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 07/01 **, 2012, and ending** 06/30 **, 20**13

Name of foundation: THE DAPHNE FOUNDATION

A Employer identification number: 95-4288541

Number and street (or P O box number if mail is not delivered to street address): C/O SHAMROCK HOLDINGS, INC. 3500 W. OLIVE AVE.

Room/suite: 700

B Telephone number (see instructions): (818) 973-4286

City or town, state, and ZIP code: BURBANK, CA 91505

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)* ▶ $ 8,564,075.

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	453.	453.		ATCH 1
	4 Dividends and interest from securities	130,151.	192,945.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	209,956.			
	b Gross sales price for all assets on line 6a 1,363,623.				
	7 Capital gain net income (from Part IV, line 2)		315,891.		
	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) ATCH 3	582.	15,189.		
	12 **Total.** Add lines 1 through 11	341,142.	524,478.		
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)				
	b Accounting fees (attach schedule) ATCH 4	32,600.			32,600.
	c Other professional fees (attach schedule) *	40,308.	79,169.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	23,163.	4,386.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,965.			5,965.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	55,028.	917.		54,111.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	157,064.	84,472.		92,676.
	25 Contributions, gifts, grants paid	499,710.			499,710.
	26 **Total expenses and disbursements.** Add lines 24 and 25	656,774.	84,472.	0	592,386.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-315,632.			
	b Net investment income (if negative, enter -0-)		440,006.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	91,320.	47,317.	47,317.
2	Savings and temporary cash investments	339,847.	291,265.	291,265.
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 (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	4,894,853.	4,755,561.	6,313,407.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	1,917,082.	1,832,809.	1,908,209.
14	Land, buildings, and equipment basis ▶ 1,992. Less accumulated depreciation (attach schedule) ▶ 1,992.			ATCH 10
15	Other assets (describe ▶ ATCH 11)	4,256.	3,877.	3,877.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,247,358.	6,930,829.	8,564,075.
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 ▶ ATCH 12)	5,980.	5,083.	
23	**Total liabilities** (add lines 17 through 22)	5,980.	5,083.	
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. ▶ [X]			
27	Capital stock, trust principal, or current funds	7,241,378.	6,925,746.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	7,241,378.	6,925,746.	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,247,358.	6,930,829.	

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	7,241,378.
2	Enter amount from Part I, line 27a	2	-315,632.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,925,746.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,925,746.

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	PUBLICY TRADED SECURITIES		VARIOUS	VARIOUS
b	ARTISAN: DYNAMIC EQUITY			
c	SPRUCE GROVE: US EQUITY LLC			
d	WILLIAM BLAIR: NON-US EQUITY LLC			
e	FAIRHOLME: ALPHA PLUS			

	(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	1,363,623.		1,153,667.	209,956.
b				40,958.
c				(7,751.)
d				(2,819.)
e				75,547.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	315,891.
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	0

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	701,359.	8,098,534.	0.086603
2010	797,988.	8,531,213.	0.093537
2009	798,120.	8,402,157.	0.094990
2008	878,773.	8,024,606.	0.109510
2007	799,526.	11,291,352.	0.070809

2	Total of line 1, column (d)	2	0.455449
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	0.091090
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,315,539.
5	Multiply line 4 by line 3	5	757,462.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,400.
7	Add lines 5 and 6	7	761,862.
8	Enter qualifying distributions from Part XII, line 4	8	592,386.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,800.
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	
3	Add lines 1 and 2	3	8,800.
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	8,800.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 30,051.		
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	30,051.
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	21,251.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 21,251. **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?	1c	N/A	
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?	4b	N/A	
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

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 ▶ N/A

14 The books are in care of ▶ KATHLEEN M. GALLI Telephone no ▶ 818-973-4240

Located at ▶ 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA ZIP+4 ▶ 91505

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

			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)?	1b		X
	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?	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 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 ▶ ______, ______, ______, ______			
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)	2b	N/A	
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? ☐ 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)*	3b	N/A	
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)*

			Yes	No
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)?	5b	X	
	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? ATCH 13 ☒ 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?	7b		X

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
ATCH 14		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 ▶ NONE

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 ▶ NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	7,962,322.
b	Average of monthly cash balances	1b	479,850.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,442,172.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,442,172.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	126,633.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,315,539.
6	**Minimum investment return.** Enter 5% of line 5	6	415,777.

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	415,777.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,800.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,800.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	406,977.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	406,977.
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	406,977.

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	592,386.
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	592,386.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	592,386.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				406,977.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 248,970.				
b From 2008 481,313.				
c From 2009 380,516.				
d From 2010 382,183.				
e From 2011 310,774.				
f Total of lines 3a through e	1,803,756.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 592,386.				
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				406,977.
e Remaining amount distributed out of corpus	185,409.			
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	1,989,165.			
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				
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)	248,970.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,740,195.			
10 Analysis of line 9				
a Excess from 2008 481,313.				
b Excess from 2009 380,516.				
c Excess from 2010 382,183.				
d Excess from 2011 310,774.				
e Excess from 2012 185,409.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a 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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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))

ABIGAIL E. DISNEY

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 ▶ [X] 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·

N/A

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				
ATCH 15				
Total ▶ 3a				499,710.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	453.	
4 Dividends and interest from securities			14	130,151.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	209,956.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a SEC CLAIMS			18	515.	
b OTHER INCOME			18	67.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				341,142.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 341,142.

(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)
	NOT APPLICABLE

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		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

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] 5/12/14 ▶ Co-president

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALFRED A. PEGUERO	[signature]	5/7/14		P01344099
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 601 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017-5743			Phone no 213 356-6000	

Form **990-PF** (2012)

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE DAPHNE FOUNDATION	Employer identification number (EIN) or 95-4288541
	Number, street, and room or suite no. If a P.O box, see instructions C/O SHAMROCK HOLDINGS, INC. 4444 LAKESIDE DRIVE, 3RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BURBANK, CA 91505	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KATHLEEN M. GALLI

Telephone No. ▶ 818 973-4240 FAX No. ▶ 818 563-6429

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year 20 ____ or
▶ [X] tax year beginning 07/01 , 2012 , and ending 06/30 , 20 13 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 28,151.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 28,151.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE DAPHNE FOUNDATION C/O SHAMROCK HOLDINGS, INC.	Employer identification number (EIN) or 95-4288541
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 3500 W. OLIVE AVE., SUITE 700	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BURBANK, CA 91505	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KATHLEEN M. GALLI
  Telephone No. ▶ 818 973-4240 FAX No. ▶ 818 563-6429
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 05/15 , 20 14 .

