

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

OMB No 1545-0052

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.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

ROY AND PATRICIA DISNEY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

3500 W. OLIVE AVE

Room/suite

STE 700

City or town, state or province, country, and ZIP or foreign postal code

BURBANK, CA 91505

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

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) **\$ 122,215,072.**

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

61-1777495

B Telephone number (see instructions)

(818) 973-4240

C If exemption application is
pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here. ☐**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)	1,581,828.			
2 Check ☐ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.	747,219.	747,219.		
4 Dividends and interest from securities	1,137,577.	1,708,221.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,966,961.			
b Gross sales price for all assets on line 6a	94,181,699.			
7 Capital gain net income (from Part IV, line 2)		6,250,663.		
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	71,188.	-14,138.		
12 Total Add lines 1 through 11	9,504,773.	8,691,965.		
13 Compensation of officers, directors, trustees, etc.	164,423.	16,442.		147,981.
14 Other employee salaries and wages	141,531.			141,531.
15 Pension plans, employee benefits	116,128.			116,128.
16a Legal fees (attach schedule) ATCH 2	1,802.			1,802.
b Accounting fees (attach schedule) ATCH 3	86,200.	25,860.		60,340.
c Other professional fees (attach schedule) [4]	708,566.	686,934.		21,632.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	31,988.			
19 Depreciation (attach schedule) and depletion	108,660.			
20 Occupancy	240,028.			240,028.
21 Travel, conferences, and meetings	33,058.			33,058.
22 Printing and publications	12,769.			12,769.
23 Other expenses (attach schedule) ATCH 6	187,627.	43,464.		144,163.
24 Total operating and administrative expenses Add lines 13 through 23.	1,832,780.	772,700.		919,432.
25 Contributions, gifts, grants paid	9,574,950.			4,758,500.
26 Total expenses and disbursements Add lines 24 and 25	11,407,730.	772,700.	0.	5,677,932.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,902,957.			
b Net investment income (if negative, enter -0-)		7,919,265.		
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	77,869.	53,277.	53,277.
	2	Savings and temporary cash investments	4,261,220.	5,971,164.	5,971,164.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable		50,000.	50,000.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	10,179.	62,373.	62,373.
	10a	Investments - U S and state government obligations (attach schedule) [7]	9,111,806.	8,390,327.	8,390,327.
	b	Investments - corporate stock (attach schedule) ATCH 8	71,624,652.	71,086,194.	71,086,194.
	c	Investments - corporate bonds (attach schedule) ATCH 9	24,654,629.	21,195,321.	21,195,321.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 10	20,760,688.	14,809,894.	14,809,894.
14		Land, buildings, and equipment basis ▶ 606,645.			
		Less accumulated depreciation (attach schedule) ▶ 255,757.	452,767.	350,888.	350,888.
15		Other assets (describe ▶ ATCH 11)	260,753.	245,634.	245,634.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	131,214,563.	122,215,072.	122,215,072.
17		Accounts payable and accrued expenses	81,200.	59,300.	
18		Grants payable	550,000.	5,416,450.	
Net Assets or Fund Balances	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)	631,200.	5,475,750.		
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	130,583,363.	116,739,322.	
	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)	130,583,363.	116,739,322.	
31	Total liabilities and net assets/fund balances (see instructions)	131,214,563.	122,215,072.		

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	130,583,363.
2	Enter amount from Part I, line 27a	2	-1,902,957.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	128,680,406.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	11,941,084.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	116,739,322.

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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	6,250,663.
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

(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))
2017	4,850,508.	124,926,584.	0.038827
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

2	Total of line 1, column (d)	2	0.158492
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.031698
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	129,538,808.
5	Multiply line 4 by line 3.	5	4,106,121.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	79,193.
7	Add lines 5 and 6.	7	4,185,314.
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	5,684,713.

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	79,193.
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	79,193.
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	79,193.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	146,519.
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	196,519.
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	117,326.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ► 117,326. 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 2018 or the tax year beginning in 2018? 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

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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		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 ▶ <u>HTTPS://WWW.RPDFF.ORG/</u>	X	
14 The books are in care of ▶ <u>KATHLEEN GALLI</u> Telephone no ▶ <u>(818) 973-4240</u> Located at ▶ <u>3500 W. OLIVE AVE., SUITE 700 BURBANK, CA</u> ZIP+4 ▶ <u>91505</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ ☐	1b	X
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018)	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 2018?	4b	X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 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.		☒ X
	Organizations relying on a current notice regarding disaster assistance, check here	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATCH 13		
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?		☒ 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?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☐ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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		164,423.	4,700.	25,000.

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		141,531.	58,734.	0.

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

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		544,410.

Total number of others receiving over \$50,000 for professional services **2****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	96,952,215.
b	Average of monthly cash balances	1b	25,457,874.
c	Fair market value of all other assets (see instructions)	1c	9,101,391.
d	Total (add lines 1a, b, and c)	1d	131,511,480.
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	131,511,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,972,672.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	129,538,808.
6	Minimum investment return. Enter 5% of line 5	6	6,476,940.

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	6,476,940.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	79,193.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	79,193.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	6,397,747.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,397,747.
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	6,397,747.

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	5,677,932.
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	6,781.
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	5,684,713.
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	79,193.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,605,520.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				6,397,747.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			5,428,439.	
b Total for prior years 20 16, 20 15, 20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 5,684,713.				
a Applied to 2017, but not more than line 2a			5,428,439.	
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 2018 distributable amount				256,274.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				6,141,473.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Form 990-PF (2018)

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 2018, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)(ii)				
(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	4,758,500.
b Approved for future payment ATCH 18				
Total			▶ 3b	5,416,450.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	747,219.	
4 Dividends and interest from securities			14	1,137,577.	
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	5,966,961.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 19 _____				71,188.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				7,922,945.	
13 Total. Add line 12, columns (b), (d), and (e)					7,922,945.

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 _____

BOARD CHAIR
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHELLE G MICHALOWSKI

Preparer's signature

Date	
------	--

Check ☐	self-employed
--------------------------------	---------------

PTIN	
------	--

P00755304

Firm's name **PRICEWATERHOUSECOOPERS LLP**

Firm's address ► 600 13TH STREET NW, SUITE 1000
WASHINGTON, DC

20005

Firm's EIN ▶ 13-4008324

Phone no 202-414-1000

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					4,361.	
94181699.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 88214738.				P	VAR	VAR
							5,966,961.	
6,186,005.		GOTHAM HDGD VAL STRAT INTL SPC PROPERTY TYPE: OTHER 5,906,664.				P	VAR	VAR
							279,341.	
TOTAL GAIN(LOSS)							<u>6,250,663.</u>	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

ROY AND PATRICIA DISNEY FAMILY FOUNDATION

Employer identification number

61-1777495

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ROY AND PATRICIA DISNEY FAMILY FOUNDATION**Employer identification number
61-1777495**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PATRICIA DISNEY ADMINISTRATIVE TRUST C/O SHAMROCK, 3500 W. OLIVE AVE, STE 700 BURBANK, CA 91505	\$ 1,581,828.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization ROY AND PATRICIA DISNEY FAMILY FOUNDATION

Employer identification number
61-1777495**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization ROY AND PATRICIA DISNEY FAMILY FOUNDATION

Employer identification number

61-1777495

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART I, LINE 19

DEPRECIATION EXPENSE FOR THE YEAR ENDED DEC. 31, 2018: 108,660

FORM 990-PF, PART II, LINE 14

	ASSETS

EQUIPMENT	148,279
FURNITURE & FIXTURES	198,873
LEASEHOLD IMPROVEMENTS	206,087
SOFTWARE	53,406

TOTAL	606,645
LESS ACCUMULATED DEPRECIATION	(255,757)

	350,888
	=====

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC CLAIMS SETTLEMENT	1,412.	1,412.
PASSTHROUGH INCOME FROM PARTNERSHIPS		-15,550.
FEDERAL TAX REFUND	69,776.	
TOTALS	<u>71,188.</u>	<u>-14,138.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NEO LAW GROUP	1,085.			1,085.
LAPIN & DAVIS, LLP	717.			717.
TOTALS	<u>1,802.</u>			<u>1,802.</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	62,700.	18,810.		43,890.
COHN REZNICK LLP	23,500.	7,050.		16,450.
TOTALS	86,200.	25,860.		60,340.

