

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, 2017, 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)	Room/suite	B Telephone number (see instructions)
3500 W. OLIVE AVE	STE 700	(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		D 1 Foreign organizations check here. ☐
☐ Initial return	☐ Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 131,214,563.		
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
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.	929,475.	929,475.		
4	Dividends and interest from securities	1,009,348.	1,529,340.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,184,397.			
b	Gross sales price for all assets on line 6a 95,388,059.				
7	Capital gain net income (from Part IV, line 2)		5,188,855.		
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	6,144.	5,632.		
12	Total. Add lines 1 through 11	7,129,364.	7,653,302.		
13	Compensation of officers, directors, trustees, etc.	153,692.	15,369.		138,323.
14	Other employee salaries and wages	147,409.			147,409.
15	Pension plans, employee benefits	109,443.			109,443.
16a	Legal fees (attach schedule) ATCH 2	19,953.			19,953.
b	Accounting fees (attach schedule) ATCH 3	174,300.	27,930.		65,170.
c	Other professional fees (attach schedule) [4]	696,077.	605,837.		90,240.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	172,896.			
19	Depreciation (attach schedule) and depletion.	114,149.			
20	Occupancy	168,292.			168,292.
21	Travel, conferences, and meetings	79,626.			79,626.
22	Printing and publications	3,117.			3,117.
23	Other expenses (attach schedule) ATCH 6	176,752.	56,221.		120,531.
24	Total operating and administrative expenses. Add lines 13 through 23.	2,015,706.	705,357.		942,104.
25	Contributions, gifts, grants paid	4,469,989.			3,919,989.
26	Total expenses and disbursements. Add lines 24 and 25	6,485,695.	705,357.		4,862,093.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	643,669.			
b	Net investment income (if negative, enter -0-)		6,947,945.		
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		165,703.	77,869.	77,869.
	2	Savings and temporary cash investments		3,901,145.	4,261,220.	4,261,220.
	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.	10,179.	10,179.
	10a	Investments - U.S. and state government obligations (attach schedule) [7]		9,293,802.	9,111,806.	9,111,806.
	b	Investments - corporate stock (attach schedule) ATCH 8		56,271,141.	71,624,652.	71,624,652.
	c	Investments - corporate bonds (attach schedule) ATCH 9		33,687,021.	24,654,629.	24,654,629.
	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.	20,760,688.	20,760,688.	
14	Land, buildings, and equipment basis ▶	599,864.				
	Less accumulated depreciation (attach schedule) ▶	147,097.	509,022.	452,767.	452,767.	
15	Other assets (describe ▶ ATCH 11)		280,227.	260,753.	260,753.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)		122,127,046.	131,214,563.	131,214,563.	
Liabilities	17	Accounts payable and accrued expenses			81,200.	
	18	Grants payable			550,000.	
	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.	631,200.		
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.	130,583,363.	
	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)		122,127,046.	130,583,363.	
	31	Total liabilities and net assets/fund balances (see instructions)		122,127,046.	131,214,563.	

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	122,127,046.
2	Enter amount from Part I, line 27a	2	643,669.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	7,812,648.
4	Add lines 1, 2, and 3	4	130,583,363.
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	130,583,363.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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) FMV 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	5,188,855.	
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 doesn't 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))
2016	3,415,722.	119,995,299.	0.028465
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
2 Total of line 1, column (d)			2 0.127230
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years			3 0.025446
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 124,926,584.
5 Multiply line 4 by line 3.			5 3,178,882.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 69,479.
7 Add lines 5 and 6.			7 3,248,361.
8 Enter qualifying distributions from Part XII, line 4. 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			8 4,919,987.

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	69,479.
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	69,479.
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	69,479.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	140,998.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	190,998.	
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	121,519.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 121,519. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ 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		
16 At any time during calendar year 2017, 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?		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		
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 2017?		
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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)		
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 2017 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 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2017?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** ☐ Yes ☒ NoOrganizations 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** ☐ Yes ☒ No
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** ☐ Yes ☒ No**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		153,692.	21,979.	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
ATCH 15		131,570.	51,348.	0.

Total number of other employees paid over \$50,000. ☐

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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 16		388,416.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	82,121,257.
b	Average of monthly cash balances	1b	32,873,505.
c	Fair market value of all other assets (see instructions)	1c	11,834,257.
d	Total (add lines 1a, b, and c)	1d	126,829,019.
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	126,829,019.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,902,435.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,926,584.
6	Minimum investment return. Enter 5% of line 5	6	6,246,329.

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	6,246,329.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	69,479.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	69,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,176,850.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,176,850.
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	6,176,850.

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	4,862,093.
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	57,894.
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	4,919,987.
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	69,479.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,850,508.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				6,176,850.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			4,171,576.	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>4,919,987.</u>				
a Applied to 2016, but not more than line 2a			4,171,576.	
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 2017 distributable amount.				748,411.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				5,428,439.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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))

N/A

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

N/A

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

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

a The name, address, and telephone number or email 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 17				
Total			3a	3,919,989.
b Approved for future payment ATCH 18				
Total			3b	550,000.

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)

[illegible]

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					2,635.	
95388059.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 90203662.				P	VAR	VAR
							5,184,397.	
1,823.		TCW DIRECT LENDING LLC PROPERTY TYPE: OTHER				P	VAR	VAR
							1,823.	
TOTAL GAIN (LOSS)							<u>5,188,855.</u>	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART I, LINE 19

DEPRECIATION EXPENSE FOR THE YEAR ENDED DEC. 31, 2017: 114,149

FORM 990-PF, PART II, LINE 14

	ASSETS

EQUIPMENT	144,464
FURNITURE & FIXTURES	195,012
LEASEHOLD IMPROVEMENTS	206,087
SOFTWARE	54,301

TOTAL	599,864
LESS ACCUMULATED DEPRECIATION	(147,097)