5 For calendar year ______ , or other tax year beginning 07/01 , 20 12 , and ending 06/30 , 20 13 .

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 28,151.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 28,151.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 2/12/14

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHASE MANHATTAN BANK		9.	9.
GMS 04347-3		347.	347.
GMS 14776-7		34.	34.
GMS 14777-5		30.	30.
GMS 80668-7		19.	19.
GMS 80669-5		14.	14.
	TOTAL	453.	453.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GMS 04347-3	65,356.	65,356.
GMS 14776-7	20,370.	20,370.
GMS 14777-5	24,380.	24,380.
GMS 80668-7	10,766.	10,766.
GMS 80669-5	9,279.	9,279.
WILLIAM BLAIR: NON-US EQUITY LLC		15,870.
FAIRHOLME: ALPHA PLUS		4,547.
ARTISAN: DYNAMIC EQUITY		22,885.
SPRUCEGROVE: NON-US EQUITY LLC		19,492.
TOTAL	130,151.	192,945.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTISAN: DYNAMIC EQUITY - 988 GAIN		10,974.
ARTISAN: DYNAMIC EQUITY - OTHER INC		4,189.
FAIRHOLME: ALPHA PLUS - 988 GAIN		7.
SPRUCEGROVE: NON-US EQUITY - 988 LOSS		-484.
WILLIAM BLAIR: NON-US EQUITY - 988 LOSS		-2,452.
WILLIAM BLAIR: NON-US EQUITY - OTHER INC		2,373.
SEC CLAIMS	515.	515.
OTHER INCOME	67.	67.
TOTALS	582.	15,189.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOOPERS LLP	32,600.			32,600.
TOTALS	32,600.			32,600.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES (GMS 14776-7)	12,050.	12,050.
INVESTMENT FEES (GMS 14777-5)	11,823.	11,823.
INVESTMENT FEES (GMS 80669-5)	8,412.	8,412.
INVESTMENT FEES (GMS 80668-7)	8,023.	8,023.
FAIRHOLME: ALPHA PLUS		7,200.
SPRUCEGROVE: NON-US EQUITY LLC		7,963.
WILLIAM BLAIR: NON-US EQUITY		8,827.
ARTISAN: DYNAMIC EQUITY		14,871.
TOTALS	40,308.	79,169.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED TAX PAYMENT	20,000.	
IRS PENALTIES	736.	
PAYROLL TAX PENALTIES	2,288.	
FOREIGN TAXES PAID-GMS 14776-7	65.	65.
FOREIGN TAXES PAID-GMS 80669-5	74.	74.
FOREIGN TAXES PAID-FAIRHOLME		46.
FOREIGN TAXES PAID-SPRUCEGROVE		1,195.
FOREIGN TAXES PD-WILLIAM BLAIR		1,105.
FOREIGN TAXES PAID-ARTISAN		1,901.
TOTALS	23,163.	4,386.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEES	85.		85.
COMPUTER SERVICES	347.		347.
INVESTMENT EXPENSES	917.	917.	
DUES & SUBSCRIPTIONS	8,437.		8,437.
INSURANCE	704.		704.
RESEARCH & PLANNING	40,466.		40,466.
MISCELLANEOUS FEES	4,072.		4,072.
TOTALS	55,028.	917.	54,111.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GMS 04347-3-SEE ATTACHED STMT	2,035,000.	2,888,770.
GMS 14776-7-SEE ATTACHED STMT	875,864.	1,081,322.
GMS 14777-5-SEE ATTACHED STMT	865,206.	1,137,452.
GMS 80668-7-SEE ATTACHED STMT	482,689.	586,500.
GMS 80669-5-SEE ATTACHED STMT	496,802.	619,363.
TOTALS	4,755,561.	6,313,407.

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	58,086 634	7 1900	417,642 90	7 4199	430,999 72	(13,356 82) 132,736 73		27,765 41
TOTAL FIXED INCOME			**1,908,208.59** **11.91**		**1,832,808.52**	**75,400.08**		**64,220.96**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
US EQUITY						
FAIRHOLME· DYNAMIC EQUITY [SERIES]						
FAIRHOLME DYNAMIC EQUITY (SERIES) CLASS 2 (GMSAF2)[12]	2,854 29	131.1990	374,480 91	1,000,000 00 770,000 00		144,480 91
NON-US EQUITY						
SPRUCEGROVE: NON-US EQUITY LLC						
SPRUCEGROVE NON-US EQUITY LLC CLASS 2 (GMSIA2SF)[12]	5,299 42	122 0250	646,661 97	1,000,000 00 435,000 00		81,661 97
WILLIAM BLAIR NON-US EQUITY LLC						
WILLIAM BLAIR NON-US EQUITY LLC CLASS 2 (GMSIA3WF)[12]	5,512 58	114 7520	632,580 38	1,000,000 00 380,000 00		12,580 38

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)
NON-US EQUITY						
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]						
ARTISAN DYNAMIC EQUITY(NON-US EQUITY)SERIES CLASS 2 (GMSAA2AF)[12]	6,884 74	179 3890	1,235,046 98	1,000,000 00 380,000.00		615,046 98

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**2,514,289.33**		**1,805,000.00**	**709,289.33**		
TOTAL PUBLIC EQUITY			**2,888,770.24**		**2,035,000.00**	**853,770.24**		

	Market Value	Adjusted Cost / [8] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**5,023,861.91**	**4,094,679.69** **6,059,679.69**	**929,170.32**	**64,368.78**

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator A partnership capital value statement is available upon request from your Private Wealth Advisor Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings Please contact your Private Wealth Advisor if you have any questions

[8] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

DAPHNE FOUNDATION WESTFIELD: LCG

Holdings

Period Ended June 30, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
WESTFIELD LARGE CAP GROWTH								
U S DOLLAR	13,330 12	1 0000	13,330 12		13,330 12			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	10,275 33	1 0000	10,275 33	1 0000	10,275 33		0 0687	7 06