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PHILANTHROPY CONSULTANTS	10,000.		10,000.
SHAMROCK INVESTMENT MNGT FEE	50,000.	50,000.	
BANK OF NY MANAGEMENT FEES	636,934.	636,934.	
INSURANCE	9,723.	9,723.	9,723.
OTHER CONSULTING & PROF SRVCS	1,909.	1,909.	1,909.
TOTALS	<u>708,566.</u>	<u>686,934.</u>	<u>21,632.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES	22,806.
FOREIGN TAX EXPENSE	5,347.
PROPERTY TAX	3,835.
TOTALS	<u>31,988.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HR GENERAL & SUPPORT	56,160.		56,160.
TECHNOLOGY	27,250.		27,250.
PARKING & VALIDATIONS	10,604.		10,604.
OFFICE EQUIPMENT & REPAIRS	1,152.		1,152.
MISCELLANEOUS EXPENSE	1,438.		1,438.
SOFTWARE LICENSING	4,925.		4,925.
SHIPPING & POSTAGE	249.		249.
OFFICE SUPPLIES	1,331.		1,331.
FILING FEES	601.		601.
SEC AND OTHER FEES	43,464.	43,464.	
WORKMANS COMP	2,703.		2,703.
WEBSITE MAINTENANCE	600.		600.
MEMBERSHIP EXPENSES	37,150.		37,150.
TOTALS	<u>187,627.</u>	<u>43,464.</u>	<u>144,163.</u>

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BANK DTD 8/17/2017 2.16% 8/17/2022	249,974	249,974
FEDERAL HOME LOAN BANK DTD 9/7/2018 2.625% 10/1/2020	200,260	200,260
FEDERAL HOME LOAN MORTGAGE CORP GOLD PASSTHRU CTF POOL NUMBER Q31912 DTD 2/1/2015 3.5%	84,593	84,593
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AE0042 DTD 5/1/2010 5.5% 5/1/2015	23,966	23,966
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AH1684 DTD 9/1/2011 4% 9/1/2015	4,639	4,639
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AI8479 DTD 7/1/2011 5% 8/1/2015	21,368	21,368
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AJ2293 DTD 9/1/2011 4% 9/1/2015	30,151	30,151
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AJ3615 DTD 11/1/2011 4% 11/1/2015	86,329	86,329
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AJ9327 DTD 1/1/2012 3.5% 1/1/2015	25,383	25,383
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AL5165 DTD 4/1/2014 4.5% 4/1/2015	29,689	29,689
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AP3086 DTD 9/1/2012 3% 9/1/2015	18,493	18,493
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AP6334 DTD 9/1/2012 3.5% 9/1/2015	46,779	46,779
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AS0379 DTD 8/1/2013 4% 9/1/2015	31,305	31,305
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AT4797 DTD 6/1/2013 3% 6/1/2015	44,344	44,344
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AU4779 DTD 9/1/2013 4.5% 9/1/2015	52,064	52,064
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AU7367 DTD 9/1/2013 5% 9/1/2015	8,028	8,028
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AU7388 DTD 10/1/2013 5% 10/1/2015	14,071	14,071
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AU8053 DTD 9/1/2013 4.5% 9/1/2015	76,078	76,078
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AV1004 DTD 10/1/2013 5% 10/1/2015	10,062	10,062
FEDERAL NATIONAL MORTGAGE ASSN PASSTHRU CTF POOL NUMBER AV1030 DTD 10/1/2013 5% 11/1/2015	8,860	8,860
FEDERAL NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 2/25/2006 FLTGT RATE 3/25/2036	8,269	8,269
FEDERAL NATL MTGE ASSN POOL #AT2725 PASSTHRU CTF DTD 5/1/2013 3% 5/1/2043	26,154	26,154
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 1/1/2013 FLTGT RATE 5/16/205	3,950	3,950
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 1/1/2015 FLTGT RATE 1/16/205	5,559	5,559
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 10/1/2012 FLTGT RATE 2/16/205	2,456	2,456
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 11/1/2010 FLTGT RATE 9/16/205	371	371
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 3/1/2015 FLTGT RATE 9/16/205	3,627	3,627
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 4/1/2013 FLTGT RATE 7/16/204	7,865	7,865
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 5/1/2015 FLTGT RATE 2/16/205	6,786	6,786
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 8/1/2015 FLTGT RATE 5/16/205	7,346	7,346
GOVERNMENT NATIONAL MORTGAGE ASSN REMIC PASSTHRU CTF DTD 9/1/2010 FLTGT RATE 12/16/205	158	158
UNITED STATES TREASURY NOTE DTD 2/28/2017 1.125% 2/28/2019	498,995	498,995
UNITED STATES TREASURY BILL DTD 08/16/2018 MAT 8/15/2019	300,202	300,202
UNITED STATES TREASURY BOND DTD 2/16/2016 2.5% 2/15/2046	1,178,167	1,178,167

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREASURY BOND DTD 5/15/2016 2.5% 5/15/2046	2,002,085	2,002,085
UNITED STATES TREASURY BOND DTD 8/15/2016 2.25% 8/15/2046	897,383	897,383
UNITED STATES TREASURY NOTE DTD 6/30/2017 1.25% 6/30/2019	496,875	496,875
UNITED STATES TREASURY NOTES DTD 9/30/2015 1.5% 9/30/2020	171,561	171,561
UNITED STATES TREASURY STRIP DTD 11/16/2015 MAT 11/15/2045	662,160	662,160
UNITED STATES TREASURY STRIP DTD 5/15/2015 MAT 5/15/2045	443,639	443,639
UNITED STATES TREASURY STRIP DTD 8/17/2015 MAT 8/15/2045	444,070	444,070
US TREASURY INFLATION INDEXED BOND DTD 7/15/2010 1.25% 7/15/2020	156,213	156,213
	<u>8,390,327</u>	<u>8,390,327</u>

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THE WALT DISNEY COMPANY	1,318,296	1,318,296
3M CO	114,896	114,896
A E S CORP	8,416	8,416
ABBOTT LABORATORIES	44,121	44,121
ABBVIE INC	139,115	139,115
ABBVIE INC	200,237	200,237
ACADIA HEALTHCARE	133,641	133,641
ACCENTURE PLC	92,785	92,785
ADOBE SYSTEMS INC	111,084	111,084
ADOBE SYSTEMS INC	535,284	535,284
ADTALEM GLOBAL EDUCATION INC	18,928	18,928
AGILENT TECHNOLOGIES INC	22,869	22,869
AIR PRODUCTS & CHEMICALS INC	33,931	33,931
AKAMAI TECHNOLOGIES INC	8,551	8,551
AKAMAI TECHNOLOGIES INC	61,080	61,080
ALAMO GROUP INC	61,856	61,856
ALASKA AIR GROUP INC	8,032	8,032
ALBEMARLE CORP	7,090	7,090
ALLERGAN PLC	34,885	34,885
ALLSTATE CORP	7,354	7,354
ALPHABET, INC.	178,125	178,125
ALPHABET, INC.	616,526	616,526
ALPHABET, INC.	593,537	593,537
ALTRIA GROUP INC	194,004	194,004
AMAZON.COM INC	309,406	309,406
AMAZON.COM INC	815,570	815,570
AMDOCS LTD ORD	64,438	64,438
AMEREN CORPORATION	15,199	15,199
AMERICAN CAMPUS COMMUNITIES	40,355	40,355
AMERICAN ELECTRIC POWER INC	33,932	33,932
AMERICAN FINL GROUP INC OHIO	52,055	52,055
AMERICAN INTERNATIONAL GROUP INC	32,868	32,868
AMERICAN TOWER CORPORATION	119,908	119,908
AMERICAN WATER WORKS CO INC	15,340	15,340

