Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do 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.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

A Employer identification number: 61-1777495

Number and street (or P O box number if mail is not delivered to street address): 3500 W. OLIVE AVE

Room/suite: STE 700

B Telephone number (see instructions): (818) 973-4240

City or town, state or province, country, and ZIP or foreign postal 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: [X] 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)* ▶ $ 122,127,046.

J Accounting method: [ ] Cash [X] 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	514,645.	514,645.		
	4 Dividends and interest from securities	480,294.	692,632.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,924,744.			
	b Gross sales price for all assets on line 6a 37,773,503.				
	7 Capital gain net income (from Part IV, line 2)		1,924,746.		
	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 1	161.	-22,212.		
	12 **Total.** Add lines 1 through 11	2,919,844.	3,109,811.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	118,125.	11,812.		106,313.
	14 Other employee salaries and wages	67,840.			67,840.
	15 Pension plans, employee benefits	64,170.	1,956.		62,214.
	16a Legal fees (attach schedule) ATCH 2	62,729.			62,729.
	b Accounting fees (attach schedule) ATCH 3	25,300.	7,590.		17,710.
	c Other professional fees (attach schedule) [4]	347,309.	266,574.		80,735.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	46,437.			
	19 Depreciation (attach schedule) and depletion	30,405.			
	20 Occupancy	96,167.			96,167.
	21 Travel, conferences, and meetings	10,626.			10,626.
	22 Printing and publications	544.			544.
	23 Other expenses (attach schedule) ATCH 6	42,900.	3,341.		39,559.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	912,552.	291,273.		544,437.
	25 Contributions, gifts, grants paid	2,139,427.			2,489,127.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,051,979.	291,273.	0.	3,033,564.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-132,135.			
	b **Net investment income** (if negative, enter -0-)		2,818,538.		
	c **Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing		165,703.	165,703.
	2	Savings and temporary cash investments		3,901,145.	3,901,145.
	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		8,842.	8,842.
	10a	Investments - U S and state government obligations (attach schedule)[7]		9,293,802.	9,293,802.
	b	Investments - corporate stock (attach schedule) ATCH 8		56,271,141.	56,271,141.
	c	Investments - corporate bonds (attach schedule) ATCH 9		33,687,021.	33,687,021.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10		18,010,143.	18,010,143.
	14	Land, buildings, and equipment basis ▶ 541,970.			
		Less accumulated depreciation (attach schedule) ▶ 32,948.		509,022.	509,022.
	15	Other assets (describe ▶ ATCH 11)		280,227.	280,227.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	122,127,046.	122,127,046.
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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		122,127,046.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	0.	122,127,046.	
	31	Total liabilities and net assets/fund balances (see instructions)	0.	122,127,046.	

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	0.
2	Enter amount from Part I, line 27a	2	-132,135.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	122,259,181.
4	Add lines 1, 2, and 3	4	122,127,046.
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	122,127,046.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,924,746.
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))
2015	3,587,919.	120,746,567.	0.029714
2014	3,497,543.	89,119,387.	0.039246
2013	1,485,643.	66,801,377.	0.022240
2012	247,638.	32,734,887.	0.007565
2011	4,385.	9,593,259.	0.000457

2	Total of line 1, column (d)	2	0.099222
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	0.019844
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	57,454,673.
5	Multiply line 4 by line 3	5	1,140,131.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,185.
7	Add lines 5 and 6	7	1,168,316.
8	Enter qualifying distributions from Part XII, line 4	8	3,443,907.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	28,185.
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	28,185.
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	28,185.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 130,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	130,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	817.
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	100,998.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 100,998. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	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)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE,			
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KATHLEEN 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 |

			Yes	No
16	At any time during calendar year 2016, 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 FinCEN Form 114 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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		
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 2016 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 2016)*	3b		X
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 2016?	4b		X

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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 4945(d)(4)(A)? (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		
	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? ☐ 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		

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 13		118,125.	19,560.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		113,149.
Total number of others receiving over $50,000 for professional services ▶		0.

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	35,628,991.
b	Average of monthly cash balances	1b	17,684,134.
c	Fair market value of all other assets (see instructions)	1c	5,016,492.
d	**Total** (add lines 1a, b, and c)	1d	58,329,617.
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	58,329,617.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	874,944.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,454,673.
6	**Minimum investment return.** Enter 5% of line 5	6	2,872,734.

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	2,872,734.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	28,185.		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,185.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,844,549.
4	Recoveries of amounts treated as qualifying distributions			4	100,000.
5	Add lines 3 and 4			5	2,944,549.
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	7,615,483.**

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	3,033,564.
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	410,343.
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	3,443,907.
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	28,185.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,415,722.

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

**The total distributable amount reported on Part XI, Line 7 includes amounts from The Roy and Patricia Disney Family Foundation (EIN 23-7028399), which merged with this taxpayer in a transaction described in section 507(b)(2). Additional amounts include $600,232 of 2014 undistributed income and $4,070,702 of 2015 undistributed income. See the General Explanation Attachment for additional detail.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				7,615,483.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 3,443,907.				
a Applied to 2015, 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 2016 distributable amount				3,443,907.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016. *(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				
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				4,171,576.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [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 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 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**				2,489,127.
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	514,645.	
4 Dividends and interest from securities			14	480,294.	
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	1,924,744.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				161.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,919,844.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,919,844.