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ACTAVIS INC CMN (ACT)	175 00	126 2200	22,088 50	94 4403	16,527 05	5,561 45		
AMAZON COM INC CMN (AMZN)	66.00	277 6900	18,327 54	197 1292	13,010 53	5,317 01		
AMERICAN INTL GROUP, INC CMN (AIG)	493 00	44 7000	22,037 10	33 6686	16,598 62	5,438 48		
APPLE, INC CMN (AAPL)	131 00	396 5300	51,945 43	272 7168	35,725 90	16,219 53	3 0767	1,598 20
BORGWARNER INC. CMN (BWA)	147 00	86 1500	12,664 05	85 4199	12,556 72	107 33		
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	580 00	44.6900	25,920 20	37 5841	21,798 76	4,121 44	3 1327	812 00
CARDINAL HEALTH INC CMN (CAH)	466 00	47 2000	21,995 20 140 97	42 9949	20,035 63	1,959 57	2 5636	563 86
CELGENE CORPORATION CMN (CELG)	358 00	116 9800	41,878 84	56 3669	20,179 36	21,699 48		
CISCO SYSTEMS, INC CMN (CSCO)	528 00	24 3350	12,848 88	20 7756	10,969 54	1,879 35	2 7943	359 04
CITRIX SYSTEMS INC CMN (CTXS)	296 00	60 3600	17,866 56	67 5339	19,990 02	(2,123 46)		
COCA-COLA COMPANY (THE) CMN (KO)	465 00	40 1100	18,651 15 130 20	41 1850	19,151.03	(499 88)	2 7923	520 80
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	48 00	62 6400	3,006 72	67 7125	3,250 20	(243 48)		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	558 00	41 7500	23,296.50	22.9385	12,799 69	10,496 81	1 8683	435 24
COOPER COMPANIES INC (NEW) CMN (COO)	186 00	119 0500	22,143 30	78 8306	14,662 50	7,480 80	0 0504	11 16
COSTCO WHOLESALE CORPORATION CMN (COST)	233 00	110 5700	25,762 81	101 7173	23,700 12	2,062 69	1 1215	288 92
CSX CORPORATION CMN (CSX)	663 00	23 1900	15,374 97	24 4547	16,213 49	(838 52)	2 5873	397 80
DANAHER CORPORATION CMN (DHR)	320 00	63 3000	20,256 00 8 00	52.7174	16,869 56	3,386 44	0 1580	32 00

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD LARGE CAP GROWTH								
EBAY INC CMN (EBAY)	202 00	51 7200	10,447 44	51 1108	10,324 38	123 06		
ECOLAB INC CMN (ECL)	147.00	85 1900	12,522 93 33 81	73 4439	10,796 25	1,726 68	1 0799	135 24
EMC CORPORATION MASS CMN (EMC)	462 00	23 6200	10,912 44 73.10	24 1274	11,146 84	(234 40)	1 6935	184 80
FMC CORPORATION CMN (FMC)	232 00	61 0600	14,165 92 31 32	57 4958	13,339 03	826 89	0 8844	125 28
GOOGLE, INC CMN CLASS A (GOOG)	55 00	880 3700	48,420 35	583 6817	32,102 50	16,317 85		
HALLIBURTON COMPANY CMN (HAL)	424 00	41 7200	17,689 28	31 0721	13,174.57	4,514 71	1 1985	212 00
INTERNATIONAL PAPER CO CMN (IP)	302 00	44 3100	13,381 62	34 2861	10,354 39	3,027 23	2 7082	362 40
JPMORGAN CHASE & CO CMN (JPM)	337.00	52 7900	17,790 23	42 5170	14,328 24	3,461 99	2 8793	512 24
KRAFT FOODS GROUP, INC CMN (KRFT)	209 00	55 8700	11,676 83 104 50	42 5947	8,902 30	2,774 53	3 5797	418 00
LAS VEGAS SANDS CORP CMN (LVS)	211 00	52 9300	11,168 23	52 3568	11,047 29	120 94	2 6450	295 40
LENNAR CORPORATION CMN CLASS A (LEN)	392 00	36 0400	14,127 68	42 1232	16,512 28	(2,384 60)	0 4440	62 72
MERCK & CO , INC CMN (MRK)	557 00	46 4500	25,872 65 239 51	44 1494	24,591 20	1,281 45	3 7029	958 04
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	744 00	28 5300	21,226 32 96 72	26 0632	19,391 01	1,835.31	1 8226	386 88
MONSANTO COMPANY CMN (MON)	195 00	98 8000	19,266 00	88 4325	17,244.33	2,021 67	1 5182	292 50
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (NOV)	219 00	68 9000	15,089 10	36 0860	7,902 83	7,186 27	1 5094	227 76
NIKE CLASS-B CMN CLASS B (NKE)	297 00	63 6800	18,912 96 62 37	52 5034	15,593 50	3,319 46	1 3191	249 48
OCCIDENTAL PETROLEUM CORP CMN (OXY)	149.00	89 2300	13,295 27 95 36	95 6163	14,246 83	(951 56)	2 8690	381.44
PACCAR INC CMN (PCAR)	226 00	53 6600	12,127 16	44 8177	10,128 80	1,998 36	1 4909	180 80
PFIZER INC CMN (PFE)	728 00	28 0100	20,391 28	30 3995	22,130 87	(1,739 59)	3 4273	698 88
PPG INDUSTRIES, INC CMN (PPG)	82 00	146 4100	12,005 62	101 0304	8,284 49	3,721 13	1 6666	200 08
PRECISION CASTPARTS CORP CMN (PCP)	111 00	226 0100	25,087 11 3 33	157 0609	17,433 76	7,653 35	0 0531	13 32

DAPHNE FOUNDATION WESTFIELD: LCG

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD: LARGE CAP GROWTH								
PRICELINE COM INC CMN (PCLN)	27 00	826 6700	22,320 09	694 8707	18,761 51	3,558 58		
QUALCOMM INC CMN (QCOM)	286 00	61 0900	17,471 74	54 1974	15,500 45	1,971 29	2 2917	400 40
SALESFORCE COM, INC CMN (CRM)	501 00	38 1800	19,128 18	39 7943	19,936 92	(808 74)		
STANLEY BLACK & DECKER INC CMN (SWK)	107 00	77 3000	8,271 10	71 3420	7,633 59	637 51		
STARBUCKS CORP CMN (SBUX)	324 00	65 5100	21,225.24	47 5133	15,394 31	5,830 93	1 2822	272 16
STATE STREET CORPORATION (NEW) CMN (STT)	286 00	65 2100	18,650 06 74 36	48 4537	13,857 75	4,792 31	1 5948	297 44
THE HERSHEY COMPANY CMN (HSY)	261 00	89 2800	23,302 08	55 5308	14,493 53	8,808 55	1 8817	438 48
THERMO FISHER SCIENTIFIC INC CMN (TMO)	335 00	84 6300	28,351 05 50 25	52 1321	17,464 24	10,886 81	0 7090	201 00
UNITED TECHNOLOGIES CORP CMN (UTX)	287 00	92 9400	26,673 78	74 8806	21,490 72	5,183 06	2 3026	614 18
VALERO ENERGY CORPORATION CMN (VLO)	563 00	34 7700	19,575 51	21 6075	12,165 04	7,410 47	2 3008	450 40
VIACOM INC CMN CLASS B (VIAB)	277 00	68 0300	18,844 31 83.10	51 8811	14,371 07	4,473.24	1 7639	332 40
VISA INC CMN CLASS A (V)	166 00	182 7500	30,336 50	129 5223	21,500 71	8,835 79	0 7223	219 12
WHOLE FOODS MARKET INC CMN (WFM)	256.00	51 4800	13,178 88	46 8451	11,992 35	1,186 53	0 7770	102 40
THE HOME DEPOT, INC CMN (HD)	296 00	77 4700	22,931 12	46 7489	13,837 68	9,093 44	2 0137	461 76
AMERICAN TOWER CORPORATION CMN (AMT)	131 00	73 1700	9,585 27 25 11	79 5782	10,424 75	(839 48)	1 2573	120 52
NIELSEN HOLDINGS B V. CMN (NLSN)	474 00	33 5900	15,921 66	34 8811	16,533 63	(611 97)	1 9053	303 36
SUNCOR ENERGY INC. CMN (SU)	462 00	29 4900	13,624 38	37 5090	17,329 18	(3,704 80)	2 5831	351 93