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN WOODMARK CORPORATION	75,168	75,168
AMERIPRISE FINANCIAL INC	230,658	230,658
AMETEK INC NEW	135,197	135,197
AMGEN INC	350,795	350,795
AMN HEALTHCARE SVCS INC	124,652	124,652
ANALOG DEVICES INC	32,358	32,358
ANSYS INC	286,166	286,166
ANSYS INC	50,029	50,029
APACHE CORP	9,056	9,056
APACHE CORP	31,500	31,500
APPLE INC	391,195	391,195
APPLE INC	501,613	501,613
APPLIED INDL TECHNOLOGIES INC COM	57,986	57,986
APPLIED MATERIALS INC	34,704	34,704
APTARGROUP INC	82,311	82,311
APTIV PLC	18,040	18,040
ARAMARK HOLDINGS CORPORATION	85,114	85,114
ARCONIC INC	6,660	6,660
ASPEN TECHNOLOGY INC	71,908	71,908
AT&T INC	131,198	131,198
ATMOS ENERGY CORP	64,904	64,904
AVALONBAY CMNTYS INC	23,671	23,671
AVERY DENNISON CORP	7,636	7,636
AVERY DENNISON CORP	53,898	53,898
BAKER HUGHES	9,783	9,783
BALL CORP	15,357	15,357
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	183,299	183,299
BANK HAWAII CORP	52,173	52,173
BANK OF AMERICA CORPORATION	235,756	235,756
BANK OF AMERICA CORPORATION	344,960	344,960
BAXTER INTERNATIONAL INC	32,515	32,515
BAXTER INTERNATIONAL INC	239,782	239,782
BECTON DICKINSON & CO	23,433	23,433
BERKLEY W R CORP	55,433	55,433

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BIG LOTS INC	34,704	34,704
BIOMEN IDEC INC	66,503	66,503
BIOMEN IDEC INC	208,538	208,538
BOK FINL CORP	128,328	128,328
BORG-WARNER AUTOMOTIVE INC	7,469	7,469
BOSTON PROPERTIES INC	15,194	15,194
BOSTON SCIENTIFIC CORPORATION	52,020	52,020
BOSTON SCIENTIFIC CORPORATION	203,664	203,664
BRIGHTHOUSE FINANCIAL, INC.	4,084	4,084
BRINKER INTL INC	39,582	39,582
BRISTOL-MYERS SQUIBB COMPANY	85,715	85,715
BROWN & BROWN INC	62,010	62,010
BROWN FORMAN CORP CL B	13,989	13,989
BURLINGTON STORES, INC.	155,025	155,025
C B R E GROUP, INC.	13,854	13,854
C H ROBINSON WORLDWIDE INC	50,454	50,454
C M S ENERGY CORP	14,498	14,498
CABOT OIL & GAS CORP CL A	8,292	8,292
CAMDEN PROPERTY TRUST REIT	68,239	68,239
CAMPBELL SOUP CO	7,060	7,060
CAPITAL ONE FINANCIAL CORPORATION	241,888	241,888
CARNIVAL CORP	19,917	19,917
CELGENE CORP	43,645	43,645
CHEMED CORP NEW	63,738	63,738
CHEVRON CORPORATION	12,946	12,946
CHOICE HOTELS INTL INC	62,633	62,633
CHUBB LIMITED	230,328	230,328
CHURCH & DWIGHT INC	16,506	16,506
CHURCH & DWIGHT INC	64,774	64,774
CHURCH & DWIGHT INC	90,420	90,420
CIGNA CORPORATION	49,379	49,379
CINCINNATI FINL CORP	48,388	48,388
CINTAS CORP	13,607	13,607
CISCO SYSTEMS INC	203,694	203,694

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITIGROUP INC	133,898	133,898
CITRIX SYS INC	160,452	160,452
CLOROX CO	22,504	22,504
COCA - COLA CO	335,854	335,854
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	37,199	37,199
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	200,025	200,025
COHEN & STEERS INC	34,320	34,320
COHERENT INC	26,428	26,428
COHU INC	85,171	85,171
COLGATE-PALMOLIVE COMPANY	50,473	50,473
COLUMBIA BKG SYS INC	78,931	78,931
COMCAST CORP CL A	159,899	159,899
COMCAST CORP CL A	114,510	114,510
COMERICA INC	11,883	11,883
COMFORT SYS USA INC	183,456	183,456
COMMERCE BANCSHARES INC	58,963	58,963
CONCHO RESOURCES INC	74,626	74,626
CONSOLIDATED EDISON INC	23,703	23,703
CONSTELLATION BRANDS INC-A	28,626	28,626
COOPER COS INC	69,988	69,988
CORESITE REALTY CORPORATION	63,242	63,242
CROWN HLDGS INC	83,847	83,847
CUBESMART	45,187	45,187
CULLEN FROST BANKERS INC	153,895	153,895
CUMMINS INC	20,981	20,981
CVB FINAMCIAL CORP	35,403	35,403
CVS HEALTH CORPORATION	69,582	69,582
D T E ENERGY CO	21,839	21,839
DANAHER CORP	364,735	364,735
DAVE & BUSTERS ENTMT INC COM	134,794	134,794
DAVITA INC	6,330	6,330
DEERE & CO	49,226	49,226
DELTA AIR LINES INC	29,192	29,192
DELTA AIR LINES INC	203,143	203,143

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DENTSPLY SIRONA INC	8,409	8,409
DENTSPLY SIRONA INC	38,140	38,140
DEVON ENERGY CORPORATION NEW	13,321	13,321
DOMINION RES INC VA NEW	8,289	8,289
DOMINOS PIZZA INC COM	125,483	125,483
DONALDSON CO INC	95,458	95,458
DORMAN PRODUCTS, INC.	74,267	74,267
DOVER CORP	12,062	12,062
DOWDUPONT INC	70,647	70,647
DRIL-QUIP INC	27,778	27,778
DUNKIN' BRANDS GROUP INC	40,075	40,075
DXC TECHNOLOGY CO	14,622	14,622
E O G RES INC	52,936	52,936
E Q T CORPORATION	5,478	5,478
E*TRADE FINANCIAL CORPORATION	7,460	7,460
E*TRADE FINANCIAL CORPORATION	91,270	91,270
EAST WEST BANCORP INC COM	176,732	176,732
EAST WEST BANCORP INC COM	37,001	37,001
EASTMAN CHEM CO	12,063	12,063
EATON CORP PLC	27,258	27,258
EATON VANCE CORP COM NON VTG	51,891	51,891
EBAY INC	25,768	25,768
EDWARDS LIFESCIENCES CORP	32,778	32,778
ELECTRONIC ARTS INC	205,403	205,403
ENTERGY CORP	15,407	15,407
EQUINIX, INC.	28,205	28,205
EQUITRANS MIDSTREAM CORPORATION	4,645	4,645
EQUITY LIFESTYLE PTYS INC	160,265	160,265
ESTEE LAUDER COMPANIES CLASS A	26,280	26,280
EVERSOURCE ENERGY	22,894	22,894
EXELON CORP	47,039	47,039
EXLSERVICE HOLDINGS INC	126,288	126,288
EXPEDITORS INTL WASH INC	56,174	56,174
EXTRA SPACE STORAGE INC	149,835	149,835

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXXON MOBIL CORP	121,992	121,992
F M C CORP	11,834	11,834
F5 NETWORKS INC	100,459	100,459
FABRINET	224,481	224,481
FACEBOOK INC.	312,650	312,650
FACTSET RESEARCH SYSTEMS INC	70,046	70,046
FEDERAL SIGNAL CORP	110,943	110,943
FEDEX CORP	40,171	40,171
FIDELITY NATIONAL INFORMATION SERVICES, INC.	264,169	264,169
FIRST EAGLE GLOBAL FUND	8,403,086	8,403,086
FIRST FINANCIAL BANCORP COM	141,134	141,134
FISERV INC	252,879	252,879
FLOWERS FOOD INC	56,795	56,795
FLOWERVE CORPORAION	6,007	6,007
FLUOR CORP NEW	5,603	5,603
FORD MOTOR COMPANY	20,349	20,349
FRANKLIN ELECTRIC INC	56,816	56,816
FREEMPORT MCMORAN COPPER & GOLD INC	12,424	12,424
GALLAGHER ARTHUR J & CO	14,519	14,519
GAP INC	5,513	5,513
GENERAL DYNAMICS CORPORATION	259,397	259,397
GENERAL ELECTRIC COMPANY	59,334	59,334
GENERAL MILLS INC	21,806	21,806
GODADDY, INC.	153,223	153,223
GOLDMAN SACHS GROUP INC	61,307	61,307
GOODYEAR TIRE & RUBBER CO	5,654	5,654
GRAINGER W W INC	13,271	13,271
GRAINGER W W INC	144,568	144,568
GRAND CANYON EDUCATION INC	146,614	146,614
H P INC.	34,066	34,066
HACKETT GROUP INC	54,434	54,434
HALLIBURTON CO	3,881	3,881
HALLIBURTON CO	178,086	178,086
HANESBRANDS INC	5,864	5,864