(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)

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 of officer or trustee | Date: 11-14-17 | Title: Board Chair

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
CHIP LIGHTFOOT	Chip Lightfoot, CPA	11/13/17		P00307614
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 601 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017			Phone no 213-356-6000	

JSA
6E1493 1 000
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2.	
		PUBLICLY TRADED SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
37773503.		35848759.					1,924,744.	
TOTAL GAIN(LOSS)							1,924,746.	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART I, LINE 19 & FORM 990-PF, PART II, LINE 14

	ASSETS
EQUIPMENT	131,258
FURNITURE & FIXTURES	162,953
LEASEHOLD IMPROVEMENTS	206,087
SOFTWARE	41,672
TOTAL	541,970
LESS ACCUMULATED DEPRECIATION	(32,948)
	509,022

FORM 990-PF, PART I, LINE 19

DEPRECIATION EXPENSE FOR THE YEAR ENDED DEC. 31, 2016: 30,405

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-A, LINE 11

CONTROLLED ENTITIES

NAME: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

ADDRESS: 3500 W. OLIVE AVE, STE 700
BURBANK, CA 91505

EIN: 61-1777495

THIS ENTITY IS NOT CONSIDERED AN EXCESS BUSINESS HOLDING.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PHILANTHROPY CONSULTANTS	69,387.			69,387.
SHAMROCK INVESTMENT MNGT FEE	1,500.	1,500.		
BANK OF NY MANAGEMENT FEES	265,074.	265,074.		
INSURANCE	5,378.			5,378.
OTHER CONSULTING & PROF SRVCES	5,970.			5,970.
TOTALS	347,309.	266,574.		80,735.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EXCISE TAXES	45,782.			
FOREIGN TAX EXPENSE	655.			
TOTALS	46,437.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMMUNICATIONS	7,770.			7,770.
TECHNOLOGY	11,520.			11,520.
PARKING & VALIDATIONS	8,083.			8,083.
OFFICE EQUIPMENT & REPAIRS	218.			218.
FURNITURE & REPAIRS	1,572.			1,572.
MOBILE DEVICES AND FEES	673.			673.
SOFTWARE LICENSING	2,259.			2,259.
SHIPPING & POSTAGE	894.			894.
OFFICE SUPPLIES	6,231.			6,231.
MISCELLANEOUS EXPENSE	104.			104.
CALIFORNIA FILING FEES	235.			235.
SEC CLAIMS SETTLEMENT FEES	3,341.	3,341.		
TOTALS	42,900.	3,341.		39,559.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS, LLP	25,300.	7,590.		17,710.
TOTALS	25,300.	7,590.		17,710.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LOEB & LOEB LLP	34,247.			34,247.
LAPIN & DAVIS LLP	24,058.			24,058.
RICHARDS LAYTON & FINGER	1,686.			1,686.
NEO LAW GROUP	1,330.			1,330.
FLAGLER LAW GROUP LLC	1,200.			1,200.
N R A I	189.			189.
GANG, TYRE, RAMER BROWN INC	19.			19.
TOTALS	62,729.			62,729.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SEC CLAIMS SETTLEMENT	161.	161.	
PASSTHROUGH INCOME FROM PARTNERSHIPS		-22,373.	
TOTALS	161.	-22,212.	

FORM 990-PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN MTG CORP GOLD PASSTHRU CTF POOL NUM Q31912	108,866	108,866
FED HOME LN BKS	155,367	155,367
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AH1684	5,807	5,807
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AI8479	44,858	44,858
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AJ2293	39,867	39,867
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AJ3615	114,692	114,692
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AJ9327	33,695	33,695
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AL5165	42,252	42,252
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AP3086	25,853	25,853
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AP6334	54,863	54,863
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AS0379	41,784	41,784
FED NAT'L MTG ASSN POOL #AT2725 PASSTHRU CTF	33,505	33,505
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AT4797	58,088	58,088
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AU4779	73,135	73,135
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AU8053	108,977	108,977
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AU7388	16,231	16,231
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AU7367	19,397	19,397
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AV1004	10,879	10,879
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUMAV1030	15,098	15,098
FED NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2006-8 CLASS WN	14,472	14,472
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AE0042	48,280	48,280
FED NAT'L MTG ASSN PASSTHRU CTF POOL NUM AI4797	58,088	58,088
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2010-124 CLASS IO	868	868
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTFS ERIES 2010-156 CLASS IO	2,281	2,281
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2013-2 CLASS IO	6,680	6,680
GOV'T NAT'L MTG ASSN REMIC PASSTHRU SERIES 2012-125 CLASS IO	3,782	3,782
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2013-59 CLASS IO	11,961	11,961
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2015-7 CLASS IO	8,802	8,802
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2015-122 CLASS IO	9,387	9,387
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2015-41 CLASS IO	6,248	6,248
GOV'T NAT'L MTG ASSN REMIC PASSTHRU CTF SERIES 2015-78 CLASS IO	10,652	10,652
UNITED STATES TREASURY NOTES DTD 2/28/2015 0.5% 2/28/2017	255,023	255,023
UNITED STATES TREASURY NOTES DTD 9/30/2015 1.5% 9/30/2020	177,961	177,961
US TREASURY INFLATION INDEXED BOND DTD 7/15/2010 1.25% 7/15/2020	158,029	158,029

