011	414,066.			
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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(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

## 1 Information Regarding Foundation Managers:

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

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

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

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

- a** The name, address, and telephone number or e-mail address 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)				
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	NONE			709,051.
Total			▶ 3a	709,051.
b Approved for future payment				
EMMANUEL CENTER, INC 8444 BURTON WAY BEVERLY HILLS, CA 90211	NONE	501(C)(3)	RELIGIOUS	60,000.
Total			▶ 3b	60,000.



2013.04030 THE MARILYN AND JEFFREY KAT 95-45131

**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	ISHARES IBOX	P	01/30/13	10/11/13
b	PIMCO TOTAL RETURN	P	01/30/13	10/11/13
c	VANGUARD SHORT TERM	P	01/30/13	10/11/13
d	VANGUARD TOTAL BOND	P	01/30/13	10/11/13
e	HBK OFFSHORE SLV LP	P	02/05/07	07/31/13
f	SEMPER VIC PARTNERS (QP) LP	P		
g	SEMPER VIC PARTNERS (QP) LP	P		
h	CAPITAL GAINS DIVIDENDS			
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 593,382.		623,766.	-30,384.
b 605,867.		624,352.	-18,485.
c 616,469.		622,169.	-5,700.
d 604,866.		625,049.	-20,183.
e		237,430.	-237,430.
f 652.			652.
g 924.			924.
h 968.			968.
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			-30,384.
b			-18,485.
c			-5,700.
d			-20,183.
e			-237,430.
f			652.
g			924.
h			968.
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	-309,638.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
COMERICA BANK	77.	77.	
TOTAL TO PART I, LINE 3	77.	77.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SEMPER VIC PARTNERS (QP), LP	23,566.	0.	23,566.	23,566.	
STATE STREET	49,270.	968.	48,302.	48,302.	
TO PART I, LINE 4	72,836.	968.	71,868.	71,868.	

## FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	10.	0.		0.
LEGAL FEES	60.	0.		0.
OUTSIDE HELP	173,349.	0.		0.
SEMPER VIC PARTNERS (QP) LP - INVESTMENT EXPENSES	11,361.	11,361.		0.
STATE STREET - INVESTMENT EXPENSES	473.	473.		0.
TO FORM 990-PF, PG 1, LN 23	185,253.	11,834.		0.



FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
REIMBURSEMENT FOR LOSSES ON INVESTMENT WITH MADOFF SECURITIES LLC	448,495.
FEDERAL TAX REFUND	20,195.
TOTAL TO FORM 990-PF, PART III, LINE 3	468,690.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILL	X		2,419,917.	2,420,782.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,419,917.	2,420,782.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,419,917.	2,420,782.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HBK FUND LP	FMV	0.	0.
THE MASTER PORTFOLIO (C) LTD	FMV	9,696,576.	11,903,474.
PALOMA INTERNATIONAL	FMV	750,000.	887,149.
SEMPER VIC PARTNERS L.P.	FMV	817,389.	1,187,630.
NZC GUGGENHEIM FUND LIMITED	FMV	500,000.	682,387.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,763,965.	14,660,640.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 7