	452,767
	=====

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC CLAIMS SETTLEMENT	4,661.	4,661.
PASSTHROUGH INCOME FROM PARTNERSHIPS		-512.
TRAVEL STATEMENT CREDIT	866.	866.
MISC INCOME	617.	617.
TOTALS	<u>6,144.</u>	<u>5,632.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LOEB & LOEB LLP	399.			399.
SWERDLOW FLORENCE SANCHEZ				
SWERDLOW & WIMMER	6,847.			6,847.
RICHARDS LAYTON & FINGER	597.			597.
NEO LAW GROUP	9,905.			9,905.
KAREN ROONEY LAW	2,205.			2,205.
TOTALS	<u>19,953.</u>			<u>19,953.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS, LLP	129,300.	14,430.		33,670.
COHN REZNICK LLP	45,000.	13,500.		31,500.
TOTALS	<u>174,300.</u>	<u>27,930.</u>		<u>65,170.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PHILANTHROPY CONSULTANTS	69,116.		69,116.
SHAMROCK INVESTMENT MNGT FEE	18,917.	18,917.	
BANK OF NY MANAGEMENT FEES	586,920.	586,920.	
INSURANCE	9,602.		9,602.
OTHER CONSULTING & PROF SRVCS	11,522.		11,522.
TOTALS	<u>696,077.</u>	<u>605,837.</u>	<u>90,240.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	168,663.		
FOREIGN TAX EXPENSE	4,233.		
TOTALS	<u>172,896.</u>		

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 6

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HR GENERAL & SUPPORT	24,000.		24,000.
TECHNOLOGY	20,416.		20,416.
PARKING & VALIDATIONS	9,915.		9,915.
OFFICE EQUIPMENT & REPAIRS	4,864.		4,864.
FURNITURE & REPAIRS	1,425.		1,425.
MOBILE DEVICES AND FEES	369.		369.
SOFTWARE LICENSING	515.		515.
SHIPPING & POSTAGE	2,079.		2,079.
OFFICE SUPPLIES	1,601.		1,601.
MISCELLANEOUS EXPENSE	3,331.		3,331.
FILING FEES	517.		517.
SEC AND OTHER FEES	56,221.	56,221.	
WORKMANS COMP	1,892.		1,892.
WEBSITE MAINTENANCE	3,839.		3,839.
BENCHMARKING	17,000.		17,000.
MEMBERSHIP EXPENSES	18,149.		18,149.
BOARD EDUCATION	10,619.		10,619.
TOTALS	<u>176,752.</u>	<u>56,221.</u>	<u>120,531.</u>

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN BANK DTD 8/17/2017 2.16% 8/17/2022	250,213	250,213
FED HOME LOAN MTG CORP GOLD PTHRU CTF POOL NUM Q31912 DTD 2/1/2015 3.5% 3/1/2045	97,665	97,665
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AH1684 DTD 9/1/2011 4% 9/1/2041	5,674	5,674
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AI8479 DTD 7/1/2011 5% 8/1/2041	27,676	27,676
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AJ2293 DTD 9/1/2011 4% 9/1/2041	36,175	36,175
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AJ3615 DTD 11/1/2011 4% 11/1/2041	97,634	97,634
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AJ9327 DTD 1/1/2012 3.5% 1/1/2042	28,744	28,744
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AL5165 DTD 4/1/2014 4.5% 4/1/2044	36,047	36,047
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AP3086 DTD 9/1/2012 3% 9/1/2042	22,704	22,704
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AP6334 DTD 9/1/2012 3.5% 9/1/2042	50,572	50,572
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AS0379 DTD 8/1/2013 4% 9/1/2043	35,809	35,809
FED NAT'L MTGE ASSN POOL #AT2725 PTHRU CTF DTD 5/1/2013 3% 5/1/2043	29,876	29,876
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AT4797 DTD 6/1/2013 3% 6/1/2043	52,143	52,143
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AU4779 DTD 9/1/2013 4.5% 9/1/2043	65,929	65,929
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AU8053 DTD 9/1/2013 4.5% 9/1/2043	86,537	86,537
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AU7388 DTD 10/1/2013 5% 10/1/2043	14,837	14,837
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AU7367 DTD 9/1/2013 5% 9/1/2043	10,895	10,895
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AV1004 DTD 10/1/2013 5% 10/1/2043	10,564	10,564
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AV1030 DTD 10/1/2013 5% 11/1/2043	11,219	11,219
FED NAT'L MTG ASSN REMIC PTHRU CTF DTD 2/25/06 FLTGT RT 3/25/36 SER 2006-8 CL WN	10,987	10,987
FED NAT'L MTG ASSN PTHRU CTF POOL NUM AE0042 DTD 5/1/2010 5.5% 5/1/2040	36,568	36,568
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 9/1/10 FLTGT RT 12/16/52 SER 2010-124 CL IO	296	296
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 11/1/10 FLTGT RT 9/16/46 SER 2010-156 CL IO	952	952
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 1/1/13 FLTGT RT 5/16/54 SER 2013-2 CL IO	4,860	4,860
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 10/1/12 FLTGT RT 2/16/53 SER 2012-125 CL IO	2,982	2,982
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 4/1/13 FLTGT RT 7/16/45 SER 2013-59 CL IO	10,426	10,426
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 1/1/15 FLTGT RT 1/16/57 SER 2015-7 CL IO	6,705	6,705
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 8/1/15 FLTGT RT 5/16/57 SER 2015-122 CL IO	7,212	7,212
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 3/1/15 FLTGT RT 9/16/56 SER 2015-41 CL IO	4,442	4,442
GOV'T NAT'L MTG ASSN REMIC PTHRU CTF DTD 5/1/15 FLTGT RT 2/16/55 SER 2015-78 CL IO	8,058	8,058
UNITED STATES TREAS NOTES DTD 9/30/2015 1.5% 9/30/2020	177,259	177,259
US TREAS INFLATION INDEXED BOND DTD 7/15/2010 1.25% 7/15/2020	157,665	157,665
UNITED STATES TREAS STRIP DTD 5/15/2015 MAT 5/15/2045	462,795	462,795

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREAS STRIP DTD 8/17/2015 MAT 8/15/2045	463,780	463,780
UNITED STATES TREAS STRIP DTD 11/16/2015 MAT 11/15/2045	690,615	690,615
UNITED STATES TREAS BOND DTD 2/15/2015 2.5% 2/15/2045	953,320	953,320
UNITED STATES TREAS BOND DTD 2/16/2016 2.5% 2/15/2046	1,241,838	1,241,838
UNITED STATES TREAS BOND DTD 5/15/2016 2.5% 5/15/2046	1,617,125	1,617,125
UNITED STATES TREAS NOTE DTD 6/30/2016 0.625% 6/30/2018	547,723	547,723
UNITED STATES TREAS NOTE DTD 10/31/2016 MAT 10/31/2018	743,820	743,820
UNITED STATES TREAS NOTE DTD 2/28/2017 1.125% 2/28/2019	495,900	495,900
UNITED STATES TREAS NOTE DTD 6/30/2017 1.25% 6/30/2019	495,565	495,565
	<u>9,111,806</u>	<u>9,111,806</u>