Goldman Sachs

DAPHNE FOUNDATION WESTFIELD: LCG

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD: LARGE CAP GROWTH								
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	358 00	28 7450	10,290 71	28 3857	10,162 07	128 64	5 3464	550 18
TOTAL WESTFIELD· LARGE CAP GROWTH			1,104,927 28 1,252 01		899,469 36	205,457 93	1 8978	16,039 08

	Market Value	Adjusted Cost / [8] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,106,179.29**	**899,469.36**	**205,457.93**	**16,039.08**

1,106,179
(1,252)
(13,330) Cash
(10,275) Cash
1,081,322 Ending FMV

899,469
(13,330) Cash
(10,275) Cash
875,864 Ending BV

[8] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
DIAMOND HILL LARGE CAP VALUE								
U S DOLLAR	312 97	1 0000	312 97		312 97			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	31,092 41	1 0000	31,092 41	1 0000	31,092 41		0 0687	21 36

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	227 00	109 3500	24,822 45	81 0838	18,406 01	6,416 44	2 3228	576 58
ABBOTT LABORATORIES CMN (ABT)	444 00	34 8800	15,486 72	22 9995	10,211 76	5,274 96	1 6055	248 64
AIR PRODUCTS & CHEMICALS INC CMN (APD)	124 00	91 5700	11,354 68 88 04	71 6620	8,886 08	2,468 60	3 1015	352 16
AMERICAN INTL GROUP, INC CMN (AIG)	847 00	44 7000	37,860 90	35 1482	29,770 49	8,090 41		
APACHE CORP CMN (APA)	294 00	83 8300	24,646 02	86 3261	25,379 87	(733 85)	0 9543	235 20
APPLE, INC CMN (AAPL)	41 00	396 5300	16,257 73	426 8232	17,499 75	(1,242 02)	3 0767	500 20
BAXTER INTERNATIONAL INC CMN (BAX)	279 00	69 2700	19,326 33 136 71	52 1601	14,552 67	4,773 66	2 8295	546 84
BOSTON SCIENTIFIC CORP COMMON STOCK (BSX)	2,198 00	9 2700	20,375 46	5 8418	12,840.36	7,535 10		
CHARLES SCHWAB CORPORATION CMN (SCHW)	1,089 00	21 2300	23,119 47	12 8741	14,019 88	9,099 59	1 1305	261 36
CISCO SYSTEMS, INC CMN (CSCO)	1,017 00	24 3350	24,748 70	21 2178	21,578 50	3,170 19	2 7943	691 56
CITIGROUP INC CMN (C)	767 00	47 9700	36,792 99	34 0076	26,083 86	10,709 13		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	379 00	41 7500	15,823 25	25 9405	9,831 44	5,991 81	1 8683	295 62
CONAGRA INC CMN (CAG)	750.00	34 9300	26,197 50	21 5891	16,191 81	10,005 69	2 8629	750 00
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	436 00	51 8800	22,619 68	62 7780	27,371.21	(4,751 53)	1 6962	383 68
DOVER CORPORATION CMN (DOV)	316 00	77 6600	24,540 56	35 3769	11,179 09	13,361 47	1 8027	442 40
EOG RESOURCES INC CMN (EOG)	245 00	131 6800	32,261 60	101 7634	24,932 04	7,329 56	0 5696	183 75
EXPRESS SCRIPTS HOLDINGS CMN (ESRX)	238 00	61 7400	14,694 12	58 6985	13,970 24	723 88		
GENERAL MILLS INC CMN (GIS)	476.00	48 5300	23,100 28	28 1782	13,412 80	9,687 48	3 1321	723 52

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

DAPHNE FOUNDATION DIAMOND HILL: LCV

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DIAMOND HILL LARGE CAP VALUE								
HARTFORD FINANCIAL SRVCS GROUP CMN (HIG)	568 00	30 9200	17,562 56 67 40	21 4260	12,169 96	5,392 60	1 2937	227 20
ILLINOIS TOOL WORKS CMN (ITW)	305 00	69 1700	21,096 85 115 90	46 8123	14,277 76	6,819 09	2 1975	463 60
INTL BUSINESS MACHINES CORP CMN (IBM)	101 00	191 1100	19,302 11	163 4683	16,510.30	2,791 81	1 9884	383 80
JPMORGAN CHASE & CO CMN (JPM)	693.00	52 7900	36,583.47	42 2383	29,271.16	7,312 31	2 8793	1,053 36
JUNIPER NETWORKS, INC CMN (JNPR)	466 00	19 3100	8,998 46	17 8227	8,305 36	693 10		
KIMBERLY CLARK CORP CMN (KMB)	303 00	97 1400	29,433 42 245 43	70.2958	21,299 64	8,133 78	3 3354	981 72
LINEAR TECHNOLOGY CORP CMN (LLTC)	298 00	36 8400	10,978 32	31 3375	9,338 58	1,639 75	2 8230	309 92
MC DONALDS CORP CMN (MCD)	207 00	99 0000	20,493 00	53 9987	11,177 73	9,315 27	3 1111	637 56
MEDTRONIC INC CMN (MDT)	802 00	51 4700	41,278 94	40 2086	32,247 33	9,031 61	2 1760	898 24
MICROSOFT CORPORATION CMN (MSFT)	905 00	34 5450	31,263 23	27 7451	25,109 30	6,153 93	2 6632	832 60
MORGAN STANLEY CMN (MS)	1,331 00	24 4300	32,516 33	21 0758	28,051.95	4,464 38	0 8187	266 20
NIKE CLASS-B CMN CLASS B (NKE)	310 00	63 6800	19,740.80 65 10	40 2070	12,464 16	7,276 64	1 3191	260 40
OCCIDENTAL PETROLEUM CORP CMN (OXY)	427 00	89 2300	38,101 21 273 28	81 5012	34,801.00	3,300 21	2 8690	1,093 12
PARKER-HANNIFIN CORP CMN (PH)	232 00	95 4000	22,132 80	60 2349	13,974 49	8,158 31	1 8868	417 60
PEPSICO INC CMN (PEP)	379 00	81 7900	30,998 41	57 2149	21,684.46	9,313 95	2 7754	860 33
PFIZER INC CMN (PFE)	1,241 00	28 0100	34,760 41	17 1560	21,290 63	13,469 79	3 4273	1,191 36
PHILIP MORRIS INTL INC CMN (PM)	175 00	86 6200	15,158 50 148 76	93 1259	16,297 03	(1,138 53)	3 9252	595 00
PNC FINANCIAL SERVICES GROUP CMN (PNC)	379 00	72.9200	27,636 68	59 6871	22,621 40	5,015 28	2 4136	667 04
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	431 00	76 9900	33,182 69	47 9269	20,656 49	12,526 20	3 1251	1,036 99
PROGRESSIVE CORPORATION (THE) CMN (PGR)	873 00	25 4200	22,191 66	21 9134	19,130 43	3,061 23	1 1192	248 37
PRUDENTIAL FINANCIAL INC CMN (PRU)	523 00	73 0300	38,194 69	55 6288	29,093.85	9,100 85	2 1909	836 80
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	254 00	60 6300	15,400 02 76 20	52 9110	13,439 40	1,960 62	1 9792	304 80
SOUTHWEST AIRLINES CO CMN (LUV)	834 00	12 8900	10,750 26	14 1251	11,780 37	(1,030 11)	1 2413	133 44