## NAME OF MANAGER

JEFFREY KATZENBERG

MARILYN KATZENBERG

THE MARILYN AND JEFREY KATZENBERG FOUNDATION FORM 990-PF, PART XV, LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				12/31/2013
Recipient Name and address	Relationship If Recipient Is An Individual	Foundation Status or Recipient	Purpose of Contribution	Amount
826LA 1714 W Sunset Blvd Los Angeles, CA 90026 92ND STREET Y		501(c)(3)	Educational	15,000
1395 Lexington Ave., New York, NY 10128 AFTER SCHOOL MATTERS		501(c)(3)	Educational	25,000
66 East Randolph Street, Chicago, IL 60601 AIDS PROJECT LOS ANGELES		501(c)(3)	Educational	5,000
611 South Kingsley Dr , Los Angeles, CA 90005 ALLIANCE FOR CHILDREN'S RIGHTS		501(c)(3)	HIV Care and Education	40,000
3333 Wilshire Blvd , Ste 550, Los Angeles, CA 90010 AMERICAN CANCER SOCIETY		501(c)(3)	Support for the poor	10,000
5731 W. Slauson Ave , Suite 200, Culver City, CA 90230 AMERICAN FOUNDATION FOR EQUAL RIGHTS		501(c)(3)	Cancer Research	1,250
6565 Sunset Blvd., Suite 400, Los Angeles, CA 90028 AMERICAN FRIENDS OF THE MUSEE D'ORSAY		501(c)(3)	Civil Liberties	10,000
1345 Avenue of the Americas, Floor 31, New York, NY 10105 AMERICAN JEWISH COMMITTEE		501(c)(3)	Arts	10,000
9911 W Pico Blvd., Suite PH-M, Los Angeles, CA 90035 AMFAR, THE FOUNDATION FOR AIDS RESEARCH		501(c)(3)	Educational	12,500
120 Wall Street, 13th floor, New York, NY 10005 ARIEL EDUCATION INITIATIVE		501(c)(3)	Aids Research	15,000
200 East Randolph Drive, Suite 2900, Chicago, IL 60601 BEVERLY HILLS FIREMEN'S ASSOCIATION		501(c)(3)	Educational	5,000
P O Box 1720, Beverly Hills, CA 90213 BEVERLY HILLS POLICE OFFICERS ASSOCIATION		501(c)(3)	Civic/Community	1,300
9663 Santa Monica Blvd , Suite 786, Beverly Hills CA 90210 CEDARS SINAI MEDICAL CENTER		501(c)(3)	Civic/Community	1,500
8700 Beverly Blvd., Suite 2416, Los Angeles, CA 90048 CHARITY WATER		501(c)(3)	Medical Research	25,000
200 Varic St , Suite 201, New York, NY 10014 CHILDREN'S ACTION NETWORK		501(c)(3)	Civil Liberties	25,000
11849 West Olympic Blvd., Suite 101, Los Angeles, CA 90064 CHILDREN'S DEFENSE FUND		501(c)(3)	Educational	2,500
634 S Spring Street, Suite 500C Los Angeles, CA 90014 CITY OF HOPE		501(c)(3)	Educational	25,000
1055 Wilshire Blvd , Los Angeles, CA 90017 CORSTONE		501(c)(3)	Medical	5,000
250 Camino Alto, Suite 100A, Mill Valley, CA 94941 DEBBIE ALLEN DANCE ACADEMY		501(c)(3)	Educational	15,000
3791 Santa Rosalita Drive, Los Angeles, CA 90008 ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION		501(c)(3)	Educational	4,000
1140 Connecticut Ave., NW, Suite 200, Washington, DC 20036 ELTON JOHN AIDS FOUNDATION		501(c)(3)	Medical Research	15,000
584 Broadway, Suite 906, New York, NY 10012 EXPLORING THE ARTS, INC.		501(c)(3)	Aids Research	50,000
16 West 23rd Street , 4th Floor, New York, NY 10010 FEMINIST MAJORITY FOUNDATION		501(c)(3)	Arts	10,000
433 South Beverly Drive, Beverly Hills, CA 90212 LOS ANGELES FREE CLINIC DBA THE SABAN FREE CLINIC		501(c)(3)	Civil Liberties	2,500
8405 Beverly Blvd., Los Angeles, CA 90048 FULFILLMENT FUND		501(c)(3)	Support for the Poor	15,000
6100 Wilshire Blvd , Suite 600, Los Angeles, CA 90048		501(c)(3)	Educational	27,500