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THE WALT DISNEY COMPANY	1,131,741	1,131,741
A E S CORP	155,411	155,411
ABBVIE INC.	553,761	553,761
ACADIA HEALTHCARE	169,611	169,611
ADOBE SYSTEMS INC	666,788	666,788
AKAMAI TECHNOLOGIES INC	68,292	68,292
ALASKA AIR GROUP INC	198,477	198,477
ALPHABET, INC.	297,059	297,059
AMAZON.COM INC	404,637	404,637
AMDOCS LTD ORD	72,028	72,028
AMERICAN CAMPUS COMMUNITIES	25,644	25,644
AMERICAN FINL GROUP INC OHIO	62,411	62,411
AMERICAN STS WTR CO	44,880	44,880
AMERICAN TOWER CORPORATION	345,689	345,689
AMERICAN WOODMARK CORPORATION	126,994	126,994
AMERIPRISE FINANCIAL INC	540,270	540,270
AMETEK INC NEW	117,691	117,691
AMGEN INC	522,048	522,048
AMN HEALTHCARE SVCS INC	208,081	208,081
ANSYS INC	361,891	361,891
APOGEE ENTERPRISES INC	82,314	82,314
APPLE INC	937,365	937,365
APPLIED INDL TECHNOLOGIES INC COM	73,208	73,208
APTARGROUP INC	77,652	77,652
APTIV PLC	169,660	169,660
ARCHER DANIELS MIDLAND CO	200,400	200,400
ASPEN TECHNOLOGY INC	71,165	71,165
AT&T INC	116,640	116,640
ATMOS ENERGY CORP	38,651	38,651
AVANGRID, INC.	177,030	177,030
AVERY DENNISON CORP	252,692	252,692
B M C STOCK HOLDINGS INC	133,458	133,458
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	294,525	294,525

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK HAWAII CORP	68,560	68,560
BANK OF AMERICA CORPORATION	646,488	646,488
BANK OF THE OZARKS INC	99,323	99,323
BAXTER INTERNATIONAL INC	223,654	223,654
BERKLEY W R CORP	53,738	53,738
BERRY PLASTICS GROUP INC.	256,916	256,916
BEST BUY INC	235,537	235,537
BIG LOTS INC	67,380	67,380
BIOGEN IDEC INC	140,171	140,171
BOX FINL CORP	161,560	161,560
BOSTON SCIENTIFIC CORPORATION	183,595	183,595
BRINKER INTL INC	34,956	34,956
BROADCOM LTD.	215,796	215,796
BROADRIDGE FINANCIAL SOLUTIONS INC	226,450	226,450
BROWN & BROWN INC	57,893	57,893
BURLINGTON STORES, INC.	196,233	196,233
C D W CORPORATION	222,368	222,368
C H ROBINSON WORLDWIDE INC	53,454	53,454
CAMEREX CORP	43,200	43,200
CANADIAN SOLAR INC	41,729	41,729
CAPITAL ONE FINANCIAL CORPORATION	287,985	287,985
CELGENE CORP	200,789	200,789
CHEMED CORP NEW	54,680	54,680
CHOICE HOTELS INTL INC	71,780	71,780
CHUBB LIMITED	457,825	457,825
CHURCH & DWIGHT INC	220,246	220,246
CITIZENS FINANCIAL GROUP INC.	235,088	235,088
COCA - COLA CO	211,048	211,048
COHEN & STEERS INC	47,290	47,290
COHERENT INC	304,798	304,798
COLUMBIA BKG SYS INC	188,964	188,964
COMCAST CORP CL A	332,255	332,255
COMERICA INC	217,025	217,025

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMFORT SYS USA INC	204,064	204,064
COMMERCE BANCSHARES INC	55,672	55,672
COOPER COS INC	65,364	65,364
CORESITE REALTY CORPORATION	82,578	82,578
CROWN HLDGS INC	107,381	107,381
CUBESMART	32,535	32,535
CULLEN FROST BANKERS INC	165,638	165,638
CVB FINAMCIAL CORP	41,230	41,230
CYRUSONE INC	159,600	159,600
D R HORTON INC	245,136	245,136
D S T SYS INC DEL	79,139	79,139
DANAHER CORP	328,304	328,304
DAVE & BUSTERS ENTMT INC COM	79,997	79,997
DELTA AIR LINES INC	232,288	232,288
DELUXE CORP	236,667	236,667
DENTSPLY SIRONA INC	67,476	67,476
DIAMONDBACK ENERGY INC	92,541	92,541
DOLLAR TREE INC	200,777	200,777
DOMINOS PIZZA INC COM	88,811	88,811
DONALDSON CO INC	84,439	84,439
DORMAN PRODUCTS, INC.	50,441	50,441
DOWDUPONT INC	447,404	447,404
DR PEPPER SNAPPLE GROUP INC	195,091	195,091
DRIL-QUIP INC	44,123	44,123
DXC TECHNOLOGY CO	222,066	222,066
E Q T CORPORATION	170,760	170,760
EAST WEST BANCORP INC COM	245,936	245,936
EATON VANCE CORP COM NON VTG	63,439	63,439
ELECTRONIC ARTS INC	173,349	173,349
EQUINIX, INC.	114,665	114,665
EVEREST RE GROUP LTD	49,784	49,784
EXELON CORP	189,996	189,996
EXLSERVICE HOLDINGS INC	170,489	170,489