DAPHNE FOUNDATION DIAMOND HILL: LCV

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DIAMOND HILL: LARGE CAP VALUE								
SYSCO CORPORATION CMN (SYY)	677 00	34 1600	23,126 32	27 3282	18,501 17	4,625 15	3 2787	758 24
TJX COMPANIES INC (NEW) CMN (TJX)	493 00	50 0600	24,679 58	43 1349	21,265 53	3,414 05	1 1586	285 94
UNITED TECHNOLOGIES CORP CMN (UTX)	443 00	92 9400	41,172 42	52 4261	23,224 78	17,947 64	2 3026	948 02
VF CORP CMN (VFC)	128.00	193 0600	24,711 68	146 9275	18,806 72	5,904 96	1 8025	445 44
WELLS FARGO & CO (NEW) CMN (WFC)	628 00	41 2700	25,917 56	26 1422	16,417 28	9,500 28	2 9077	753 60
WHIRLPOOL CORP CMN (WHR)	53 00	114 3600	6,061 08	110 9404	5,879 84	181 24	2 1861	132 50
TOTAL DIAMOND HILL LARGE CAP VALUE			1,168,857 28 1,216 82		896,611 34	272,245 96	2 2133	23,236.06

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,170,074.10**	**896,611.34**	**272,245.96**	**23,236.06**

1,170,074
(1,217)
(313) Cash
(31,092) Cash
1,137,452 Ending FMV

896,611
(313) Cash
(31,092) Cash
865,206 Ending BV

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
EPOCH ALL CAP VALUE								
U S DOLLAR	214 13	1 0000	214 13		214 13			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	21,316 04	1 0000	21,316 04	1 0000	21,316 04		0 0673	14 35

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ABBOTT LABORATORIES CMN (ABT)	230 00	34 8800	8,022 40	24 0004	5,520 10	2,502 30	1 6055	128 80
ABBVIE INC CMN (ABBV)	230 00	41 3400	9,508 20	26 0264	5,986 08	3,522 12	3 8703	368 00
AETNA INC CMN (AET)	188 00	63 5400	11,945 52	36 5900	6,878 92	5,066 60	1 2590	150 40
AGCO CORP CMN (AGCO)	129 00	50 1900	6,474 51	53 3301	6,879 58	(405 07)	0 7970	51 60
AGILENT TECHNOLOGIES, INC. CMN (A)	245 00	42.7600	10,476 20 29 40	37 9371	9,294 58	1,181 62	1 1225	117 60
AMERICAN EXPRESS CO. CMN (AXP)	83 00	74 7600	6,205 08	52 6465	4,369 66	1,835 42	1 2306	76 36
AMERICAN INTL GROUP, INC CMN (AIG)	208 00	44 7000	9,297 60	41 8738	8,709 74	587 86		
AMERIPRISE FINANCIAL, INC. CMN (AMP)	102 00	80 8800	8,249.76	58 2917	5,945 75	2,304 01	2 5717	212 16
APPLE, INC CMN (AAPL)	39 00	396 5300	15,464 67	450 9692	17,587 80	(2,123 13)	3 0767	475 80
BLACKROCK, INC CMN (BLK)	33 00	256.8500	8,476.05	169 9927	5,609 76	2,866 29	2 6163	221 76
BOEING COMPANY CMN (BA)	166 00	102 4400	17,005 04	71 2214	11,822 75	5,182 29	1 8938	322 04
CAPITAL ONE FINANCIAL CORP CMN (COF)	144 00	62 8100	9,044.64	54 6720	7,872 77	1,171 87	1 9105	172 80
CENTURYLINK INC CMN (CTL)	323 00	35 3500	11,418 05	33.5006	10,820 69	597 36	6 1103	697 68
CIT GROUP INC. CMN CLASS (CIT)	212 00	46 6300	9,885 56	40 1974	8,521 84	1,363 72		
CITIGROUP INC CMN (C)	155 00	47 9700	7,435 35	47.6631	7,387 78	47 57		
CME GROUP INC CMN CLASS A (CME)	152 00	75 9500	11,544 40	52 5584	7,988 88	3,555 52	2 3700	273 60
COMCAST CORPORATION CMN CLASS A NON VOTING (CMCSK)	288.00	39 6700	11,424 96	23 5968	6,795 88	4,629 08	1 9662	224 64
CVS CAREMARK CORPORATION CMN (CVS)	210 00	57 1800	12,007 80	51 6517	10,846 86	1,160 94	1 5740	189 00