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL, INC.	166,211	166,211
HARTFORD FINL SVCS GROUP INC	14,580	14,580
HEALTH CARE PROPERTY INVESTORS	15,110	15,110
HELEN OF TROY CORP	160,696	160,696
HELMERICH & PAYNE INC	58,727	58,727
HENRY (JACK) & ASSOCIATES INC	63,260	63,260
HENRY (JACK) & ASSOCIATES INC	107,542	107,542
HERSHEY CO	14,898	14,898
HERSHEY CO	205,786	205,786
HESS CORPORATION	9,518	9,518
HEWLETT PACKARD ENTERPRISE COMPANY	20,106	20,106
HEXCEL CORP NEW	35,838	35,838
HIGHWOODS PROPERTIES INC	36,756	36,756
HILTON WORLDWIDE HOLDINGS INC.	21,612	21,612
HILTON WORLDWIDE HOLDINGS INC.	206,353	206,353
HOLLYFRONTIER CORPORATION	10,684	10,684
HOME DEPOT INC	157,043	157,043
HOME DEPOT INC	314,774	314,774
HOME DEPOT INC	286,596	286,596
HONEYWELL INTL INC	163,697	163,697
HORMEL FOODS CORP	13,914	13,914
HOST HOTELS & RESORTS INC	12,553	12,553
HUBBELL INC COM	76,989	76,989
HUMANA INC	39,248	39,248
IDEX CORP	47,348	47,348
IHS MARKIT LTD	17,749	17,749
ILLINOIS TOOL WKS INC	40,161	40,161
ILLUMINA INC	47,389	47,389
INGERSOLL-RAND PLC	22,169	22,169
INGERSOLL-RAND PLC	141,954	141,954
INTEL CORP	219,726	219,726
INTERNATIONAL BUSINESS MACHINES CORPORATION	99,916	99,916
INTERNATIONAL FLAVORS & FRAGRANCES	67,135	67,135
INTERNATIONAL PAPER CO	18,081	18,081

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERPUBLIC GROUP COS INC	64,469	64,469
INTUIT	231,496	231,496
INVECO LIMITED	6,830	6,830
IPG PHOTONICS CORPORATION	50,981	50,981
JOHNSON & JOHNSON	350,500	350,500
JOHNSON & JOHNSON	119,887	119,887
JOHNSON CTLS INTL PLC	30,124	30,124
JOHNSON CTLS INTL PLC	217,928	217,928
JONES LANG LASALLE INC N/C FROM LASALLE PARTNERS 3/12/99	66,465	66,465
JP MORGAN CHASE & CO	336,106	336,106
JP MORGAN CHASE & CO	209,883	209,883
JUNIPER NETWORKS INC	67,275	67,275
K L A - TENCOR CORP	8,681	8,681
KANSAS CITY SOUTHERN	5,250	5,250
KELLOGG CO	12,770	12,770
KEYCORP NEW	17,322	17,322
KIMBERLY CLARK CORP	43,297	43,297
KINDER MORGAN INC.	7,859	7,859
KOHL'S CORP	12,671	12,671
KROGER CO	22,853	22,853
KROGER CO	228,250	228,250
KULICKE & SOFFA INDS INC	54,222	54,222
L G I HOMES, INC.	98,354	98,354
L3 TECHNOLOGIES INC	120,346	120,346
LAKELAND FINANCIAL CORPORATION	69,276	69,276
LAM RESH CORP	22,196	22,196
LAMAR ADVERTISING COMPANY	58,803	58,803
LANCASTER COLONY CORP	53,058	53,058
LENNAR CORP CL B	3,133	3,133
LENNAR CORP CLASS A	234,900	234,900
LINCOLN ELEC HLDGS INC	61,109	61,109
LINCOLN NATL CORP IND	11,545	11,545
LINDE PUBLIC LIMITED COMPANY	48,060	48,060
LOCKHEED MARTIN CORP	67,555	67,555

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LUMENTUM HOLDINGS INC	71,417	71,417
M G M MIRAGE	12,834	12,834
MACY'S INC	7,773	7,773
MALIBU BOATS, INC.	63,510	63,510
MANHATTAN ASSOCS INC	46,607	46,607
MARATHON PETROLEUM CORP	38,357	38,357
MARRIOTT INTERNATIONAL INC	32,785	32,785
MARSH & MCLENNAN COS INC	43,783	43,783
MARTIN MARIETTA MATLS INC	257,805	257,805
MASCO CORP	10,088	10,088
MASIMO CORPORATION	88,580	88,580
MASTERCARD INC	258,451	258,451
MATTEL INC	4,026	4,026
MAXIMUS INC	102,517	102,517
MCCORMICK & CO INC COM NON VTG COMMON NON VOTING	15,595	15,595
MEDTRONIC, PLC	125,343	125,343
MEDTRONIC, PLC	309,264	309,264
MERCK & CO INC	208,599	208,599
MERCK & CO INC	119,811	119,811
METTLER-TOLEDO INTL INC	14,705	14,705
METTLER-TOLEDO INTL INC	84,837	84,837
MICROCHIP TECHNOLOGY INC	309,256	309,256
MICROSOFT CORPORATION	471,691	471,691
MICROSOFT CORPORATION	886,300	886,300
MICROSOFT CORPORATION	467,222	467,222
MIDDLEBY CORP	51,365	51,365
MITSUBISHI UFJ FINANCIAL GROUP INC SPONSORED ADR	121,750	121,750
MKS INSTRS INC	40,381	40,381
MOHAWK INDS INC	6,550	6,550
MOLSON COORS BREWING CO CL B	8,368	8,368
MONDELEZ INTERNATIONAL	61,966	61,966
MONDELEZ INTERNATIONAL	202,152	202,152
MONSTER BEVERAGE CORPORATION	197,077	197,077
MOODY'S CORP	21,986	21,986

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MOTOROLA SOLUTIONS INC.	123,898	123,898
MSCI INC	13,858	13,858
N V 5 HOLDINGS INC.	118,073	118,073
NATIONAL FUEL GAS CO N J	205,846	205,846
NATIONAL OILWELL VARCO INC.	9,175	9,175
NEENAH PAPER INC	72,177	72,177
NETFLIX COM INC	24,357	24,357
NETGEAR INC	53,331	53,331
NEW JERSEY RES CORP	54,804	54,804
NEWFIELD EXPL CO	3,372	3,372
NEXTERA ENERGY INC	22,423	22,423
NEXTERA ENERGY PARTNERS LP	198,030	198,030
NIELSEN HOLDINGS PLC	7,466	7,466
NIKE INC CLASS B STOCK	96,011	96,011
NISOURCE INC	8,518	8,518
NOBLE ENERGY INC	8,723	8,723
NORDSON CORP	76,623	76,623
NORDSTROM INC	6,059	6,059
NORTHERN TR CORP	18,891	18,891
NORTHROP GRUMMAN CORP	45,307	45,307
NORWEGIAN CRUISE LINE HOLDINGS LTD	7,333	7,333
NOVARTIS AG	249,707	249,707
NRG ENERGY INC COM NEW	13,385	13,385
NVIDIA CORP	83,171	83,171
OCCIDENTAL PETROLEUM CORP	47,570	47,570
ONE GAS INC	81,590	81,590
ONEOK INC	20,609	20,609
ORACLE CORP	27,451	27,451
O'REILLY AUTOMOTIVE INC	171,132	171,132
OSHKOSH CORPORATION	275,895	275,895
OSI SYS INC	86,128	86,128
P G & E CORP	11,875	11,875
P P G INDUSTRIES INC	25,762	25,762
P P G INDUSTRIES INC	278,883	278,883