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXPEDITORS INTL WASH INC	67,925	67,925
F5 NETWORKS INC	84,637	84,637
FABRINET	53,095	53,095
FACEBOOK INC.	519,851	519,851
FACTSET RESEARCH SYSTEMS INC	72,285	72,285
FIDELITY NATIONAL INFORMATION SERVICES, INC.	167,386	167,386
FIRST EAGLE GLOBAL FUND	7,392,893	7,392,893
FIRST FINANCIAL BANCORP COM	156,783	156,783
FIRST REPUBLIC BANK	45,139	45,139
FISERV INC	55,206	55,206
FLOWERS FOOD INC	59,378	59,378
FORUM ENERGY TECHNOLOGIES INC.	31,878	31,878
FRANKLIN ELECTRIC INC	43,605	43,605
GENERAL DYNAMICS CORPORATION	335,693	335,693
GENERAL MILLS INC	203,365	203,365
GENTHERM INC.	30,163	30,163
GILEAD SCIENCES INC	166,276	166,276
GRAND CANYON EDUCATION INC	163,392	163,392
HACKETT GROUP INC	53,414	53,414
HALLIBURTON CO	439,830	439,830
HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.	154,586	154,586
HASBRO INC	316,206	316,206
HELMERICH & PAYNE INC	64,640	64,640
HENRY (JACK) & ASSOCIATES INC	175,440	175,440
HILTON WORLDWIDE HOLDINGS INC.	72,752	72,752
HOME DEPOT INC	1,105,149	1,105,149
HUBBELL INC COM	87,971	87,971
IDEX CORP	49,489	49,489
INGERSOLL-RAND PLC	113,806	113,806
INGREDION INCORPORATED	206,904	206,904
INTEL CORP	258,496	258,496
INTERCONTINENTALEXCHANGE GROUP, INC.	113,037	113,037
INTERDIGITAL INC	39,979	39,979

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL FLAVORS & FRAGRANCES	80,120	80,120
INTERPUBLIC GROUP COS INC	38,808	38,808
INTUIT	175,767	175,767
IPG PHOTONICS CORPORATION	165,951	165,951
JOHNSON & JOHNSON	477,842	477,842
JOHNSON CTLS INTL PLC	280,109	280,109
JONES LANG LASALLE INC N/C FROM LASALLE PARTNERS 3/12/99	70,742	70,742
JP MORGAN CHASE & CO	454,495	454,495
JUNIPER NETWORKS INC	60,563	60,563
KIMBERLY CLARK CORP	178,577	178,577
KROGER CO	227,835	227,835
L C I INDUSTRIES	159,250	159,250
L G I HOMES, INC.	187,575	187,575
L3 TECHNOLOGIES INC	197,454	197,454
LABORATORY CORP AMER HLDGS	197,792	197,792
LAKELAND FINANCIAL CORPORATION	107,890	107,890
LAM RESH CORP	332,062	332,062
LAMAR ADVERTISING COMPANY	63,104	63,104
LANCASTER COLONY CORP	41,993	41,993
LASALLE HOTEL PPTYS COM SH BEN INT	46,316	46,316
LENNAR CORP CL B	5,168	5,168
LENNAR CORP CLASS A	316,200	316,200
LINCOLN ELEC HLDGS INC	70,975	70,975
MADDEN STEVEN LTD	197,308	197,308
MARRIOTT INTERNATIONAL INC	193,415	193,415
MARTIN MARIETTA MATLS INC	331,560	331,560
MASIMO CORPORATION	61,480	61,480
MASTERCARD INC	208,725	208,725
MAXIMUS INC	103,791	103,791
MEDNAX INC	57,448	57,448
MEDTRONIC, PLC	274,550	274,550
METTLER-TOLEDO INTL INC	46,464	46,464
MICROCHIP TECHNOLOGY INC	495,467	495,467

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MICROSOFT CORPORATION	1,387,715	1,387,715
MIDDLEBY CORP	70,849	70,849
MITSUBISHI UFJ FINANCIAL GROUP INC SPONSORED ADR	181,750	181,750
MKS INSTRS INC	141,750	141,750
MONDELEZ INTERNATIONAL	216,140	216,140
MONSTER BEVERAGE CORPORATION	181,009	181,009
MORGAN STANLEY	215,127	215,127
MOTOROLA SOLUTIONS INC.	64,412	64,412
NATIONAL FUEL GAS CO N J	220,848	220,848
NEENAH PAPER INC	169,969	169,969
NETAPP INC	63,618	63,618
NETGEAR INC	60,219	60,219
NEW JERSEY RES CORP	48,240	48,240
NORDSON CORP	93,989	93,989
NORDSTROM INC	47,143	47,143
NOVARTIS AG	244,324	244,324
OCLARO INC	63,356	63,356
ONE GAS INC.	75,092	75,092
ONEOK INC	198,834	198,834
ORBOTECH LTD	212,264	212,264
OSHKOSH CORPORATION	409,005	409,005
OSI SYS INC	144,855	144,855
OWENS CORNING INC	266,626	266,626
P P G INDUSTRIES INC	318,685	318,685
P V H CORP	214,048	214,048
PACWEST BANCORP	170,100	170,100
PALO ALTO NETWORKS INC	133,780	133,780
PARKER HANNIFIN CORP	425,704	425,704
PARNASSUS EQUITY INCOME FD	11,263,838	11,263,838
PAYCHEX INC	142,968	142,968
PAYPAL HOLDINGS, INC.	287,118	287,118
PEPSICO INC	231,446	231,446
PERKINELMER INC	71,292	71,292

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PHILLIPS 66	298,393	298,393
PIONEER NATURAL RESOURCES COMPANY	190,135	190,135
POLARIS INDUSTRIES INC	43,397	43,397
PROGRESSIVE CORP OHIO	185,124	185,124
PROVIDENCE SERVICE CORPORATION	118,680	118,680
PRUDENTIAL FINANCIAL INC	209,264	209,264
RESMED INC	63,518	63,518
REV GROUP, INC.	78,072	78,072
RPM INTERNATIONAL INC	65,525	65,525
RYMAN HOSPITALITY PPTYS INC	60,393	60,393
S E I INVESTMENTS COMPANY	68,267	68,267
SALESFORCE.COM INC	234,925	234,925
SENSATA TECHNOLOGIES HOLDING N.V.	60,054	60,054
SIGNATURE BANK	78,925	78,925
SILGAN HLDGS INC	47,759	47,759
SILICON MOTION TECHNOLOGY CORPORATION	140,344	140,344
STANDARD MOTOR PRODUCTS INC	67,365	67,365
STANLEY BLACK & DECKER INC	355,161	355,161
STARWOOD PROPERTY TRUST INC	185,745	185,745
STERIS PLC	54,669	54,669
STRYKER CORP	229,163	229,163
SUPERNUS PHARMACEUTICALS INC.	105,603	105,603
SVB FINANCIAL GROUP COM	75,975	75,975
SYSCO CORP	375,494	375,494
T E CONNECTIVITY LIMITED	218,592	218,592
T -MOBILE US, INC.	113,048	113,048
T P I COMPOSITES INC	100,766	100,766
TANGER FACTORY OUTLET CENTER INC	40,428	40,428
TAPESTRY INC.	108,142	108,142
TECH DATA CORP	58,782	58,782
TENNECO INC.	33,661	33,661
TERADATA CORPORATION	53,652	53,652
TEXAS CAPITAL BANCSHARES INC	40,005	40,005