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

DAPHNE FOUNDATION: EPOCH: ACV

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EPOCH ALL CAP VALUE								
DANA HOLDING CORPORATION CMN (DAN)	355 00	19 2600	6,837 30	17 6542	6,267 24	570 06	1 0384	71 00
DAVITA HEALTHCARE PARTNERS INC CMN (DVA)	92 00	120 8000	11,113 60	81 6500	7,511 80	3,601 80		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	148 00	51 8800	7,678 24	87 9900	13,022 52	(5,344 28)	1 6962	130 24
E I DU PONT DE NEMOURS AND CO CMN (DD)	176 00	52 5000	9,240 00	51 6544	9,091 18	148.82	3 4286	316 80
ECOLAB INC CMN (ECL)	105 00	85 1900	8,944 95 24 15	45 2551	4,751 79	4,193.16	1 0799	96 60
ELECTRONIC ARTS CMN (EA)	307 00	22 9900	7,057 93	19 1589	5,881 77	1,176 16		
ENDO HEALTH SOLUTIONS INC CMN (ENDP)	218 00	36 7900	8,020 22	35 6451	7,770 62	249 60		
EXXON MOBIL CORPORATION CMN (XOM)	152 00	90 3500	13,733 20	82 1004	12,479 26	1,253 94	2 7892	383 04
FIDELITY NATL INFO SVCS INC CMN (FIS)	161 00	42 8400	6,897 24	28 5958	4,603 92	2,293 32	2 0542	141 68
GENUINE PARTS CO CMN (GPC)	151 00	78 0700	11,788 57 81 16	51 7900	7,820 29	3,968 28	2 7539	324 65
INGREDION INC CMN (INGR)	176 00	65 6200	11,549 12 66 88	50 3880	8,868 30	2,680 82	2 3164	267 52
INTL GAME TECHNOLOGY CMN (IGT)	637 00	16 7100	10,644 27 57 33	16 3438	10,411 00	233 27	2 1544	229 32
J M. SMUCKER CO. CMN (SJM)	61 00	103.1500	6,292 15	82 4905	5,031 92	1,260 23	2 0165	126 88
KOHL'S CORP (WISCONSIN) CMN (KSS)	208 00	50 5100	10,506 08	47 3827	9,855 60	650 48	2 7717	291 20
LABORATORY CORPORATION OF AMER CMN (LH)	62 00	100 1000	6,206 20	90 2433	5,595 09	611 11		
LIFE TIME FITNESS, INC CMN (LTM)	132 00	50 1100	6,614 52	42 8961	5,662 29	952 23		
MARSH & MCLENNAN CO INC CMN (MMC)	229 00	39 9200	9,141 68	33 0240	7,562 50	1,579 18	2 5050	229 00
MASCO CORPORATION CMN (MAS)	544 00	19 4900	10,602 56	13 7800	7,496 32	3,106 24	1 5393	163 20
MC DONALDS CORP CMN (MCD)	86 00	99 0000	8,514 00	88 6530	7,624 16	889 84	3 1111	264 88
MICROSOFT CORPORATION CMN (MSFT)	655 00	34 5450	22,626 98	25 8123	16,907 06	5,719 92	2 6632	602 60
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (NOV)	150 00	68 9000	10,335 00	71.9238	10,788 56	(453 56)	1.5094	156 00
OCCIDENTAL PETROLEUM CORP CMN (OXY)	123 00	89 2300	10,975.29 78 72	91 7172	11,281 21	(305 92)	2 8690	314 88
ORACLE CORPORATION CMN (ORCL)	447 00	30 7100	13,727 37	31 5373	14,097.19	(369 82)	1 5630	214 56
PEPSICO INC CMN (PEP)	137 00	81 7900	11,205 23	68 5477	9,391 04	1,814 19	2 7754	310 99

DAPHNE FOUNDATION: EPOCH: ACV

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EPOCH· ALL CAP VALUE								
PRAXAIR, INC CMN SERIES (PX)	116 00	115 1600	13,358 56	98 1900	11,390 04	1,968 52	2 0841	278 40
ROCK-TENN CO CL A CMN CLASS A (RKT)	100 00	99.8800	9,988 00	67 4368	6,743 68	3,244 32	1 2014	120 00
ROCKWELL COLLINS, INC CMN (COL)	120 00	63 4100	7,609 20	63 4200	7,610 40	(1 20)	1 8924	144 00
STAPLES, INC CMN (SPLS)	493 00	15 8700	7,823 91 59 16	19 0867	9,409 75	(1,585 84)	3 0246	236 64
TEXAS INSTRUMENTS INC CMN (TXN)	331 00	34 8500	11,535 35	34 6100	11,455 91	79 44	3 2138	370 72
TIME WARNER INC. CMN (TWX)	243 00	57 8200	14,050 26	37 7837	9,181.44	4,868 82	1 9889	279 45
TJX COMPANIES INC (NEW) CMN (TJX)	241 00	50 0600	12,064 46	24 8500	5,988 85	6,075 61	1 1586	139 78
UNITED TECHNOLOGIES CORP CMN (UTX)	61 00	92 9400	5,669 34	86 0884	5,251 39	417 95	2 3026	130 54
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	209 00	65 4800	13,685 32	44 8363	9,370 78	4,314 54	1 7104	234 08
VECTREN CORP CMN (VVC)	178 00	33 8300	6,021.74	28 9670	5,156 12	865 62	4 1975	252 76
VISA INC CMN CLASS A (V)	80 00	182 7500	14,620 00	72.7507	5,820 06	8,799 94	0 7223	105.60
VISTEON CORPORATION CMN (VC)	143 00	63 1200	9,026 16	64 9906	9,293 65	(267 49)		
WABTEC CORP CMN (WAB)	160 00	53 4300	8,548 80	28 0563	4,489 01	4,059 79	0 2995	25 60
WASTE CONNECTIONS INC CMN (WCN)	237.00	41 1400	9,750 18	36 1924	8,577 61	1,172 57	0 9723	94 80
WISCONSIN ENERGY CORP(HLDG CO) CMN (WEC)	217 00	40 9900	8,894 83	30 0800	6,527 36	2,367 47	3 3179	295 12
INGERSOLL-RAND PLC CMN (IR)	175 00	55 5200	9,716 00	44 6352	7,811 16	1,904 84	1 5130	147 00
TOTAL EPOCH ALL CAP VALUE			608,029 77 396 80		504,219 43	103,810 34	2 0981	11,186 12

	Market Value	Adjusted Cost / ⁸ Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**608,426.57**	**504,219.43**	**103,810.34**	**11,186.12**