THE MARILYN AND JEFREY KATZENBERG FOUNDATION				12/31/2013
FORM 990-PF, PART XV, LINE 3				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
	Relationship If	Foundation	Purpose of	Amount
Recipient Name and address	Recipient Is An	Status or	Contribution	
	Individual	Recipient		
GASOL FOUNDATION COMM FOUNDATION OF GREATER MEMP		501(c)(3)	Educational	2,500
1900 Union Avenue, Memphis, TN 38104				
HAROLD ROBINSON FOUNDATION		501(c)(3)	Educational	5,000
10008 National Blvd, Suite 324, Los Angeles, CA 90034				
HEALTHY CHILD HEALTH WORLD		501(c)(3)	Medical Research	10,000
12100 Wilshire Blvd , Suite 800, Los Angeles, CA 90025				
HOLLENBECK POLICE ACTIVITIES LEAGUE		501(c)(3)	Civic/Community	10,000
126 N St Louis Street, Los Angeles, CA 90033				
HOLLYWOOD CHARITY HORSE SHOW		501(c)(3)	Educational	10,000
8383 Wilshire Blvd , Suite 500, Beverly Hills, CA 90211				
HOMEBOY INDUSTRIES		501(c)(3)	Civic/Community	15,000
130 West Bruno Street, Los Angeles, CA 90012				
HUMAN RIGHTS WATCH		501(c)(3)	Civil Liberties	25,000
350 Fifth Ave , 34th Floor, New York, NY 10118				
INTERNATIONAL MEDICAL CORPS		501(c)(3)	Civil Liberties	24,760
1919 Santa Monica Blvd , Suite 400, Santa Monica, CA 90404				
JOYFUL HEART FOUNDATION		501(c)(3)	Medical	7,500
10914-A Kinross Avenue, Los Angeles, CA 90024				
LA'S PROMISE		501(c)(3)	Educational	10,000
1035 S. Grand Ave., 2nd Floor, Los Angeles, CA 90015				
LEUKEMIA AND LYMPHOMA SOCIETY		501(c)(3)	Medical	500
1311 Mamroneck Ave , Suite 310, White Plains, NY 10605				
LOS ANGELES CONSERVANCY		501(c)(3)	Civic Community	10,000
523 W Sixth Street, Los Angeles, CA 90014				
L A FAMILY HOUSING		501(c)(3)	Support for the Poor	10,000
7843 Lankershim Blvd , North Hollywood, CA 91605				
LOS ANGELES FIRE DEPARTMENT FOUNDATION		501(c)(3)	Civic/Community	8,333
1875 Century Park East, Suite 200, Los Angeles, CA 90067				
LOS ANGELES POLICE FOUNDATION		501(c)(3)	Civic/Community	55,000
515 S Flower Street, Suite 1680, Los Angeles, CA 90071				
MUSICARES FOUNDATION		501(c)(3)	Educational	10,000
3030 Olympic Blvd., Santa Monica, CA 90404				
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN		501(c)(3)	Educational	10,000
699 Prince Street, Alexandria, VA 22314				
OAKLAND SCHOOL FOR THE ARTS		501(c)(3)	Educational	5,000
530 18th Street, Oakland, CA 94612				
OCEANA		501(c)(3)	Educational	10,000
1350 Connecticut Ave , NW, 5th Floor, Washington, DC 20036				
PAP CORPS FOR CANCER RESEARCH		501(c)(3)	Cancer Research	1,000
1192 E. Newport Center Dr., Ste 230, Deerfield Beach FL 33442				
PROJECT ANGEL FOOD		501(c)(3)	Support for the Poor	6,000
922 Vine Street, Los Angeles, CA 90038				
RAPE FOUNDATION		501(c)(3)	Civic/Community	8,333
1223 Wilshire Blvd , Ste 410, Santa Monica, CA 90403				
SHAKESPEARE CENTER LA		501(c)(3)	Arts	9,850
1238 First Street, Los Angeles, CA 90026				
TAKING THE REINS		501(c)(3)	Educational	2,500
3919 1/2 Rigali Ave , Los Angeles, CA 90039				
TEMPLE EMANUEL		501(c)(3)	Religious	12,000
8844 Burton Way, Beverly Hills, CA 90211				

THE MARILYN AND JEFREY KATZENBERG FOUNDATION				12/31/2013
FORM 990-PF, PART XV, LINE 3				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
	Relationship If	Foundation	Purpose of	Amount
Recipient Name and address	Recipient Is An	Status or	Contribution	
	Individual	Recipient		
TOWER CENTER RESEARCH FOUNDATION		501(c)(3)	Cancer Research	5,000
9090 Wilshire Blvd , Suite 350, Beverly Hills CA 90211				
TREVOR PROJECT		501(c)(3)	Educational	1,000
8704 Santa Monica Blvd , Suite 200, Los Angeles, CA 90069				
UCLA FOUNDATION		501(c)(3)	Educational	5,000
La Kretz Hall, Suite 300, Box 951496, Los Angeles, CA 90095				
UNITED FRIENDS OF THE CHILDREN		501(c)(3)	Educational	15,000
1055 Wilshire Blvd , Ste 1955, Los Angeles, CA 90017				
UNITED STATES FUND FOR UNICEF		501(c)(3)	Civil Liberties	500
125 Maiden Lane, New York, NY 10016				
UTA FOUNDATION		501(c)(3)	Educational	1,225
9560 Wilshire Blvd , Suite 500, Beverly Hills, CA 90212				
USC SHOAH FOUNDATION INSTITUTE LEAVEY LIBRARY		501(c)(3)	Educational	25,000
650 W 35th Street, Suite 114, Los Angeles, CA 90089				
WOMENS CANCER RESEARCH FUND		501(c)(3)	Cancer Research	5,000
1201 West 5th Street, Suite T-700, Los Angeles, CA 90017				
				709,051