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
P V H CORP	6,321	6,321
PACKAGING CORP AMER	7,845	7,845
PACKAGING CORP AMER	56,085	56,085
PACWEST BANCORP	125,632	125,632
PARKER HANNIFIN CORP	20,581	20,581
PARKER HANNIFIN CORP	259,653	259,653
PARNASSUS EQUITY INCOME FD	11,882,023	11,882,023
PAYPAL HOLDINGS, INC.	327,951	327,951
PENTAIR PLC	6,045	6,045
PEPSICO INC	159,644	159,644
PERKINELMER INC	76,586	76,586
PHILIP MORRIS INTERNATIONAL INC	18,426	18,426
PHILLIPS 66	254,143	254,143
PINNACLE WEST CAP CORP	8,861	8,861
PIONEER NATURAL RESOURCES COMPANY	24,989	24,989
PIONEER NATURAL RESOURCES COMPANY	170,976	170,976
POLARIS INDUSTRIES INC	42,174	42,174
PRINCIPAL FINL GROUP INC	11,749	11,749
PROGRESSIVE CORP OHIO	230,461	230,461
PROLOGIS, INC.	36,994	36,994
PROVIDENCE SERVICE CORPORATION	105,035	105,035
PRUDENTIAL FINANCIAL INC	36,290	36,290
PUBLIC SVC ENTERPRISE GROUP INC	29,669	29,669
QUALCOMM INC	53,609	53,609
QUANTA SVCS INC	5,508	5,508
RAYTHEON CO	42,325	42,325
REGENCY CTRS CORP	8,039	8,039
REGENERON PHARMACEUTICALS INC	29,507	29,507
RESMED INC	16,170	16,170
RESMED INC	85,403	85,403
ROCKWELL AUTOMATION INC	19,863	19,863
ROPER INDUSTRIES INC	27,185	27,185
ROYAL CARIBBEAN CRUISES LTD	18,091	18,091
RPM INTERNATIONAL INC	95,518	95,518

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RYMAN HOSPITALITY PPTYS INC	48,350	48,350
S & P GLOBAL INC.	44,014	44,014
S & P GLOBAL INC.	222,621	222,621
S E I INVESTMENTS COMPANY	60,060	60,060
S L GREEN REALTY CORP REIT	7,196	7,196
SALESFORCE.COM INC	97,386	97,386
SCHEIN HENRY INC	45,149	45,149
SCHLUMBERGER LTD	49,718	49,718
SEAGATE TECHNOLOGY	12,426	12,426
SEALED AIR CORP NEW	5,783	5,783
SEMPRA ENERGY	26,290	26,290
SENSATA TECHNOLOGIES HOLDING PLC	52,687	52,687
SHERWIN WILLIAMS CO	35,411	35,411
SIGNATURE BANK	69,397	69,397
SILGAN HLDGS INC	38,383	38,383
SILICON MOTION TECHNOLOGY CORPORATION	106,950	106,950
SMUCKER J M CO	12,247	12,247
SONY CORPORATION	271,478	271,478
SOUTHWEST AIRLS CO	27,377	27,377
STANDARD MOTOR PRODUCTS INC	81,120	81,120
STANLEY BLACK & DECKER INC	20,236	20,236
STARBUCKS CORP	92,543	92,543
STATE STREET CORP	22,705	22,705
STERIS PLC	66,781	66,781
STEVEN MADDEN LTD	191,758	191,758
SUN COMUNITIES INC	159,990	159,990
SUPERNUS PHARMACEUTICALS INC.	68,932	68,932
SVB FINANCIAL GROUP COM	52,228	52,228
SYMANTEC CORP	13,151	13,151
SYSKO CORP	30,390	30,390
T J X COMPANIES INC	55,925	55,925
T P I COMPOSITES INC	171,446	171,446
T ROWE PRICE GROUP INC	21,788	21,788
TAPESTRY INC.	10,800	10,800

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TECH DATA CORP	47,041	47,041
TECHNIPMC LIMITED	9,144	9,144
TERADATA CORPORATION	53,512	53,512
TETRA TECH INC NEW	45,299	45,299
TEXAS CAPITAL BANCSHARES INC	22,991	22,991
TEXAS INSTRUMENTS INC	68,229	68,229
TEXAS INSTRUMENTS INC	217,350	217,350
TEXAS ROADHOUSE INC CL A	53,730	53,730
TEXTRON INC	10,716	10,716
THE BANK OF NEW YORK MELLON CORPORATION (BNY MELLON)	48,106	48,106
THE BOEING COMPANY	297,345	297,345
THE CHEESECAKE FACTORY	54,388	54,388
THE MOSAIC COMPANY	12,005	12,005
THE PROCTER & GAMBLE COMPANY	45,500	45,500
THERMO FISHER SCIENTIFIC INC.	253,778	253,778
TIFFANY & CO NEW	9,661	9,661
TIFFANY & CO NEW	36,230	36,230
TOOTSIE ROLL INDS INC	33,567	33,567
TRIPADVISOR INC.	6,958	6,958
TWITTER, INC.	218,424	218,424
UMB FINANCIAL CORP	54,873	54,873
UNDER ARMOUR INC CL A	7,510	7,510
UNIFIRST CORP MASS	75,112	75,112
UNILEVER NV NEW YORK SHS ADR NEW	247,480	247,480
UNION PAC CORP	22,393	22,393
UNITED PARCEL SERVICE CL B	70,124	70,124
UNITED RENTALS INC	10,048	10,048
UNITED TECHNOLOGIES CORP	6,708	6,708
UNITEDHEALTH GROUP INC	241,397	241,397
UNITEDHEALTH GROUP INC	417,027	417,027
V F CORP	20,903	20,903
VALMONT INDUSTRIES INC COM	33,285	33,285
VARIAN MEDICAL SYSTEMS INC N/C FROM VARIAN ASSOCIATES EFFECTIVE 4/5/99	9,291	9,291
VARIAN MEDICAL SYSTEMS INC N/C FROM VARIAN ASSOCIATES EFFECTIVE 4/5/99	53,822	53,822

FORM 990-PF, PART II - CORPORATE STOCKS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VENTAS INC	23,319	23,319
VERINT SYS INC	141,739	141,739
VERISK ANALYTICS INC	14,938	14,938
VERIZON COMMUNICATIONS INC	230,446	230,446
VERTEX PHARMACEUTICALS INC	192,555	192,555
VIAD CORP COM NEW	67,622	67,622
VISA INC-CLASS A SHRS	5,541	5,541
VMWARE INC	190,199	190,199
VORNADO REALTY TRUST	11,848	11,848
VULCAN MATERIALS CO	7,805	7,805
W E C ENERGY GROUP INC	22,925	22,925
W N S HOLDINGS LIMITED,	162,977	162,977
WABTEC CORP	41,729	41,729
WALGREENS BOOTS ALLIANCE INC	218,656	218,656
WASTE MANAGEMENT INC	35,062	35,062
WASTE MANAGEMENT INC	257,270	257,270
WATERS CORP	99,041	99,041
WCM FOCUSED INTERNATIONAL GROWTH FUND	7,477,332	7,477,332
WELLTOWER INC.	25,959	25,959
WESTROCK COMPANY	9,780	9,780
WEYERHAEUSER COMPANY	17,444	17,444
WILLIAMS COS INC	18,787	18,787
WILLIAMS SONOMA INC	52,973	52,973
WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY	20,501	20,501
XCEL ENERGY INC	24,536	24,536
XPO LOGISTICS, INC.	86,929	86,929
XYLEM INC.	13,277	13,277
ZIMMER HOLDINGS INC	20,225	20,225
	<u>71,086,194</u>	<u>71,086,194</u>