FORM 990-PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TEXAS INSTRUMENTS INC	286,374	286,374
TEXAS ROADHOUSE INC CL A	48,729	48,729
THE CHEESECAKE FACTORY	62,634	62,634
THOR INDUSTRIES INC	131,880	131,880
TIFFANY & CO NEW	49,376	49,376
TOOTSIE ROLL INDS INC	36,400	36,400
TUPPERWARE BRANDS CORP	87,780	87,780
UMB FINANCIAL CORP	53,940	53,940
UNIFIRST CORP MASS	70,083	70,083
UNILEVER NV NEW YORK SHS ADR NEW	259,072	259,072
UNION PAC CORP	217,510	217,510
UNITEDHEALTH GROUP INC	605,824	605,824
VALERO ENERGY CORP NEW	257,348	257,348
VALMONT INDUSTRIES INC COM	49,755	49,755
VANTIV, INC.	51,706	51,706
VARIAN MEDICAL SYSTEMS INC N/C FROM VARIAN ASSOCIATES EFFECTIVE 4/5/99	52,796	52,796
VMWARE INC	450,024	450,024
W N S HOLDINGS LIMITED,	221,718	221,718
WABTEC CORP	62,620	62,620
WALGREENS BOOTS ALLIANCE INC	232,384	232,384
WASTE MANAGEMENT INC	184,423	184,423
WATERS CORP	91,765	91,765
WCM FOCUSED INTERNATIONAL GROWTH FUND	7,192,817	7,192,817
WILLIAMS SONOMA INC	50,408	50,408
XPO LOGISTICS, INC.	84,721	84,721
ZOETIS INC	185,863	185,863
	<u>71,624,652</u>	<u>71,624,652</u>

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING	
	BOOK VALUE	FMV
ABBVIE INC DTD 05/06/2013 2% 11/06/2018	144,934	144,934
AIR LEASE CORP DTD 9/16/2014 2.125% 1/15/2018	624,956	624,956
ALT LOAN TR 2004-J2 PTHRU CTF DTD 3/1/2004 6% 3/25/2034 SER 2004-J2 CLASS 1A1	11,681	11,681
AMAZON.COM INC DTD 12/5/2014 2.6% 12/5/2019	353,570	353,570
AMERICAN EXPRESS CREDIT DTD 5/3/2017 1.875% 5/3/2019	522,890	522,890
AMERICAN INTL GROUP DTD 2/26/2016 3.3% 3/1/2021	117,234	117,234
AMERICAN INTL GROUP DTD 7/10/2015 3.75% 7/10/2025	25,776	25,776
AMERITECH CAPITAL FUNDNG DTD 1/21/1998 6.45% 1/15/2018	450,702	450,702
ANHEUSER-BUSCH INBEV FIN DTD 1/25/2016 2.65% 2/1/2021	145,728	145,728
AT&T INC SR UNSECURED DTD 03/10/2014 2.300% 03/11/2019	450,482	450,482
AUTOZONE INC DTD 4/21/2016 1.625% 4/21/2019	867,720	867,720
BANK OF AMERICA CORP DTD 5/2/2008 5.65% 5/1/2018	505,965	505,965
BEST BUY CO INC DTD 7/16/2013 5% 8/1/2018	401,502	401,502
BOEING CO DTD 7/28/2009 4.875% 2/15/2020	633,726	633,726
C V S CAREMARK CORP DTD 12/5/2013 2.25% 12/5/2018	750,998	750,998
CARDINAL HEALTH INC DTD 6/12/2017 1.948% 6/14/2019	248,463	248,463
CARDINAL HEALTH INC DTD 6/23/2015 1.95% 6/15/2018	234,868	234,868
CARNIVAL CORP DTD 10/15/2013 3.95% 10/15/2020	26,100	26,100
CATERPILLAR FINL SERVICE DTD 2/25/2016 1.5% 2/23/2018	499,790	499,790
CHEVRON CORP DTD 5/16/2016 FLTG RATE 5/16/2018	750,990	750,990
CITIBANK NA DTD 3/20/2017 2% 3/20/2019	249,518	249,518
CITIGROUP INC DTD 6/9/2016 2.05% 6/7/2019	498,550	498,550
CITIGROUP INC DTD 9/13/2013 5.5% 9/13/2025	45,062	45,062
COMM 2015-CCRE24 M TR PTHRU CTF DTD 8/1/15 FLTG RT 8/10/48 SER 2015-CR24 CLASS B	41,954	41,954
DOLLAR GENERAL CORP DTD 4/11/2013 1.875% 4/15/2018	749,565	749,565
EBAY INC DTD 3/9/2016 2.5% 3/9/2018	75,070	75,070
EBAY INC DTD 3/9/2016 2.5% 3/9/2018	350,326	350,326
ECOLAB INC DTD 12/8/2011 4.35% 12/8/2021	112,827	112,827
FEDERAL FARM CREDIT BANK DTD 8/26/2015 FLTG RATE 2/26/2018	500,110	500,110
GENERAL ELEC CAP CORP DTD 4/2/2013 1.625% 4/2/2018	499,760	499,760
GENERAL MOTORS FINL CO DTD 5/9/2016 2.4% 5/9/2019	1,000,240	1,000,240
GILEAD SCIENCES INC DTD 11/17/2014 2.35% 2/1/2020	286,334	286,334
GILEAD SCIENCES INC DTD 3/7/2014 2.05% 4/1/2019	499,990	499,990