[8] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

608,427
(397)
(214) Cash
(21,316) Cash
586,500 Ending FMV

504,219
(214) Cash
(21,316) Cash
482,689 Ending BV

DAPHNE FOUNDATION : BARON CAPITAL: ACG

Holdings

Period Ended June 30, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
BARON CAPITAL ALL CAP GROWTH								
U S DOLLAR	113.15	1 0000	113 15		113 15			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	3,959 29	1 0000	3,959 29	1 0000	3,959 29		0 0717	2 84
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
AIRGAS INC CMN (ARG)	155 00	95.4600	14,796 30	64 8406	10,050 30	4,746 00	2 0113	297 60
AMAZON COM INC CMN (AMZN)	23 00	277 6900	6,386 87	177 4483	4,081 31	2,305 56		
ANSYS INC CMN (ANSS)	218 00	73 1000	15,935 80	52 9193	11,536 41	4,399 39		
CARMAX, INC CMN (KMX)	397 00	46 1600	18,325 52	30 4361	12,083 12	6,242 40		
CBRE GROUP INC CMN (CBG)	259 00	23 3600	6,050 24	24 9498	6,462 00	(411.76)		
CERNER CORP CMN (CERN)	87 00	96 0900	8,359 83	61 4410	5,345 37	3,014 46		
CHARLES SCHWAB CORPORATION CMN (SCHW)	1,196 00	21 2300	25,391 08	18 1043	21,652 78	3,738.30	1 1305	287 04
CHOICE HOTELS INTL INC CMN (CHH)	366 00	39 6900	14,526 54 67 71	38 9017	14,238 01	288 53	1.8644	270 84
CONCHO RESOURCES INC CMN (CXO)	269 00	83 7200	22,520 68	88 3702	23,771 59	(1,250 90)		
DICKS SPORTING GOODS INC CMN (DKS)	310 00	50 0600	15,518 60	40 9407	12,691 61	2,827 00	0 9988	155 00
DISCOVERY COMMUNICATIONS, INC CMN SERIES A (DISCA)	275 00	77 2400	21,241 00	40 9957	11,273 82	9,967 18		
EATON VANCE CORP (NON-VTG) CMN (EV)	212 00	37 5900	7,969 08	31 5242	6,683 12	1,285 96	2 1282	169 60
ECOLAB INC CMN (ECL)	178 00	85 1900	15,163 82 40 94	47 8365	8,514 89	6,648 93	1 0799	163 76
EDWARDS LIFESCIENCES CORP CMN (EW)	326 00	67 2000	21,907 20	71.3272	23,252 68	(1,345 47)		
FACTSET RESEARCH SYSTEMS INC CMN (FDS)	238 00	101 9400	24,261 72	100.3648	23,886 82	374 90	1.3734	333 20
FASTENAL CO CMN (FAST)	405 00	45 7900	18,544 95	30 9318	12,527 37	6,017 58	1 7471	324 00
FLEETCOR TECHNOLOGIES, INC. CMN (FLT)	150 00	81 3000	12,195 00	71 2197	10,682 95	1,512 05		
GARTNER, INC CMN (IT)	345 00	56 9900	19,661 55	47 4954	16,385 91	3,275 64		
GOOGLE, INC CMN CLASS A (GOOG)	7 00	880 3700	6,162 59	770 3129	5,392 19	770 40		
HELMERICH & PAYNE INC CMN (HP)	175 00	62 4500	10,928 75	62 5685	10,949 48	(20 73)	3 2026	350 00
HYATT HOTELS CORPORATION CMN CLASS A (H)	649 00	40 3600	26,193.64	42 8714	27,823 52	(1,629 88)		
IDEXX LABORATORIES CMN (IDXX)	214 00	89 6900	19,193.66	78 2452	16,744.47	2,449 19		

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Goldman Sachs

DAPHNE FOUNDATION : BARON CAPITAL: ACG

Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
BARON CAPITAL· ALL CAP GROWTH								
ILLUMINA INC CMN (ILMN)	346 00	74 8400	25,894 64	49 5274	17,136 49	8,758 15		
ITC HOLDINGS CORP. CMN (ITC)	299 00	91 3000	27,298 70	74 7324	22,344 98	4,953 72	1 6539	451 49
METTLER-TOLEDO INTL CMN (MTD)	76 00	201 2000	15,291 20	171 1887	13,010 34	2,280 86		
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	81 00	112 4900	9,111 69	110 4751	8,948 48	163 21		
MORNINGSTAR, INC CMN (MORN)	162 00	77 5800	12,567 96	57 0139	9,236 25	3,331 71	0 6445	81 00
MRC GLOBAL INC. CMN (MRC)	188 00	27 6200	5,192 56	33 9946	6,390 99	(1,198 43)		
MSCI INC. CMN (MSCI)	150.00	33 2700	4,990 50	34 6802	5,202 03	(211 53)		
PALL CORP CMN (PLL)	205 00	66.4300	13,618 15	67 4672	13,830 78	(212 63)	1 5053	205 00
PERRIGO COMPANY CMN (PRGO)	69.00	121 0000	8,349 00	91 1069	6,286 37	2,062 63	0 2975	24 84
PRECISION CASTPARTS CORP CMN (PCP)	81 00	226 0100	18,306 81	166 2421	13,465 61	4,841 20	0 0531	9 72
			2 43					
PRICELINE COM INC CMN (PCLN)	19 00	826 6700	15,706 73	469 2647	8,916 03	6,790 70		
RALPH LAUREN CORP CMN CLASS A (RL)	92 00	173 7400	15,984 08	125.0658	11,506 06	4,478 02		
			36 80					
SBA COMMUNICATIONS CORP CMN (SBAC)	206 00	74 1200	15,268 72	40 6559	8,375 12	6,893 61		
VERISK ANALYTICS INC CMN CLASS A (VRSK)	419 00	59 7000	25,014 30	33 2286	13,922 79	11,091 51		
WYNN RESORTS, LIMITED CMN (WYNN)	73 00	127 9700	9,341.81	111 0827	8,109 04	1,232 77	3 1257	292 00
CORE LABORATORIES N V. CMN (CLB)	86 00	151 6600	13,042 76	95 8218	8,240 67	4,802 09	0 8440	110 08
NIELSEN HOLDINGS B V CMN (NLSN)	453 00	33 5900	15,216.27	27 3214	12,376 60	2,839 67	1.9053	289 92
RYANAIR HOLDINGS PLC ADR SPONSORED ADR CMN (RYAAY)	348 00	51 5300	17,932 44	38 7162	13,473 24	4,459 20		
TOTAL BARON CAPITAL ALL CAP GROWTH			623,435 18		500,874 03	122,561 19	1 4204	3,817 93
			147 88					

	Market Value	Adjusted Cost / Original Cost [8]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**623,583.06**	**500,874.03**	**122,561.19**	**3,817 93**

[8] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

623,583
(148)
(113) Cash
(3,959) Cash
619,363 Ending FMV

500,874
(113) Cash
(3,959) Cash
496,802 Ending BV

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GMS 04347-3 FIX INC MUTUAL FD -SEE ATTACHED STMT	1,832,809.	1,908,209.
TOTALS	1,832,809.	1,908,209.