FORM 990-PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREASURY STRIP DTD 5/15/2015 MAT 5/15/2045	405,296	405,296
UNITED STATES TREASURY STRIP DTD 8/17/2015 MAT 8/15/2045	406,850	406,850
UNITED STATES TREASURY STRIP DTD 11/16/2015 MAT 11/15/2045	603,705	603,705
UNITED STATES TREASURY BOND DTD 2/15/2015 2.5% 2/15/2045	890,740	890,740
UNITED STATES TREASURY BOND DTD 2/16/2016 2.5% 2/15/2046	1,159,610	1,159,610
UNITED STATES TREASURY BOND DTD 5/15/2016 2.5% 5/15/2046	1,510,739	1,510,739
FED FARM CREDIT BANK DTD 8/26/2015 FLTG RATE 2/26/2018	500,660	500,660
UNITED STATES TREASUREY NOTE DTD 6/30/2016 0.625% 6/30/2018	546,541	546,541
UNITED STATES TREASURY NOTE DTD 10/31/2016 MAT 10/31/2018	744,608	744,608
UNITED STATES TREASURY NOTE DTD 10/31/2012 0.75% 10/31/2017	749,325	749,325
TOTALS	9,293,802	9,293,802

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THE WALT DISNEY COMPANY	1,097,114	1,097,114
A E S CORP	166,747	166,747
ABBVIE INC.	417,049	417,049
ACI WORLDWIDE INC.	36,227	36,227
ADOBE SYSTEMS INC.	380,709	380,709
ADVANCED ENERGY INDS INC.	46,100	46,100
AFFILIATED MANAGERS GROUP INC.	33,274	33,274
AFLAC INC.	180,960	180,960
AKORN INC.	44,315	44,315
ALASKA AIR GROUP INC.	239,571	239,571
ALEXANDER & BALDWIN INC.	120,072	120,072
ALIGN TECHNOLOGY INC.	93,342	93,342
ALLERGAN PLC	115,085	115,085
ALLIANT TECHSYSTEMS INC.	147,386	147,386
ALPHABET, INC.	428,629	428,629
AMAZON.COM INC.	360,687	360,687
AMDOCS LTD ORD	168,925	168,925
AMERICAN TOWER CORPORATION	130,726	130,726
AMERICAN WOODMARK CORPORATION	65,844	65,844
AMERIPRISE FINANCIAL INC.	435,994	435,994
AMGEN INC.	353,828	353,828
AMN HEALTHCARE SVCS INC.	89,396	89,396
AMPHENOL CORP NEW CL A	43,613	43,613
AMTRUST FINANCIAL SERVICES	56,950	56,950
ANSYS INC.	71,957	71,957
AON PLC	131,048	131,048
APOGEE ENTERPRISES INC.	34,814	34,814
APPLE INC.	639,211	639,211
APPLIED MATERIALS INC.	148,668	148,668
ARCHER DANIELS MIDLAND CO	228,250	228,250
ARISTA NETWORKS INC.	68,126	68,126
ARMSTRONG WORLD INDUSTRIES	66,880	66,880
AT&T INC.	127,590	127,590
ATMOS ENERGY CORP	158,681	158,681

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AUTOLIV INC.	59,177	59,177
AVERY DENNISON CORP	127,800	127,800
B E AEROSPACE INC.	37,559	37,559
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	219,510	219,510
BANK OF AMERICA CORPORATION	309,400	309,400
BANK OF THE OZARKS INC.	142,256	142,256
BARD C R INC.	103,344	103,344
BAXTER INTERNATIONAL INC.	281,559	281,559
BCE INC.	29,403	29,403
BECTON DICKINSON & CO	109,594	109,594
BED BATH & BEYOND INC.	56,408	56,408
BERRY PLASTICS GROUP INC.	104,428	104,428
BIOGEN IDEC INC.	170,999	170,999
BOK FINL CORP	145,320	145,320
BOSTON BEER INC. CL A	38,386	38,386
BOSTON SCIENTIFIC CORPORATION	131,921	131,921
BROADCOM LTD.	183,841	183,841
BROADRIDGE FINANCIAL SOLUTIONS INC.	238,945	238,945
BROADSOFT INC.	49,871	49,871
BURLINGTON STORES, INC.	141,702	141,702
C B R E GROUP,INC.	80,677	80,677
C D W CORPORATION	218,778	218,778
C S R A INC.	54,160	54,160
CABELA'S INC.ORPORATED COM	32,378	32,378
CARDINAL HEALTH INC.	151,137	151,137
CARTER'S INC.	49,156	49,156
CELGENE CORP	193,418	193,418
CENTENE CORP DEL	60,579	60,579
CHENIERE ENERGY INC.	44,579	44,579
CHINA LODGING GROUP LTD.	40,798	40,798
CHUBB LIMITED	413,932	413,932
CHURCH & DWIGHT INC.	127,179	127,179
CINEMARK HOLDINGS INC.	221,337	221,337
CISCO SYSTEMS INC.	184,342	184,342

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITRIX SYS INC.	183,979	183,979
COACH INC.	87,550	87,550
COCA - COLA CO	190,716	190,716
COHERENT INC.	51,519	51,519
COLUMBIA BKG SYS INC.	119,519	119,519
COMCAST CORP CL A	234,287	234,287
COMFORT SYS USA INC.	57,443	57,443
CORE LABORATORIES N V USD	29,890	29,890
CORE-MARK HOLDING COMPANY INC.	18,305	18,305
COSTCO WHSL CORP NEW	92,063	92,063
COTY INC.	77,818	77,818
CROWN HLDGS INC.	100,619	100,619
CULLEN FROST BANKERS INC.	154,403	154,403
D R HORTON INC.	163,980	163,980
D S T SYS INC. DEL	77,362	77,362
DANAHER CORP	196,624	196,624
DAVE & BUSTERS ENTMT INC. COM	56,131	56,131
DECKERS OUTDOOR CORP	51,513	51,513
DEERE & CO	164,864	164,864
DELTA AIR LINES INC.	176,002	176,002
DELUXE CORP	220,559	220,559
DEXCOM INC.	51,342	51,342
DIAMONDBACK ENERGY INC.	58,615	58,615
DISCOVER FINANCIAL SERVICES	245,106	245,106
DISH NETWORK CORP	148,475	148,475
DOLBY LABORATORIES INC. CL -A	46,365	46,365
DOW CHEMICAL CO	359,857	359,857
DR PEPPER SNAPPLE GROUP INC.	182,247	182,247
DREW INDS INC.	78,119	78,119
DRIL-QUIP INC.	37,952	37,952
DUNKIN' BRANDS GROUP INC.	63,715	63,715
E Q T CORPORATION	196,200	196,200
EAGLE MATERIALS INC.	43,353	43,353
EATON VANCE CORP COM NON VTG	51,847	51,847