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GLENCORE FINANCE CANADA DTD 10/25/2012 4% 10/25/2022	20,956	20,956
H C P INC DTD 05/20/2015 4% 06/01/2025	25,734	25,734
H S B C USA INC DTD 3/5/2015 2.35% 3/5/2020	319,958	319,958
HCP INC DTD 1/24/2011 5.375% 2/1/2021 MANDATORY PUT 07/16/18 @ 100	26,847	26,847
HEALTH CARE REIT INC DTD 11/16/2010 4.95% 1/15/2021	26,565	26,565
HONEYWELL INTERNATIONAL DTD 10/31/2016 1.4% 10/30/2019	544,044	544,044
I N G BANK NV DTD 9/25/2013 5.8% 9/25/2023	33,667	33,667
ING-RAND GL HLD CO DTD 1/15/2014 2.875% 1/15/2019 MAND PUT 3/15/2018 @ 100	502,560	502,560
INTL LEASE FINANCE CORP DTD 3/11/2013 3.875% 4/15/2018	145,664	145,664
JPMB COMM MORT SEC TR 2015-C30 PTHRU CTF DTD 7/1/15 FLTG RATE 7/15/48 SER 2015-C3	45,883	45,883
JPMORGAN CHASE & CO DTD 3/2/2015 1.7% 3/1/2018 MANDATORY PUT 2/1/2018 @ 100	224,978	224,978
KELLOGG CO DTD 12/13/2010 4% 12/15/2020	136,157	136,157
LOCKHEED MARTIN CORP DTD 11/23/2015 1.85% 11/23/2018	1,213,518	1,213,518
LOCKHEED MARTIN CORP DTD 11/23/2015 2.5% 11/23/2020	140,895	140,895
MASCO CORP DTD 4/21/1998 6.625% 4/15/2018	668,263	668,263
MEDTRONIC GLOBAL HLDINGS DTD 3/28/2017 1.7% 3/28/2019	278,838	278,838
MERCK & CO INC DTD 1/31/2018 1.1% 9/13/2012	549,725	549,725
MICROSOFT CORP DTD 2/6/2017 1.85% 2/6/2020	149,556	149,556
NEL ST LN TR 2005-4 PTHRU CTF DTD 11/15/05 FLTG RATE 9/22/35 SER 2005-4 CL B	25,646	25,646
NEWELL RUBBERMAID INC DTD 3/30/2016 2.6% 3/29/2019	27,092	27,092
ONTARIO (PROVINCE OF) DTD 2/8/2017 2.4% 2/8/2022	299,034	299,034
ONTARIO (PROVINCE OF) DTD 6/17/2016 1.25% 6/17/2019	493,725	493,725
ORACLE CORP DTD 7/7/2016 1.9% 9/15/2021	147,633	147,633
PEPSICO INC DTD 5/28/2008 5% 6/1/2018	354,557	354,557
PFIZER INC DTD 6/3/2016 1.2% 6/1/2018	349,234	349,234
QUALCOMM INC DTD 5/20/2015 2.25% 5/20/2020	630,104	630,104
REGIONS FINANCIAL CORP DTD 2/8/2016 3.2% 2/8/2021	147,532	147,532
REGIONS FINANCIAL CORP DTD 4/30/2013 2% 5/15/2018	499,585	499,585
ROPER INDUSTRIES INC DTD 6/6/2013 2.05% 10/1/2018	144,986	144,986
ROPER INDUSTRIES INC DTD 6/6/2013 2.05% 10/1/2018	349,965	349,965
ROYAL BANK OF CANADA DTD 4/15/2016 1.625% 4/15/2019	248,248	248,248
RYDER SYSTEM INC DTD 8/22/2012 2.5% 3/1/2018 MANDATORY PUT 2/7/2018 @ 100	650,124	650,124
STARBUCKS CORP DTD 2/4/2016 2.1% 2/4/2021	139,101	139,101

FORM 990-PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SYNCHRONY FINANCIAL DTD 12/4/2015 2.6% 1/15/2019	1,001,890	1,001,890
SYSO CORPORATION DTD 4/1/2016 1.9% 4/1/2019	144,600	144,600
TORONTO-DOMINION BANK DTD 7/13/2016 1.45% 8/13/2019	741,270	741,270
TORONTO-DOMINION BANK DTD 9/6/2016 1.45% 9/6/2018	149,462	149,462
TOYOTA MOTOR CREDIT CORP DTD 4/17/2017 1.95% 4/17/2020	119,516	119,516
UNITED TECHNOLOGIES CORP DTD 11/1/2016 1.5% 11/1/2019	158,118	158,118
WESTERN GAS PARTNERS DTD 6/28/2012 4% 7/1/2022	102,018	102,018
	<u>24,654,629</u>	<u>24,654,629</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOTHAM HDGD VAL STRAT INTL SPC	5,718,030.	5,718,030.
MESA WEST CORE LENDING	4,981,648.	4,981,648.
TCW DIRECT LENDING LLC	1,900,332.	1,900,332.
FPA CRESCENT FUND FPA CRESCENT	8,160,678.	8,160,678.
TOTALS	<u>20,760,688.</u>	<u>20,760,688.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT-ONYX TOWER	14,168.	14,168.
INTEREST RECEIVABLE	197,453.	197,453.
DIVIDEND RECEIVABLE	49,132.	49,132.
TOTALS	<u>260,753.</u>	<u>260,753.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN FROM INVESTMENTS

7,812,648.

TOTAL

7,812,648.

ATTACHMENT 13FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: BASMEH & ZEITONEH RELIEF & DEVELOPMENT
GRANTEE'S ADDRESS: KHAYAT BLDG #22/55235, 5TH FLOOR
CITY, STATE & ZIP: BEIRUT
FOREIGN COUNTRY: LEBANON
GRANT DATE: 09/01/2017
GRANT AMOUNT: 150,000.
GRANT PURPOSE: SUPPORT OF PROGRAMS FOR SUPPORT AND HOUSING OF SYRIAN
EMERGENCY WORKERS
AMOUNT EXPENDED: 44,854.
ANY DIVERSION? NO
DATES OF REPORTS: 3/9/18, 6/29/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: EMERGENCY RESPONSE CENTRE INTERNATIONAL
GRANTEE'S ADDRESS: 2AS MERARCHIAS 3
CITY, STATE & ZIP: PIRAEUS
FOREIGN COUNTRY: GREECE 18535
GRANT DATE: 09/01/2017
GRANT AMOUNT: 50,000.
GRANT PURPOSE: MEDICAL INTERVENTION & SEARCH AND RESCUE
AMOUNT EXPENDED: 30,128.
ANY DIVERSION? NO
DATES OF REPORTS: 3/7/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: METADRASI-ACTION FOR MIGRATION & DEV
GRANTEE'S ADDRESS: 25 MARTIOU 7
CITY, STATE & ZIP: ATHENS
FOREIGN COUNTRY: GREECE 17778
GRANT DATE: 09/01/2017
GRANT AMOUNT: 99,089.
GRANT PURPOSE: ASSISTANCE FOR MINORS SEEKING ASYLUM IN GREECE
AMOUNT EXPENDED: 75,268.
ANY DIVERSION? NO
DATES OF REPORTS: 3/5/18, 10/23/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:

ROY AND PATRICIA DISNEY FAMILY FOUNDATION 2017 FORM 990-PF
 FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

61-1777495

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
SUSAN DISNEY LORD 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	BOARD CHAIR / PRESIDENT 2.00	0.	0.	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.
TOM CAMP 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	SECRETARY 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MAXWELL LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
SYLIA OBAGI 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	PRESIDENT (THROUGH 4/7/17) 40.00	153,692.	21,979.	0.
KIM DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
GRAND TOTALS		153,692.	21,979.	0.

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

<u>ATTACHMENT 15</u>			
<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
FARIDEH HATAMI 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	GRANTS MANAGER 40.00	83,900.	45,559. 0.
CLARALEE STEELE 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	PROGRAMS & OPS ASSOC 32.26	47,670.	5,789. 0.
	TOTAL COMPENSATION	131,570.	51,348. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SHEPHERD KAPLAN LLC 125 SUMMER STREET, 22ND FLOOR BOSTON, MA 02110	CONSULTING FEES	260,488.
DANA INVESTMENT ADVISORS, INC 20700 WENSON DRIVE, STE 400 WAUKESHA, WI 53186	CONSULTING FEES	75,876.
ARISTOTLE CAPITAL MANAGEMENT 11100 SANTA MONICA BLVD, STE 1700 LOS ANGELES, CA 90025	CONSULTING FEES	52,052.
	TOTAL COMPENSATION	<u>388,416.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET, SUITE 310 SACRAMENTO, CA 95814	PC		GENERAL OPERATING SUPPORT	50,000
CENTER FOR EMPLOYMENT OPPORTUNITIES, INC 50 BROADWAY 16TH FLOOR NEW YORK, NY 10004	PC		PROJECT SUPPORT	150,000
CENTINELA YOUTH SERVICES 11539 HAWTHORNE BLVD, 5TH FLOOR HAWTHORNE, CA 90250	PC		PROJECT SUPPORT	100,000
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	PC		PROJECT SUPPORT	60,000
COALITION FOR QUEENS 3100 47TH AVENUE #1105 LONG ISLAND CITY, NY 11101	PC		GENERAL OPERATING SUPPORT	150,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC		GENERAL OPERATING SUPPORT	245,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EAST LA COMMUNITY CORP 2917 E 1ST STREET, SUITE 101 LOS ANGELES, CA 90033	PC		PROJECT SUPPORT	150,000
FOOD FOWARD INC 7412 FULTON AVENUE, SUITE #3 NORTH HOLLYWOOD, CA 91605	PC		GENERAL OPERATING SUPPORT	100,000
FREEFROM 719 CRESTMOORE PLACE VENICE, CA 90291	PC		GENERAL OPERATING SUPPORT	70,000
GHETTO FILM SCHOOL 79 ALEXANDER AVENUE, SUITE 41-A BRONX, NY 10454	PC		PROJECT SUPPORT	150,000
GLOBAL FUND FOR WOMEN INC 222 SUTTER STREET SAN FRANCISCO, CA 94108	PC		GENERAL OPERATING SUPPORT	100,000
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES, CA 90012	PC		PROJECT SUPPORT	100,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSING CORPORATION OF AMERICA 6265 VARIEL AVENUE WOODLAND HILLS, CA 91367	PC	PROJECT SUPPORT	50,000.
INITIATING CHANGE IN OUR NEIGHBORHOODS CDC 8248 VAN NUYS BLVD PANORAMA CITY, CA 91402	PC	GENERAL OPERATING SUPPORT	55,000
JUSTLEADERSHIP USA, INC 1900 LEXINGTON AVENUE NEW YORK, NY 10035	PC	GENERAL OPERATING SUPPORT	150,000.
L A KITCHEN INC 230 W AVENUE, SUITE 26 LOS ANGELES, CA 90031	PC	GENERAL OPERATING SUPPORT	100,000
LOS ANGELES ECONOMIC DEV CORP 444 S FLOWER ST, 37TH FLOOR LOS ANGELES, CA 90071	PC	PROJECT SUPPORT	150,000
MISSION ASSET FUND 3269 MISSION STREET SAN FRANCISCO, CA 94110	PC	PROJECT SUPPORT	100,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL FOSTER YOUTH INSTITUTE 3550 WILSHIRE BLVD, SUITE 1601 LOS ANGELES, CA 90010	PC	PROJECT SUPPORT	55,000
NEIGHBORHOOD HOUSING SERVICES OF LA COUNTY 3926 WILSHIRE BLVD, SUITE 200 LOS ANGELES, CA 90010	PC	GENERAL OPERATING SUPPORT	55,000
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	PC	PROJECT SUPPORT	150,000
SCHOOL ON WHEELS 3150 N SAN FERNANDO ROAD, SUITE B LOS ANGELES, CA 90065	PC	GENERAL OPERATING SUPPORT	50,000.
SHINING HOPE FOR COMMUNITIES 175 VARICK STREET, 6TH FLOOR NEW YORK, NY 10014	PC	GENERAL OPERATING SUPPORT	150,000
SOCIAL VENTURE PARTNERS LA 8055 W. MANCHESTER AVENUE, STE 405 PLAYA DEL REY, CA 90293	PC	PROJECT SUPPORT	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN MUTUAL HELP ASSOC 3602 OLD JEANERETTE ROAD NEW IBERIA, LA 70563	PC		GENERAL OPERATING SUPPORT	100,000
TALENT BEYOND BOUNDARIES INC 2000 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	PC		GENERAL OPERATING SUPPORT	150,000
THE CHRYSALIS CENTER 522 SOUTH MAIN STREET LOS ANGELES, CA 90013	PC		PROJECT SUPPORT	100,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 10889 WILSHIER BLVD, SUITE 700-68A LOS ANGELES, CA 90095	PC		PROJECT SUPPORT	100,000
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	PC		PROJECT SUPPORT	150,000
TIDES CENTER 1012 TORNEY AVENUE SAN FRANCISCO, CA 94129	PC		PROJECT SUPPORT	55,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF SOUTHERN CALIFORNIA 950 W JEFFERSON BLVD, JEF 102 LOS ANGELES, CA 90089	PC		PROJECT SUPPORT	125,000
URBAN JUSTICE CENTER 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10006	PC		GENERAL OPERATING SUPPORT	150,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 1313 WEST EIGHTH STREET LOS ANGELES, CA 90017	PC		GENERAL OPERATING SUPPORT	20,000
CAMPBELL HALL 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD, CA 91607	PC		PROJECT SUPPORT	10,000
CENTRAL AMERICAN RESOURCE CENTER OF CALIFORNIA 2845 W 7TH STREET LOS ANGELES, CA 90005	PC		GENERAL OPERATING SUPPORT	10,000
CHILDREN TODAY 2951 LONG BEACH BLVD LONG BEACH, CA 90806	PC		GENERAL OPERATING SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLAREMONT SCHOOL OF THEOLOGY 1325 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	PC		PROJECT SUPPORT	10,000
CODE ORG 1501 4TH AVENUE, SUITE 900 SEATTLE, WA 98101	PC		GENERAL OPERATING SUPPORT	10,000
CREATING HOPE INTERNATIONAL PO BOX 1058 DEARBORN, MI 48121	PC		PROJECT SUPPORT	10,000
DOOR OF HOPE PO BOX 90455 PASADENA, CA 91109	PC		GENERAL OPERATING SUPPORT	10,000
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	PC		GENERAL OPERATING SUPPORT	10,000
GBOWEE PEACE FOUNDATION AFRICA-USA 25 EAST 21ST STREET, 7TH FLOOR NEW YORK, NY 10010	PC		GENERAL OPERATING SUPPORT	10,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HILLTOP ARTISTS IN RESIDENCE 602 N SPRAGUE AVENUE TACOMA, WA 98403	PC	GENERAL OPERATING SUPPORT	10,000
L A C B A COUNSEL FOR JUSTICE 1055 WEST 7TH STREET, SUITE 2700 LOS ANGELES, CA 90017	PC	PROJECT SUPPORT	10,000
LOS FELIZ IMPROVEMENT ASSOCIATION PO BOX 29395 LOS ANGELES, CA 90029	PC	PROJECT SUPPORT	10,000
MARSHALL PROJECT, INC 156 WEST 56TH STREET, SUITE 701 NEW YORK, NY 10019	PC	GENERAL OPERATING SUPPORT	10,000
NORTH STAR FUND 520 8TH AVENUE, SUITE 1800 NEW YORK, NY 10018	PC	GENERAL OPERATING SUPPORT	10,000
PUERTO RICO DOG FUND 560 S MAIN STREET, APR 6N LOS ANGELES, CA 90013	PC	GENERAL OPERATING SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERNERS ON NEW GROUND PO BOX 11250 ATLANTA, GA 30310	PC		GENERAL OPERATING SUPPORT	10,000
THIRD WAVE FUND PO BOX 1159 BROOKLYN, NY 11238	PC		GENERAL OPERATING SUPPORT	10,000
CENTER FOR NONPROFIT MANAGEMENT 1000 NORTH ALAMEDA, SUITE 250 LOS ANGELES, CA 90012	PC		PROJECT SUPPORT	900
GROWGOOD 15332 ANTIOCH STREET #204 PACIFIC PALISADES, CA 90272	PC		GENERAL OPERATING SUPPORT	10,000
BASMEH & ZEITONEH RELIEF AND DEVELOPMENT KHAYAT BLDG #22/5235, 5TH FLOOR BEIRUT LEBANON	NC		SUPPORT PROGRAMS FOR SUPPORT AND HOUSING OF SYRIAN EMERGENCY WORKERS	100,000
EMERGENCY RESPONSE CENTRE INTERNATIONAL 2AS MERARCHIAS 3 PIRAEUS GREECE 18535	NC		MEDICAL INTERVENTION & SEARCH ADN RESCUE	50,000