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE LOAN TRUST 2004-J2 PASSTHRU CTF DTD 3/1/2004 6% 3/25/2034 SERIES 2004-	7,582	7,582
AMERICAN INTL GROUP DTD 2/26/2016 3.3% 3/1/2021	114,610	114,610
AMERICAN INTL GROUP DTD 7/10/2015 3.75% 7/10/2025	23,936	23,936
ANHEUSER-BUSCH INBEV WOR DTD 4/4/2018 3.5% 1/12/2024	146,723	146,723
CARNIVAL CORP DTD 10/15/2013 3.95% 10/15/2020	25,322	25,322
CITIGROUP INC DTD 9/13/2013 5.5% 9/13/2025	41,976	41,976
COMM 2015-CCRE24 MORTGAGE TRUST PASSTHRU CTF DTD 8/1/2015 FLTG RATE 8/10/2048 SERI	40,922	40,922
CONSTELLATION ENERGY GRO DTD 12/14/2010 5.15% 12/1/2020	143,073	143,073
ECOLAB INC DTD 12/8/2011 4.35% 12/8/2021	108,903	108,903
EUROPEAN BK FOR RECON. DTD 3/7/2018 2.75% 3/7/2023	260,655	260,655
GLENCORE FINANCE CANADA DTD 10/25/2012 4% 10/25/2022	19,937	19,937
H C P INC DTD 05/20/2015 4% 06/01/2025	24,473	24,473
HEALTH CARE REIT INC DTD 11/16/2010 4.95% 1/15/2021	25,592	25,592
I N G BANK NV DTD 9/25/2013 5.8% 9/25/2023	31,336	31,336
JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST 2015-C30 PASSTHRU CTF DTD 7/1/2015 FLTG	45,014	45,014
KELLOGG CO DTD 12/13/2010 4% 12/15/2020	131,866	131,866
K F W DTD 9/17/2013 2.75% 10/1/2020	200,434	200,434
LOCKHEED MARTIN CORP DTD 11/23/2015 2.5% 11/23/2020	138,369	138,369
MICROSOFT CORP DTD 2/6/2017 1.85% 2/6/2020	148,911	148,911
ONTARIO (PROVINCE OF) DTD 2/8/2017 2.4% 2/8/2022	295,881	295,881
ORACLE CORP DTD 7/7/2016 1.9% 9/15/2021	145,532	145,532
REGIONS FINANCIAL CORP DTD 2/8/2016 3.2% 2/8/2021	144,072	144,072
STARBUCKS CORP DTD 2/4/2016 2.1% 2/4/2021	136,560	136,560
TOYOTA MOTOR CREDIT CORP DTD 4/17/2017 1.95% 4/17/2020	118,510	118,510
UNITED TECHNOLOGIES CORP DTD 11/1/2016 1.5% 11/1/2019	158,062	158,062
WESTERN GAS PARTNERS DTD 6/28/2012 4% 7/1/2022	99,144	99,144
A C E INA HOLDINGS DTD 11/3/2015 2.3% 11/3/2020	118,284	118,284
AMAZON.COM INC DTD 12/5/2014 2.6% 12/5/2019	349,115	349,115
AMERICAN EXPRESS CREDIT DTD 5/3/2017 1.875% 5/3/2019 MANDATORY PUT 4/2/2019 @ 100.	523,063	523,063
AMERICAN INTL GROUP DTD 2/26/2016 3.3% 3/1/2021	298,983	298,983
AT&T INC SR UNSECURED DTD 03/10/2014 2.300% 03/11/2019	449,199	449,199
AUTOZONE INC DTD 4/21/2016 1.625% 4/21/2019	870,721	870,721
B B & T CORPORATION DTD 5/10/2016 2.05% 5/10/2021 INDUSTRY BANKS	175,271	175,271
BEST BUY CO INC DTD 3/11/2011 5.5% 3/15/2021	237,160	237,160

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOEING CO DTD 7/28/2009 4 875% 2/15/2020	612,882	612,882
BRANCH BANKING & TRUST DTD 1/26/2017 FLTG RATE 1/15/2020	249,860	249,860
CARDINAL HEALTH INC DTD 6/12/2017 1.948% 6/14/2019	248,713	248,713
CITIBANK NA DTD 3/20/2017 2% 3/20/2019	249,375	249,375
CITIGROUP INC DTD 6/9/2016 2.05% 6/7/2019	497,890	497,890
COMCAST CORP DTD 10/5/2018 3.45% 10/1/2021	75,761	75,761
DELL INT LLC / EMC CORP DTD 6/1/2016 3.48% 6/1/2019 MANDATORY PUT 3/21/2019 @ 100.	398,820	398,820
EBAY INC DTD 7/28/2014 FLTG RATE 8/1/2019	349,741	349,741
ECOLAB INC DTD 1/15/2015 2.25% 1/12/2020	124,189	124,189
E. I. DU PONT DE NEMOURS DTD 5/2/2017 2.2% 5/1/2020	262,147	262,147
FEDERAL HOME LOAN BANKS DTD 4/17/2018 FLTG RATE 4/17/2020	299,727	299,727
GENERAL MOTORS FINL CO DTD 5/9/2016 2.4% 5/9/2019	996,240	996,240
GILEAD SCIENCES INC DTD 11/17/2014 2.35% 2/1/2020	283,088	283,088
GILEAD SCIENCES INC DTD 3/7/2014 2.05% 4/1/2019	498,855	498,855
GLAXOSMITHKLINE CAP PLC DTD 5/15/2018 3.125% 5/14/2021	350,441	350,441
HASBRO INC DTD 5/13/2014 3 15% 5/15/2021	492,530	492,530
H C P INC DTD 11/19/2012 2.625% 2/1/2020	347,508	347,508
HONEYWELL INTERNATIONAL DTD 10/30/2017 1.8% 10/30/2019	99,020	99,020
HONEYWELL INTERNATIONAL DTD 10/31/2016 1.4% 10/30/2019	543,059	543,059
H S B C USA INC DTD 3/5/2015 2.35% 3/5/2020	316,768	316,768
INTL LEASE FINANCE CORP DTD 5/24/2011 6.25% 5/15/2019	201,770	201,770
JOHN DEERE CAPITAL CORP DTD 6/22/2017 FLTG RATE 6/22/2020	200,062	200,062
J P MORGAN CHASE & CO DTD 3/1/2016 2.55% 3/1/2021	197,180	197,180
JP MORGAN CHASE & CO DTD 8/10/2011 4.35% 8/15/2021	306,999	306,999
JUNIPER NETWORKS INC DTD 3/4/2015 3.3% 6/15/2020	174,346	174,346
LABORATORY CORP OF AMER DTD 1/30/2015 2.625% 2/1/2020	248,263	248,263
MARRIOTT INTERNATIONAL DTD 9/14/2015 2.875% 3/1/2021	98,612	98,612
MEDTRONIC GLOBAL HLDINGS DTD 3/28/2017 1.7% 3/28/2019	279,280	279,280
MERCK & CO INC DTD 2/10/2015 1.85% 2/10/2020	198,210	198,210
METLIFE INC DTD 8/6/2010 4.75% 2/8/2021	206,366	206,366
ONTARIO (PROVINCE OF) DTD 6/17/2016 1.25% 6/17/2019	496,665	496,665
PACCAR FINANCIAL CORP DTD 5/10/2016 1.3% 5/10/2019	139,129	139,129
QUALCOMM INC DTD 5/20/2015 2.25% 5/20/2020	626,174	626,174
REGIONS BK BIRMINGHAM ALA DTD 1/26/2018 2.75% 4/1/2021	245,878	245,878

FORM 990-PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REGIONS FINANCIAL CORP DTD 2/8/2016 3.2% 2/8/2021	372,600	372,600
ROYAL BANK OF CANADA DTD 4/15/2016 1.625% 4/15/2019	249,148	249,148
ROYAL CARIBBEAN CRUISES LTD DTD 11/28/2017 2.65% 11/28/2020	441,743	441,743
RYDER SYSTEM INC DTD 8/6/2018 3.5% 6/1/2021	250,323	250,323
SYNCHRONY FINANCIAL DTD 12/4/2015 2.6% 1/15/2019	999,660	999,660
THERMO FISHER SCIENTIFIC DTD 2/22/2011 4.5% 3/1/2021	332,163	332,163
TORONTO-DOMINION BANK DTD 7/13/2016 1.45% 8/13/2019	743,310	743,310
UNILEVER CAPITAL CORP DTD 7/31/2015 2.1% 7/30/2020	98,737	98,737
UNION PACIFIC CORP DTD 6/8/2018 3.2% 6/8/2021	301,365	301,365
UNITED PARCEL SERVICE DTD 11/14/2017 2.05% 4/1/2021	442,139	442,139
U S BANK NA CINCINNATI DTD 7/24/2018 FLTG RATE 7/24/2020	249,394	249,394
	<u>21,195,321</u>	<u>21,195,321</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MESA WEST CORE LENDING	4,998,102.	4,998,102.
TCW DIRECT LENDING LLC	1,361,148.	1,361,148.
FPA CRESCENT FUND FPA CRESCENT	8,450,644.	8,450,644.
TOTALS	<u>14,809,894.</u>	<u>14,809,894.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT-ONYX TOWER	14,168.	14,168.
INTEREST RECEIVABLE	174,796.	174,796.
DIVIDEND RECEIVABLE	56,670.	56,670.
TOTALS	<u>245,634.</u>	<u>245,634.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS FROM INVESTMENTS	11,941,084.
TOTAL	<u>11,941,084.</u>