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EDWARDS LIFESCIENCES CORP	91,076	91,076
ELECTRONIC ARTS INC.	103,727	103,727
EMCOR GROUP INC.	271,718	271,718
ENERGIZER HOLDINGS, INC.	84,313	84,313
ENTEGRIS INC.	55,938	55,938
EQUIFAX INC.	94,111	94,111
EQUINIX, INC.	63,262	63,262
EURONET WORLDWIDE INC.	134,720	134,720
FABRINET	101,758	101,758
FACEBOOK INC.	206,285	206,285
FIRST EAGLE GLOBAL FUND	5,360,997	5,360,997
FIRST FINANCIAL BANCORP COM	95,308	95,308
FIRST INDUSTRIAL REALTY TRUST INC.	92,088	92,088
FIRST REPUBLIC BANK	317,146	317,146
FOOT LOCKER INC.	192,750	192,750
FORTINET INC.	56,114	56,114
FORTIVE CORP.	94,550	94,550
G A T X CORP	114,724	114,724
GARTNER INC.	53,264	53,264
GENERAL DYNAMICS CORPORATION	284,889	284,889
GENERAL MILLS INC.	172,956	172,956
GENPACT LIMITED	34,709	34,709
GLOBAL PMTS INC.	51,502	51,502
GRAND CANYON EDUCATION INC.	84,753	84,753
GUIDEWIRE SOFTWARE INC.	19,535	19,535
H D SUPPLY HOLDINGS, INC.	75,115	75,115
HACKETT GROUP INC.	40,177	40,177
HALLIBURTON CO	221,769	221,769
HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.	106,344	106,344
HASBRO INC.	305,015	305,015
HAWAIIAN HOLDINGS INC.	63,156	63,156
HENRY (JACK) & ASSOCIATES INC.	88,780	88,780
HOME DEPOT INC.	653,640	653,640
HONEYWELL INTL INC.	115,039	115,039

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HORIZON PHARMA PLC	23,493	23,493
IAC INTERACTIVECORP	55,590	55,590
ICON PLC	62,341	62,341
IDEXX LABS INC.	70,831	70,831
IMAX CORP	38,622	38,622
INGERSOLL-RAND PLC	139,424	139,424
INGREDION INC.ORPORATED	157,450	157,450
INTERACTIVE BROKERS GROUP INC.	27,967	27,967
INTERCONTINENTALEXCHANGE GROUP, INC.	149,908	149,908
INTERNATIONAL BUSINESS MACHINES CORPORATION	86,647	86,647
INTERPUBLIC GROUP COS INC.	291,103	291,103
INTUIT	136,844	136,844
IONIS PHARMACEUTICALS, INC.	57,731	57,731
IPG PHOTONICS CORPORATION	29,613	29,613
JOHNSON & JOHNSON	334,455	334,455
JP MORGAN CHASE & CO	324,450	324,450
KAMAN CORP	82,887	82,887
KAPSTONE PAPER & PACKAGING CORPORATION	42,579	42,579
KIMBERLY CLARK CORP	165,474	165,474
KNOLL INC.	44,688	44,688
L G I HOMES, INC.	55,305	55,305
LAKELAND FINANCIAL CORPORATION	81,696	81,696
LAM RESH CORP	285,471	285,471
LANDSTAR SYS INC.	114,984	114,984
LENNAR CORP CLASS A	214,650	214,650
LOWE'S COMPANIES INC.	192,024	192,024
M & T BK CORP	211,181	211,181
M B I A INC.	52,451	52,451
MADDEN STEVEN LTD	43,794	43,794
MANHATTAN ASSOCS INC.	35,265	35,265
MARKETAXESS HLDGS INC.	39,815	39,815
MARRIOTT INTERNATIONAL INC.	108,890	108,890
MARTIN MARIETTA MATLS INC.	332,295	332,295
MATSON INC.	57,721	57,721

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MAXIMUS INC.	69,738	69,738
MC DONALD'S CORPORATION	174,912	174,912
MEAD JOHNSON NUTRITION COMPANY	108,121	108,121
MEDIDATA SOLUTIONS INC.	49,869	49,869
MEDTRONIC, PLC	242,182	242,182
MERCADOLIBRE INC.	103,989	103,989
MICROCHIP TECHNOLOGY INC.	275,845	275,845
MICROSOFT CORPORATION	987,094	987,094
MIDDLEBY CORP	73,679	73,679
MITSUBISHI UFJ FINANCIAL GROUP INC. SPONSORED ADR	154,000	154,000
MKS INSTRS INC.	83,160	83,160
MOMENTA PHARMACEUTICALS INC. COM	34,148	34,148
MONDELEZ INTERNATIONAL	223,867	223,867
MONSTER BEVERAGE CORPORATION	205,294	205,294
NATIONAL FUEL GAS CO N J	198,240	198,240
NAUTILUS INC.	14,338	14,338
NAVIENT CORPORATION	60,331	60,331
NEENAH PAPER INC.	232,596	232,596
NEWELL RUBBERMAID INC.	169,670	169,670
NEWMARKET CORP	146,225	146,225
NORDSON CORP	77,539	77,539
NORDSTROM INC.	56,078	56,078
NORTHROP GRUMMAN CORP	120,244	120,244
NOVARTIS AG	211,964	211,964
OLD DOMINION FGHT LINE	75,581	75,581
OLIN CORP	93,348	93,348
OPHTHOTECH CORPORATION	5,352	5,352
ORACLE CORP	67,134	67,134
ORBOTECH LTD	131,970	131,970
OSHKOSH CORPORATION	290,745	290,745
OSI SYS INC.	93,247	93,247
OWENS CORNING INC.	200,981	200,981
OXFORD INDUSTRIES INC.	34,575	34,575
P G & E CORP	151,925	151,925