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

ATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

METADRASI-ACTION FOR MIGRATION & DEVELOPMENT

25 MARTIOU 7

ATHENS

GREECE 17778

NC

ASSISTANCE FOR MINORS SEEKING ASYLUM IN GREECE

99,089

TOTAL CONTRIBUTIONS PAID

3,919,989

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET, SUITE 310 SACRAMENTO, CA 95814	PC		GENERAL OPERATING SUPPORT	50,000
CENTINELA YOUTH SERVICES 11539 HAWTHORNE BLVD, 5TH FLOOR HAWTHORNE, CA 90250	PC		GENERAL OPERATING SUPPORT	100,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC		PROGRAM SUPPORT	25,000
SCHOOL ON WHEELS, INC 3150 N SAN FERNANDO ROAD, STE B LOS ANGELES, CA 90065	PC		GENERAL OPERATING SUPPORT	50,000
SHINING HOPE FOR COMMUNITIES 175 VARICK STREET, 6TH FLOOR NEW YORK, NY 10014	PC		GENERAL OPERATING SUPPORT	150,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 10889 WILSHIRE BLVD, SUITE 700-68A LOS ANGELES, CA 90095	PC		PROGRAM SUPPORT	50,000

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FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)	
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT
HISPANIC FEDERATION 55 EXCHANGE PLACE, SUITE 501 NEW YORK, NY 10005	PC
	PURPOSE OF GRANT OR CONTRIBUTION
	GENERAL OPERATING SUPPORT
	AMOUNT
	125,000
	TOTAL CONTRIBUTIONS APPROVED
	550,000

ROY AND PATRICIA DISNEY FAMILY FOUNDATION

2017 FORM 990-PF

61-1777495

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

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SEC CLAIMS SETTLEMENT			01	4,661.	
TRAVEL STATEMENT CREDIT			01	866.	
MISC INCOME			01	617.	
TOTALS				<u>6,144.</u>	