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

GRANTEE'S NAME: BASMEH & ZEITOONEH 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: 150,000.
ANY DIVERSION? NO
DATES OF REPORTS: 3/9/18, 4/30/18, 5/30/18, 6/29/18, 3/12/19, 6/30/19, 7/
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, 4/30/18, 2/28/19
VERIFICATION DATE:
RESULTS OF VERIFICATION:
SEE STATEMENT BELOW

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: 99,089.
ANY DIVERSION? NO
DATES OF REPORTS: 3/5/18, 3/19/18, 10/23/18, 2/28/19
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: 03/10/2018
GRANT AMOUNT: 50,000.
GRANT PURPOSE: MEDICAL INTERVENTION & SEARCH AND RESCUE
AMOUNT EXPENDED:
ANY DIVERSION? NO

CONT'D ON NEXT PAGE

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

DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:
SEE STATEMENT BELOW

GRANTEE'S NAME: METADRASI-ACTION FOR MIGRATION & DEV
GRANTEE'S ADDRESS: 25 MARTIOU 7
CITY, STATE & ZIP: ATHENS
FOREIGN COUNTRY: GREECE 17778
GRANT DATE: 03/29/2018
GRANT AMOUNT: 50,000.
GRANT PURPOSE: ASSISTANCE FOR MINORS SEEKING ASYLUM IN GREECE
AMOUNT EXPENDED: 50,000.
ANY DIVERSION? NO
DATES OF REPORTS: 2/28/19
VERIFICATION DATE:
RESULTS OF VERIFICATION:

AFTER FEBRUARY 2019, THE FOUNDATION HAS BEEN UNABLE TO OBTAIN ADDITIONAL REPORTS FROM EMERGENCY RESPONSE CENTRE INTERNATIONAL FOR GRANTS PAID 9/1/2017 AND 3/10/2018. PUBLICLY-AVAILABLE INFORMATION SUGGESTS THAT THE GRANTEE HAS CEASED OPERATIONS. AFTER PERSISTENT AND PROLONGED EFFORTS TO CONTACT THE GRANTEE, THE FOUNDATION HAS DISCONTINUED ITS EFFORTS TO OBTAIN THE GRANTEE REPORTS REQUIRED UNDER SECTION 53.4945-5(C) OF THE TREASURY REGULATIONS. THE FOUNDATION IS TREATING THIS GRANT AS OTHER THAN A TAXABLE EXPENDITURE UNDER SECTION 53.4945-5(D) (2) OF THE TREASURY REGULATIONS BECAUSE:

- (I) THE GRANT WAS MADE IN ACCORDANCE WITH SECTION 53.4945-5(B) OF THE TREASURY REGULATIONS;
- (II) THE FOUNDATION HAS COMPLIED WITH THE REPORTING REQUIREMENTS CONTAINED IN SECTION 53.4945-5(D) OF THE TREASURY REGULATIONS;
- (III) THE FOUNDATION MADE REASONABLE EFFORTS TO OBTAIN THE REQUIRED REPORTS; AND .
- (IV) THE FOUNDATION HAS CEASED MAKING ANY NEW GRANTS TO THE ORGANIZATION.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN DISNEY LORD 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	BOARD CHAIR/PRES./DIR./MEMBER 2.00	0.	0.	0.
ABIGAIL DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	VICE CHAIRPERSON/DIR./MEMBER 1.00	0.	0.	0.
MEGAN LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	VICE CHAIRPERSON/DIR./MEMBER 1.00	0.	0.	0.
KATHLEEN GALLI 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	TREASURER/DIRECTOR 1.00	0.	0.	0.
TOM CAMP 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	SECRETARY/DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 14 (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
SARAH LOUGHMAN 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	DIRECTOR/MEMBER .50	0.	0.	0.
TIMOTHY J. DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	DIRECTOR/MEMBER .50	0.	0.	0.
CAITLIN 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.
PIERRE HAUSER 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 14 (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
OLIVIA HAUSER 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.
KIM DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
ROY M. DISNEY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	MEMBER .50	0.	0.	0.
SHAWN ESCOFFREY 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	EXECUTIVE DIRECTOR 40.00	164,423.	4,700.	25,000.
GRAND TOTALS		164,423.	4,700.	25,000.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<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 MANGER 40.00	84,872.	45,623. 0.
CLARALEE STEELE 3500 W. OLIVE AVE STE 700 BURBANK, CA 91505	PROGRAMS & OPS ASSOC 35.54	56,659.	13,111. 0.
	TOTAL COMPENSATION	<u>141,531.</u>	<u>58,734. 0.</u>

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 KROCHUK LLC 125 SUMMER STREET, 22ND FLOOR BOSTON, MA 02110	INVESTMENT MGMT	305,821.
PRICEWATERHOUSECOOPERS, LLP 601 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017	TAX RETURN PREP	62,700.
ARISTOTLE CAPITAL MANAGEMENT 11100 SANTA MONICA BLVD, SUITE 1700 LOS ANGELES, CA 90025	INVESTMENT MGMT	60,145.
NEUMEIER POMA INVESTMENT COUNCIL LLC 26435 CARMEL RANCHO BLVD, SUITE 200 CARMEL, CA 93923	INVESTMENT MGMT	58,600.
DANA INVESTMENT ADVISORS 20700 WENSON DRIVE, SUITE 400 WAUKESHA, WI 53186	INVESTMENT MGMT	57,144.
TOTAL COMPENSATION		<u>544,410.</u>

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACLU FOUNDATION OF SOUTHERN CALIFORNIA 1313 W 8TH STREET LOS ANGELES, CA 90017	PC	GENERAL OPERATING SUPPORT	75,000
ALIGN THE ALLIANCE FOR A GREATER NY, INC 50 BROADWAY, 29TH FLOOR NEW YORK, NY 10004	PC	GENERAL OPERATING SUPPORT	100,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF SC 1313 W 8TH STREET, #200 LOS ANGELES, CA 90017	PC	GENERAL OPERATING SUPPORT	20,000
ANTI-RECIDIVISM COALITION 1320 E 7TH STREET, SUITE 260 LOS ANGELES, CA 90021	PC	GENERAL OPERATING SUPPORT	150,000
BASMEH & ZEITOONEH RELIEF AND DEVELOPMENT BADARO, HORSH EL KFOURY, KHAYAT BLD BEIRUT LEBANON	NC	GENERAL OPERATING SUPPORT	50,000
BREAKOUT! NEW ORLEANS 4327 CANAL STREET NEW ORLEANS, LA 70119	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
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST , #400 SAN FRANCISCO, CA 94109	PC	PROJECT SUPPORT	10,000
BROADWAY CENTER 901 BROADWAY, SUITE 700 TACOMA, WA 98402	PC	PROJECT SUPPORT	10,000
CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET, SUITE 310 SACRAMENTO, CA 95814	PC	GENERAL OPERATING SUPPORT	50,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PKWY VALENCIA, CA 91355	PC	ENDOWMENT	1,517,500
CAMERATA SINGERS OF LONG BEACH P O BOX 90511 LONG BEACH, CA 90809	PC	PROJECT SUPPORT	10,000
CASA OF LOS ANGELES 201 CENTRE PLAZA DRIVE, SUITE 1100 MONTEREY PARK, CA 91754	PC	PROJECT SUPPORT	75,000

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
CENTINELA YOUTH SERVICES 11539 HAWTHORNE BLVD , SUITE 500 MAWTHORNE, CA 90250	PC		HONORARIUM	500
CENTINELA YOUTH SERVICES 11539 HAWTHORNE BLVD , 5TH FLR HAWTHORNE, CA 90250	PC		PROJECT SUPPORT	100,000
CENTRAL AMERICAN RESOURCE CENTER OF CALIFORNIA 2845 W 7TH STREET LOS ANGELES, CA 90005	PC		GENERAL OPERATING SUPPORT	10,000
CODE.ORG 1501 4TH AVENUE, SUITE 900 SEATTLE, WA 98101	PC		GENERAL OPERATING SUPPORT	10,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC		PROJECT SUPPORT	50,000
COMMUNITY PARTNERS 1000 N ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC		PROJECT SUPPORT	50,000