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
P P G INDUSTRIES INC.	192,363	192,363
PACWEST BANCORP	80,299	80,299
PARNASSUS EQUITY INC.OME FD	9,244,202	9,244,202
PATRICK INDUSTRIES, INC.	16,176	16,176
PAYPAL HOLDINGS, INC.	153,933	153,933
PENSKE AUTOMOTIVE GROUP INC.	108,138	108,138
PEPSICO INC.	250,066	250,066
PHILLIPS 66	254,910	254,910
PIONEER NATURAL RESOURCES COMPANY	198,077	198,077
PNC FINANCIAL SERVICES GROUP	229,242	229,242
POST HOLDINGS INC.	6,431	6,431
POWER INTEGRATIONS INC.	51,566	51,566
PRESTIGE BRANDS HOLDINGS INC.	36,574	36,574
PRICESMART INC.	83,584	83,584
PROLOGIS, INC.	142,533	142,533
PROTO LABS, INC.	33,121	33,121
PROVIDENCE SERVICE CORPORATION	27,586	27,586
QUEST DIAGNOSTICS INC.	192,071	192,071
R S P PERMIAN, INC.	45,780	45,780
RADIUS HEALTH INC. COM NEW	22,438	22,438
SABRE CORPORATION	67,340	67,340
SALESFORCE.COM INC.	116,040	116,040
SCHLUMBERGER LTD	226,665	226,665
SERVICE CORP INTERNATIONAL	104,910	104,910
SILICON MOTION TECHNOLOGY CORPORATION	78,588	78,588
SMUCKER J M CO	174,162	174,162
SPECTRA ENERGY CORPORATION	225,995	225,995
SPIRIT REALTY CAPIATL, INC.	118,374	118,374
SPLUNK INC.	55,498	55,498
STANDARD MOTOR PRODUCTS INC.	94,466	94,466
STANLEY BLACK & DECKER INC.	237,867	237,867
STRYKER CORP	177,319	177,319
STURM RUGER & CO INC.	37,048	37,048
SUNTRUST BANKS INC.	230,370	230,370

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SUPERIOR ENERGY SVCS INC.	90,443	90,443
SUPERNUS PHARMACEUTICALS INC.	110,368	110,368
TABLEAU SOFTWARE, INC.	38,525	38,525
TD AMERITRADE HOLDING CORP	130,059	130,059
TEJON RANCH CO	28,507	28,507
TEMPUR-PEDIC INTL INC.	126,523	126,523
TENET HEALTHCARE CORP COM	15,671	15,671
TERADATA CORPORATION	36,544	36,544
TEXAS INSTRUMENTS INC.	253,571	253,571
THE MICHAELS COS INC.	52,679	52,679
THOR INDUSTRIES INC.	80,040	80,040
TIME WARNER INC.	328,202	328,202
TOTAL SYS SVCS INC.	67,808	67,808
TREDEGAR INDS INC.	34,872	34,872
TRIMBLE NAV LTD	54,149	54,149
U S G CORP	88,777	88,777
UNILEVER NV NEW YORK SHS ADR NEW	188,876	188,876
UNITED RENTALS INC.	84,147	84,147
UNITEDHEALTH GROUP INC.	461,555	461,555
VALERO ENERGY CORP NEW	259,616	259,616
VEEVA SYSTEMS INC.	32,194	32,194
VERIZON COMMUNICATIONS INC.	107,027	107,027
VISA INC.-CLASS A SHRS	204,490	204,490
VISTA OUTDOOR INC.	67,379	67,379
VMWARE INC.	86,839	86,839
W N S HOLDINGS LIMITED	91,604	91,604
WABTEC CORP	61,767	61,767
WALGREENS BOOTS ALLIANCE INC.	264,832	264,832
WASTE MANAGEMENT INC.	142,884	142,884
WCM FOCUSED INTERNATIONAL GROWTH FUND	4,167,904	4,167,904
WHITE MTNS INS GROUP LTD	75,245	75,245
WILLIAMS SONOMA INC.	59,278	59,278
WORLD FUEL SERVICES CORP	33,698	33,698
WYNDHAM WORLDWIDE CORPORATION	58,881	58,881

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
XYLEM INC.		46,747	46,747
ZOETIS INC.		108,880	108,880
	TOTALS	56,271,141	56,271,141