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	58,086 634	7 1900	417,642 90	7 4199	430,999 72	(13,356 82) 132,736 73		27,765 41
TOTAL FIXED INCOME			**1,908,208.59** **11.91**		**1,832,808.52**	**75,400.08**		**64,220.96**

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL: BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ACCUMULATED DEPRECIATION DETAIL: BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE EQUIPMENT	SL	1,992.			1,992	1,992.			1,992
TOTALS		1,992.			1,992.	1,992.			1,992.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INCOME	3,026.	3,026.
SECURITY DEPOSIT	851.	851.
TOTALS	3,877.	3,877.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
OTHER PAYABLES		5,083.
	TOTALS	5,083.

DAPHNE FOUNDATION
E.I.N. #95-4288541
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION
Fiscal Year Ending June 30, 2013

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

Grantee: Center for Sustainable Energy Technologies (CSET),
8th Street Sinkor, Tubman Blvd, PO Box 4127, Monrovia, Liberia

Date of Grant Agreement: July 20, 2012
Amount of Grant Award Under the Grant Agreement: $34,710

Total Grant Funds Paid Out:
$15,000 paid on July 24, 2012 *(date of wire request)*
$19,710 paid on November 8, 2012 *(date of wire request)*
$34,710

Purpose: Joint Awareness, Efficiency and Monitoring Project to Create an Efficient Charcoal Production Method and Improved Cook Stoves. Bokay Town, Grand Bassa County, Republic of Liberia

Amount of grant spent by grantee: $14,734
Amount of grant *unspent* by grantee (as of December 31, 2013): $19,975

Diversion: *To the knowledge of the foundation, and based on the on site review and the report furnished by the grantee, no part has been used for other than its intended purpose.*

Date of report(s) received from grantee: June 17, 2013; November 11, 2013; and February 7, 2014

Verification: Although no independent verification of the grantee's reports was required under Reg. 53.4945-5(c), the *Daphne Foundation* did conduct a site review on February 7, 2014 in Monrovia, Republic of Liberia. That review disclosed that the grantee has thus far complied with the terms of the grant.

Additionally, during this site visit both the Foundation and CSET agreed to major changes in the project's focus. The grantee will be discontinuing most of the original mandates of the project (largely working directly with the citizens of Bokay Town to build awareness of why the use of more efficient cookstoves is important to the health and well-being of individuals), and will concentrate on refining the technology that has been piloted during the initial phase of the Foundation's work in Grand Bassa, specifically the Kiln (used to make charcoal) and the Gikko Cookstove (used for cooking). The Foundation wants to support the grantee's research and testing as they continue working to refining and improve upon the science of both technologies, as well as uncovering the feasibility a larger-scale of manufacturing and distribution within Liberia.

The grantee has provided a financial report on exactly how much of the original grant remains and is now working on a revised project narrative (and budget) on how those remaining funds will be used toward successfully meeting the new project mandates outlined above.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ABIGAIL E. DISNEY C/O SHAMROCK HOLDINGS, INC. 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA 91505	CO-PRESIDENT <1 HR/WK	0	0	0
PIERRE HAUSER II C/O SHAMROCK HOLDINGS, INC. 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA 91505	CO-PRESIDENT <1 HR/WK	0	0	0
LEAH DOYLE COLEMAN C/O SHAMROCK HOLDINGS, INC. 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA 91505	TREASURER <1 HR/WK	0	0	0
DEBORAH HOWES C/O SHAMROCK HOLDINGS, INC. 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA 91505	SECRETARY <1 HR/WK	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABRAHAM HOUSE 342 WILLIS AVENUE BRONX, NY 10454	NONE / PUBLIC	GENERAL SUPPORT	35,000
BATTERED WOMEN'S RESOURCE CENTER P O BOX 20181 GREELEY SQUARE STATION NEW YORK, NY 10001	NONE / PUBLIC	GENERAL SUPPORT	35,000
CHILD WELFARE ORGANIZING PROJECT 80 EAST 110TH STREET, #1E NEW YORK, NY 10029	NONE / PUBLIC	GENERAL SUPPORT	35,000
COMMUNITY VOICES HEARD 115 EAST 106TH ST , 3RD FLOOR NEW YORK, NY 10029	NONE / PUBLIC	GENERAL SUPPORT	35,000
FRESH YOUTH INITIATIVES 505 W. 171ST STREET NEW YORK, NY 10032	NONE / PUBLIC	GENERAL SUPPORT	35,000.
INFORMATION FOR FAMILIES 71 CHARLES ST NEW YORK, NY 10014	NONE / PUBLIC	GENERAL SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KOREAN AMERICAN FAMILY SERVICE CENTER P O BOX 541429 FLUSHING, NY 11354	NONE / PUBLIC	GENERAL SUPPORT	35,000
MAURA CLARKE & ITA FORD CENTER 75 LEWIS AVENUE BROOKLYN, NY 11206	NONE / PUBLIC	GENERAL SUPPORT	35,000
RESEARCH FOUNDATION OF THE CITY UNIV. OF NY 230 W 41ST ST, FLOOR 7 NEW YORK, NY 10036	NONE / PUBLIC	GENERAL SUPPORT	35,000
SAKHI FOR SOUTH ASIAN WOMEN P. O BOX 20208, GREELEY SQUARE STATION NEW YORK, NY 10001	NONE / PUBLIC	GENERAL SUPPORT	35,000
THE DOME PROJECT 486 AMSTERDAM AVENUE NEW YORK, NY 10024	NONE / PUBLIC	GENERAL SUPPORT	35,000.
PICTURE THE HOMELESS 2427 MORRIS AVE , 2ND FLOOR BRONX, NY 10468	NONE / PUBLIC	GENERAL SUPPORT	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR SUSTAINABLE ENERGY TECHNOLOGY 8TH STREET SINKOR, TUBMAN BLVD. PO BOX 412 MONROVIA LIBERIA	NONE / FOREIGN NGO	GENERAL SUPPORT	34,710
CORRECTIONAL ASSOCIATION OF NEW YORK 2090 ADAM CLAYTON POWELL, JR. BLVD NEW YORK, NY 10027	NONE/PUBLIC	GENERAL SUPPORT	35,000.
THE FUND FOR THE CITY OF NEW YORK 121 AVENUE OF THE AMERICAS 6TH FLOOR NEW YORK, NY 10013	NONE/PUBLIC	GENERAL SUPPORT	35,000
AMETHYST WOMEN'S PROJECT, INC. 1907 MERMAID AVENUE BROOKLYN, NY 11224	NONE/PUBLIC	GENERAL SUPPORT	5,000
		TOTAL CONTRIBUTIONS PAID	499,710.