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
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC	GENERAL OPERATING SUPPORT	25,000
CREATING HOPE INTERNATIONAL P O BOX 1058 DEARBORN, MI 48121	PC	GENERAL OPERATING SUPPORT	10,000
EAST YARD COMMUNITIES FOR ENVIRONMENTAL JUSTICE 2317 SOUTH ATLANTIC BLVD COMMERCE, CA 90040	PC	GENERAL OPERATING SUPPORT	50,000
EDUCATION THROUGH MUSIC - LOS ANGELES 2501 W BURBANK BLVD , STE 301 BURBANK, CA 91505	PC	GENERAL OPERATING SUPPORT	50,000
EMERGENCY RESPONSE CENTER INT'L 2AS MERARCHIAS 3 PIRAEUS GREECE 18535	NC	GENERAL OPERATING SUPPORT	50,000
FOUNDATION FOR LOUISIANA 1820 ST CHARLES AVENUE, SUITE 200 NEW ORLEANS, LA 70130	PC	GENERAL OPERATING SUPPORT	150,000

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
FOUNDATION FOR PUERTO RICO 1500 CALLE ANTONSANTI, SUITE K SANTURCE, PR 00912-3150	PC	GENERAL OPERATING SUPPORT	150,000
GROUNDSWELL FUND P O BOX 71642 OAKLAND, CA 94612	PC	GENERAL OPERATING SUPPORT	10,000
GROUNDSWELL FUND P O BOX 71642 OAKLAND, CA 94612	PC	GENERAL OPERATING SUPPORT	10,000
GROWGOOD, INC 15332 ANTIOCH STREET, #204 PACIFIC PALISADES, CA 90272	PC	GENERAL OPERATING SUPPORT	50,000
HISPANIC FEDERATION INC 55 EXCHANGE PLACE, SUITE 501 NEW YORK, NY 10005	PC	PROJECT SUPPORT	125,000
HUGS FOUNDATION INC 973 EAST AVENUE ROCHESTER, NY 14607	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
INNOCENCE PROJECT, INC 40 WORTH STREET, STE 701 NEW YORK, NY 11238	PC	GENERAL OPERATING SUPPORT	150,000
L A C B A COUNSEL FOR JUSTICE 1055 WEST 7TH STREET, SUITE 2700 LOS ANGELES, CA 90017	PC	PROJECT SUPPORT	10,000
LATINO COMMUNITY FOUNDATION 235 MONTGOMERY STREET, SUITE 1160 SAN FRANCISCO, CA 94104	PC	HONORARIUM	500.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD , STE 700 LOS ANGELES, CA 90045	PC	PROJECT SUPPORT	100,000
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD., STE 700 LOS ANGELES, CA 90045	PC	PROJECT SUPPORT	50,000
MET ADRASI-ACTION FOR MIGRANTINO & DEV 25 MARTIOU 7 ATHENS GREECE 17778	NC	GENERAL OPERATING SUPPORT	50,000

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
MIXTECO INDIGENA COMMUNITY 520 W FIFTH STREET, SUITE G OXNARD, CA 93030	PC	PROJECT SUPPORT	55,000
MY FRIEND'S PLACE P O BOX 3867 HOLLYWOOD, CA 90078	PC	GENERAL OPERATING SUPPORT	10,000
NORTH STAR FUND 520 8TH AVENUE, SUITE 1800 NEW YORK, NY 10018	PC	GENERAL OPERATING SUPPORT	10,000
OPERATION SPARK 748 CAMP STREET NEW ORLEANS, LA 70130	PC	PROJECT SUPPORT	50,000
PACOMA BEAUTIFUL 13520 VAN NUYS BLVD , SUITE 200 PACOIMA, CA 91331	PC	GENERAL OPERATING SUPPORT	150,000
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD , SUITE 255 MISSION HILLS, CA 91345	PC	GENERAL OPERATING SUPPORT	150,000

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
PC PUERTO RICO DOG FUND 560 S MAIN STREET, APT 6N LOS ANGELES, CA 90013		GENERAL OPERATING SUPPORT	10,000
PC SCHOOL ON WHEELS 3150 N SAN FERNANDO ROAD, STE B LOS ANGELES, CA 90065		GENERAL OPERATING SUPPORT	50,000
PC SHINING HOPE FOR COMMUNITIES 175 VARICK STREET, 6TH FLOOR NEW YORK, NY 10014		GENERAL OPERATING SUPPORT	150,000
PC SUNRISE OUTREACH 2105 BEVERLY BLVD, SUITE 219 LOS ANGELES, CA 90057		GENERAL OPERATING SUPPORT	10,000
PC SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111		PROJECT SUPPORT	150,000
PC THE ARMENIAN AMERICAN MUSEUM 104 N BELMONT STREET, #205 GLENDALE, CA 91206		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
THE DREAM CORPS 436 14TH STREET, SUITE 920 OAKLAND, CA 94612-2725	PC		PROJECT SUPPORT	100,000
THE MARSHALL PROJECT 156 W 56TH ST , SUITE 701 NEW YORK, NY 10019	PC		GENERAL OPERATING SUPPORT	150,000
THE PARTNERSHIP FOR WORKING FAMILIES 1305 FRANKLIN STREET, SUITE 501 OAKLAND, CA 94612	PC		PROJECT SUPPORT	125,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 10889 WILSHIRE BLVD , SUITE 700-68A LOS ANGELES, CA 90095	PC		PROJECT SUPPORT	50,000
THE WATER FOUNDATION 555 CAPITAL MALL, SUITE 1155 SACRAMENTO, CA 95814	PC		PROJECT SUPPORT	150,000
UNION DE VECINOS 346 S GLESS STREET LOS ANGELES, CA 90033	PC		PROJECT SUPPORT	30,000
TOTAL CONTRIBUTIONS PAID				4,758,500

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACLU FOUNDATION OF SC 1313 W 8TH STREET LOS ANGELES, CA 90017	PC	GENERAL OPERATING SUPPORT	75,000
ALIGN 50 BROADWAY, 29TH FLOOR NEW YORK, NY 10004	PC	GENERAL OPERATING SUPPORT	100,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PKWY VALENCIA, CA 91355	PC	ENDOWMENT	1,517,500
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PKWY VALENCIA, CA 91355	PC	ENDOWMENT	2,943,950
CASA OF LOS ANGELES 201 CENTRE PLAZA DRIVE, SUITE 1100 MONTEREY PARK, CA 91754	PC	PROJECT SUPPORT	75,000
CP - MOVE LA VISION 2010 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	PC	PROJECT SUPPORT	50,000

ATTACHMENT 18

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
EAST YARD COMM FOR ENVIR JUSTICE 2317 SOUTH ATLANTIC BLVD COMMERCE, CA 90040	PC		GENERAL OPERATING SUPPORT	50,000
EDUCATION THROUGH MUSIC LA 2501 W BURBANK BLVD , STE 301 BURBANK, CA 91505	PC		GENERAL OPERATING SUPPORT	50,000
FOUNDATION FOR LOUISIANA 1820 ST CHARLES AVENUE, SUITE 200 NEW ORLEANS, LA 70130	PC		GENERAL OPERATING SUPPORT	150,000.
GROWGOOD, INC 15332 ANTIOCH STREET, #204 PACIFIC PALISADES, CA 90272	PC		GENERAL OPERATING SUPPORT	50,000.
OPERATION SPARK 748 CAMP STREET NEW ORLEANS, LA 70130	PC		PROJECT SUPPORT	50,000.
PARTNERSHIP FOR WORKING FAMILIES 1305 FRANKLIN STREET, SUITE 501 OAKLAND, CA 94612	PC		PROJECT SUPPORT	125,000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHINING HOPE FOR COMMUNITIES 175 VARICK STREET, 6TH FLOOR NEW YORK, NY 10014		PC	GENERAL OPERATING SUPPORT	150,000
UNION DE VECINOS 346 S GLESS STREET LOS ANGELES, CA 90033		PC	PROJECT SUPPORT	30,000
TOTAL CONTRIBUTIONS APPROVED				5,416,450

ATTACHMENT 18 (CONT'D)

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	ATTACHMENT 19	
				AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SEC CLAIMS SETTLEMENT			01	1,412.	
FEDERAL INCOME TAX REFUND			01	69,776.	
TOTALS				71,188.	