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
A T & T INC DTD 3/15/2016 2.4% 3/15/2017	526,283	526,283
ABBVIE INC DTD 05/06/2013 2% 11/06/2018	145,088	145,088
AFRICAN DEVELOPMENT BANK DTD 11/3/2015 0.75% 11/3/2017	383,441	383,441
AIR LEASE CORP DTD 9/16/2014 2.125% 1/15/2018	626,113	626,113
ALT L TR 2004-J2 PASSTHRU CTF SERIES 2004-J2 CLASS 1A1	15,577	15,577
AMERICAN INTL GROUP DTD 2/26/2016 3.3% 3/1/2021	117,792	117,792
AMERICAN INTL GROUP DTD 7/10/2015 3.75% 7/10/2025	25,161	25,161
AMERITECH CAPITAL FUNDNG DTD 1/21/1998 6.45% 1/15/2018	470,408	470,408
ANHEUSER-BUSCH INBEV FIN DTD 1/25/2016 2.65% 2/1/2021	145,834	145,834
AUTOZONE INC DTD 4/21/2016 1.625% 4/21/2019	867,011	867,011
BEST BUY CO INC DTD 7/16/2013 5% 8/1/2018	559,551	559,551
C V S CAREMARK CORP DTD 12/5/2013 2.25% 12/5/2018	756,578	756,578
CAPITAL ONE FINANCIAL CO DTD 10/29/2015 4.2% 10/29/2025	25,083	25,083
CARDINAL HEALTH INC DTD 5/21/2012 1.9% 6/15/2017	426,165	426,165
CARDINAL HEALTH INC DTD 6/23/2015 1.95% 6/15/2018	235,510	235,510
CARNIVAL CORP DTD 10/15/2013 3.95% 10/15/2020	26,365	26,365
CARNIVAL CORP DTD 12/6/2012 1.875% 12/15/2017	702,807	702,807
CATERPILLAR FINL SERVICE DTD 2/25/2016 1.5% 2/23/2018	499,815	499,815
CELGENE CORP DTD 8/12/2015 2.125% 8/15/2018	120,482	120,482
CHEVRON CORP DTD 5/16/2016 FLTG RATE 5/16/2018	752,753	752,753
CITIGROUP INC DTD 6/9/2016 2.05% 6/7/2019	498,115	498,115
CITIGROUP INC DTD 9/13/2013 5.5% 9/13/2025	43,960	43,960
CODELCO INC DTD 9/16/2015 4.5% 9/16/2025	25,379	25,379
COMM 2015-CCRE24 MORTGAGE TRUST PASSTHRU CTF SERIES 2015-CR24 CLASS B	41,615	41,615
DAIMLER FINANCE NA LLC DTD 3/10/2014 1.125% 3/10/2017	724,841	724,841
DOLLAR GENERAL CORP DTD 4/11/2013 1.875% 4/15/2018	750,960	750,960
EBAY INC DTD 3/9/2016 2.5% 3/9/2018	75,659	75,659
E-BAY INC DTD 7/28/2014 FLTG RATE 7/28/2017	1,498,920	1,498,920
EBAYINC DTD 7/24/12 1.35% 7/15/17	250,105	250,105
ECOLAB INC DTD 12/13/2012 1.45% 12/8/2017	424,579	424,579
ECOLAB INC DTD 12/8/2011 4.35% 12/8/2021	140,486	140,486
EXPRESS SCRIPTS HOLDING DTD 6/5/2014 1.25% 6/2/2017	971,373	971,373
FORD MOTOR CREDIT CO LLC DTD 11/12/2013 1.5% 1/17/2017	1,000,080	1,000,080
GENERAL ELEC CAP CORP DTD 4/2/2013 1.625% 4/2/2018	501,635	501,635

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL MILLS INC DTD 1/24/2007 5.7% 2/15/2017	371,876	371,876
GENERAL MOTORS FINL CO DTD 5/9/2016 2.4% 5/9/2019	997,350	997,350
GLENCORE FINANCE CANADA DTD 10/25/2012 4% 10/25/2022	20,450	20,450
H C P INC DTD 05/20/2015 4% 06/01/2025	24,852	24,852
HCP INC DTD 1/24/2011 5.375% 2/1/2021	27,310	27,310
HEALTH CARE REIT INC DTD 11/16/2010 4.95% 1/15/2021	26,962	26,962
HONEYWELL INTERNATIONAL DTD 10/31/2016 1.4% 10/30/2019	544,913	544,913
I N G BANK NV DTD 9/25/2013 5.8% 9/25/2023	32,964	32,964
INTL LEASE FINANCE CORP DTD 8/20/2010 8.875% 9/1/2017	522,500	522,500
JPMBB COM MTG SEC TR 2015-C30 PASSTHRU CTF SERIES 2015-C30 CLASS B	43,350	43,350
JPMORGAN CHASE & CO DTD 2/18/2014 1.35% 2/15/2017	775,132	775,132
KELLOGG CO DTD 12/13/2010 4% 12/15/2020	136,895	136,895
KINDER MORGAN INC/DELAWA DTD 11/26/2014 2% 12/1/2017	500,760	500,760
LOCKHEED MARTIN CORP DTD 11/23/2015 1.85% 11/23/2018	1,219,836	1,219,836
LOCKHEED MARTIN CORP DTD 11/23/2015 2.5% 11/23/2020	141,183	141,183
MASCO CORP DTD 4/21/1998 6.625% 4/15/2018	702,900	702,900
MORGAN STANLEY DTD 10/23/12 4.875% 11/1/22	16,076	16,076
MORGAN STANLEY DTD 11/22/2013 5% 11/24/2025	10,683	10,683
NELNET STUDENT LOAN TR 2005-4 PASSTHRU CTF SERIES 2005-4 CLASS B	26,876	26,876
NEWELL RUBBERMAID INC DTD 3/30/2016 2.6% 3/29/2019	141,536	141,536
ONTARIO (PROVINCE OF) DTD 6/17/2016 1.25% 6/17/2019	493,860	493,860
ORACLE CORP DTD 7/7/2016 1.9% 9/15/2021	146,579	146,579
PEPSICO INC DTD 5/28/2008 5% 6/1/2018	367,563	367,563
PFIZER INC DTD 6/3/2016 1.2% 6/1/2018	349,083	349,083
REGIONS FINANCIAL CORP DTD 2/8/2016 3.2% 2/8/2021	147,052	147,052
REGIONS FINANCIAL CORP DTD 4/30/2013 2% 5/15/2018	499,390	499,390
ROPER INDUSTRIES INC DTD 6/6/2013 2.05% 10/1/2018	496,683	496,683
ROYAL BANK OF CANADA DTD 4/15/2016 1.625% 4/15/2019	248,620	248,620
RYDER SYSTEM INC DTD 2/28/2012 2.5% 3/1/2017	350,368	350,368
RYDER SYSTEM INC DTD 8/22/2012 2.5% 3/1/2018	654,719	654,719
SANTANDER UK PLC DTD 3/13/2014 1.375% 3/13/2017	2,000,540	2,000,540
SHELL INTERNATIONAL FIN DTD 11/10/2015 1.25% 11/10/2017	720,274	720,274
SOUTHERN POWER CO DTD 11/17/2015 1.85% 12/1/2017	461,214	461,214
STARBUCKS CORP DTD 2/4/2016 2.1% 2/4/2021	139,552	139,552

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STATE STREET CORP DTD 9/15/2010 4.956% 3/15/2018	25,828	25,828
SYNCHRONY FINL DTD 12/4/2015 2.6% 1/15/2019	1,005,060	1,005,060
SYNCHRONY FINL DTD 5/9/2016 FLTG RATE 11/9/2017	150,983	150,983
SYSCO CORPORATION DTD 4/1/2016 1.9% 4/1/2019	144,526	144,526
TORONTO-DOMINION BANK DTD 7/13/2016 1.45% 8/13/2019	739,223	739,223
TORONTO-DOMINION BANK DTD 9/6/2016 1.45% 9/6/2018	149,271	149,271
UNITED TECHNOLOGIES CORP DTD 11/1/2016 1.5% 11/1/2019	158,821	158,821
US BANCORP DTD 5/8/2012 MAT 5/15/2017 MANDATORY PUT 4/17/2017 @ 100.	500,715	500,715
VENTAS REALTY LP DTD 4/17/2014 1.25% 4/17/2017	799,632	799,632
VERIZON COMM INC DTD 9/18/2013 3.65% 9/14/2018 MANDATORY PUT 9/22/2017 @ 100.	697,289	697,289
VORNADO REALTY LP DTD 6/16/2014 2.5% 6/30/2019	402,420	402,420
WESTERN UNION CO/THE DTD 10/1/2010 5.253% 4/1/2020	16,062	16,062
WHIRLPOOL CORP DTD 11/04/2014 1.65% 11/01/2017	701,001	701,001
WHIRLPOOL CORP DTD 2/25/2014 1.35% 3/1/2017	440,084	440,084
WYNDHAM WORLDWIDE CORP DTD 3/7/2012 4.25% 3/1/2022	20,681	20,681
TOTALS	33,687,021	33,687,021

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOTHAM HDGD VAL STRAT INTL SPC	4,858,643.	4,858,643.
MESA WEST CORE LENDING	4,967,768.	4,967,768.
TCW DIRECT LENDING LLC	1,434,990.	1,434,990.
FPA CRESCENT FUND FPA CRESCENT	6,748,742.	6,748,742.
TOTALS	18,010,143.	18,010,143.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSIT-ONYX TOWER	14,168.	14,168.
INTEREST RECEIVABLE	220,686.	220,686.
DIVIDEND RECEIVABLE	45,373.	45,373.
TOTALS	280,227.	280,227.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN FROM INVESTMENTS		1,087,191.
TRANSFER FROM RPDFF (SEE STMT)		115,289,176.
PRIOR PERIOD ADJUSTMENT		5,882,814.
	TOTAL	122,259,181.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN DISNEY LORD 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	CHAIRPERSON OF THE BOARD 2.00	0.	0.	0.
SYLIA OBAGI 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	PRESIDENT 40.00	118,125.	19,560.	0.
PIERRE HAUSER 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	VICE CHAIRPERSON 1.00	0.	0.	0.
MEGAN LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	VICE CHAIRPERSON 1.00	0.	0.	0.
KATHLEEN GALLI 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	TREASURER 1.00	0.	0.	0.

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TOM CAMP 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	SECRETARY 1.00	0.	0.	0.
SARAH LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	DIRECTOR .50	0.	0.	0.
CAITLIN DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
TIMOTHY J DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
NEDA DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ABIGAIL DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
MAXWELL LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
CHARLOTTE HAUSER 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
OLIVIA HAUSER 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
CIARAN DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	DIRECTOR .50	0.	0.	0.
	GRAND TOTALS	118,125.	19,560.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SHEPHERD KAPLAN LLC 125 SUMMER STREET, 22ND FLOOR BOSTON, MA 02110	CONSULTING FEES	113,149.
TOTAL COMPENSATION		113,149.

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
COALITION TO ABOLISH SLAVERY & TRAFFICKING 5042 WILSHIRE BLVD , SUITE 586 LOS ANGELES, CA 90036	PC	GENERAL OPERATING SUPPORT	100,000
RESOURCES LEGACY FUND 555 CAPITAL MALL, SUITE 1095 SACRAMENTO, CA 95814	PC	GENERAL OPERATING SUPPORT	150,000
COALITION FOR RESPONSIBLE COMMUNITY DEVELOPMENT 3101 S. GRAND AVENUE LOS ANGELES, CA 90007	PC	PROJECT SUPPORT	100,000
SMITHSONIAN INSTITUTION (OSP CLEARING ACCOUNT) 2011 CRYSTAL DRIVE, SUITE 353 ARLINGTON, CA 22202	PC	PROJECT SUPPORT	150,000
LONG BEACH EDUCATION FOUNDATION 1515 HUGHES WAY LOS ANGELES, CA 90810	PC	PROJECT SUPPORT	180,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH, 17TH FLOOR NEW YORK, NY 10010	PC	PROJECT SUPPORT	200,000.

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
EARTH UNIVERSITY FOUNDATION 3525 PIEDMONT ROAD NE 8 PIEDMONT CENTER STE 520 ATLANTA, GA 30305	PC	GENERAL OPERATING SUPPORT	300,000
CHARLES R DREW UNIVERSITY OF MEDICINE & SCIENCE 1731 E. 120TH STREET LOS ANGELES, CA 90059	PC	PROJECT SUPPORT	300,000
ALTASEA AT THE PORT OF LOS ANGELES 222 W. SIXTH STREET, SUITE 1010 SAN PEDRO, CA 90731	PC	GENERAL OPERATING SUPPORT	150,000.
YOUTH POLICY INSTITUTE 6464 SUNSET BLVD, SUITE 650 LOS ANGELES, CA 90028	PC	PROJECT SUPPORT	150,000.
THE CENTER FOR CULTURAL INNVOATION 244 S. SAN PEDRO STREET, SUITE 401 LOS ANGELES, CA 90012	PC	PROJECT SUPPORT	150,000
PROCON ORG 233 WILSHIRE BLVD SANTA MONICA, CA 90401	PC	GENERAL OPERATING SUPPORT	150,000

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
LIFT, INC. 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	PC	PROJECT SUPPORT	100,000
EXCEPTIONAL MINDS 13400 RIVERSIDE DRIVE, SUITE 211 SHERMAN OAKS, CA 91423	PC	GENERAL OPERATING SUPPORT	150,000
CHILDREN TODAY 2951 LONG BEACH BLVD LONG BEACH, CA 90806	PC	GENERAL OPERATING SUPPORT	10,000
WORLD CONNECT INC 6 BARCLAY STREET, 6TH FLOOR NEW YORK, NY 10007	PC	GENERAL OPERATING SUPPORT	10,000.
CITIZENSHIP CAMPAIGN, A PROJ OF C C F 221 S. FIGUEROA ST, STE 400 LOS ANGELES, CA 90012	PC	PROJECT SUPPORT	10,000.
LACBA COUNSEL FOR JUSTICE 1055 WEST SEVENTH ST, SUITE 2700 LOS ANGELES, CA 90017	PC	PROJECT SUPPORT	10,000

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
NORTH STAR FUND 520 8TH AVENUE, SUITE 2203 NEW YORK, NY 10018	PC	GENERAL OPERATING SUPPORT	10,000
L A C E R AFTERSCHOOL PROGRAMS 1277 N. WILCOX AVENUE, SUITE 2 LOS ANGELES, CA 90038	PC	GENERAL OPERATING SUPPORT	10,000.
YOUNG STORYTELLERS 923 E THIRD ST, SUITE 307 LOS ANGELES, CA 90013	PC	GENERAL OPERATING SUPPORT	10,000.
HILLTOP ARTISTS IN RESIDENCE 602 N SPRAGUE AVENUE TACOMA, WA 98403	PC	GENERAL OPERATING SUPPORT	10,000.
ALGALITA MARINE RESEARCH AND EDUCATION 148 N. MARNA DRIVE LONG BEACH, CA 90803	PC	GENERAL OPERATING SUPPORT	7,500
CAMPBELL HALL 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD, CA 91607	PC	PROJECT SUPPORT	10,000.

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
RESURRECTION AFTER EXONERATION 1212 STREET BERNARD AVENUE NEW ORLEANS, LA 70116	PC	GENERAL OPERATING SUPPORT	5,000
OPERATION SPARK 748 CAMP STREET, SUITE 200 NEW ORLEANS, LA 70130	PC	GENERAL OPERATING SUPPORT	7,500.
DOOR OF HOPE 669 N. LOS ROBLES PASADENA, CA 91101	PC	GENERAL OPERATING SUPPORT	10,000.
NEW YORK BULLY CREW 1457 MONTAUK HWY PATCHOGUE, NY 11772	PC	GENERAL OPERATING SUPPORT	10,000
CREATING HOPE INTERNATIONAL 120 N MILITARY DEARBORN, MI 48124	PC	PROJECT SUPPORT	10,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012	PC	AFFINITY GRP-SPONSORSHIP	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
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012	PC	AFFINITY GRP-MEMBERSHIP	8,300
USC CENTER ON PHILANTHROPY AND PUBLIC POLICY 650 CHILDS WAY, RG 210, LEWIS HALL, ROOM 210 LOS ANGELES, CA 90089	PC	AFFINITY GRP-SPONSORSHIP	5,000
ASSOC OF SMALL FOUNDATIONS DBA EXPONENT 1720 N. STREET NW WASHINGTON, DC 20036	PC	AFFINITY GRP-MEMBERSHIP	750.
BOARDSOURCE 750 9TH ST NW, SUITE 650 WASHINGTON, DC 20001	PC	AFFINITY GRP-MEMBERSHIP	77.
		TOTAL CONTRIBUTIONS PAID	2,489,127.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SEC CLAIMS SETTLEMENT			01	161.	
TOTALS				161.	