

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Department of the Treasury
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012** or tax year beginning **11/01, 2012**, and ending **10/31, 2013**

Name of foundation **ROY AND PATRICIA DISNEY FOUNDATION**
 (FKA ROY DISNEY FAMILY FOUNDATION)

Number and street (or P O box number if mail is not delivered to street address) **C/O SHAMROCK HOLDINGS, INC.**
3500 W OLIVE AVE, STE 700

Room/suite

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

A Employer identification number
 23-7028399

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

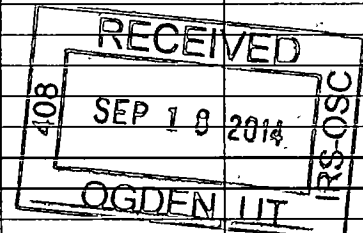
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 37,468,156.**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

SCANNED SEP 22 2014

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)		23,200,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		128,732.	128,732.		
4 Dividends and interest from securities		234,569.	238,471.		ATCH 1.
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		505,721.			
b Gross sales price for all assets on line 6a 29,060,477.					
7 Capital gain net income (from Part IV, line 2)			505,011.		
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 2		38.	150.		
12 Total. Add lines 1 through 11		24,069,060.	872,364.		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		5,368.			5,368.
b Accounting fees (attach schedule) ATCH 4		32,100.			32,100.
c Other professional fees (attach schedule) *		189,714.	189,714.		
17 Interest, ATCH 6			1,181.		
18 Taxes (attach schedule) (see instructions) ATCH 7		1,007.	957.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 8		3,723.	4,462.		170.
24 Total operating and administrative expenses. Add lines 13 through 23		231,912.	196,314.		37,638.
25 Contributions, gifts, grants paid		210,000.			210,000.
26 Total expenses and disbursements Add lines 24 and 25		441,912.	196,314.	0	247,638.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		23,627,148.			
b Net investment income (if negative, enter -0-)			676,050.		
c Adjusted net income (if negative, enter -0-)					



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	1,687.	12,252.	12,252.
	2	Savings and temporary cash investments	883,965.	11,101,971.	11,101,971.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	6,014,646.	16,896,434.	21,529,982.
	c	Investments - corporate bonds (attach schedule) ATCH 10	1,873,833.	4,334,263.	4,823,951.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	8,774,131.	32,344,920.	37,468,156.	
Liabilities	17	Accounts payable and accrued expenses	56,359.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	56,359.		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,717,772.	32,344,920.	
	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)	8,717,772.	32,344,920.		
31	Total liabilities and net assets/fund balances (see instructions)	8,774,131.	32,344,920.		

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	8,717,772.
2	Enter amount from Part I, line 27a	2	23,627,148.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,344,920.
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	32,344,920.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b	THE BLACKSTONE GROUP LP		P	VARIOUS	VARIOUS
c	KKR FINANCIAL HOLDINGS LLC		P	VARIOUS	VARIOUS
d	OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC		P	VARIOUS	VARIOUS
e	WP CAREY & CO LLC		P	VARIOUS	VARIOUS
(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 29,060,477		28,554,756	505,721		
b			131		
c			-953		
d			94		
e			18		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	505,011.	
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) VARIOUS Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,385.	9,593,259.	0.000457
2010	1,013,482.	9,840,451.	0.102991
2009	465,235.	9,832,334.	0.047317
2008	409,868.	8,820,879.	0.046466
2007	527,543.	8,402,204.	0.062786
2 Total of line 1, column (d)			2 0.260017
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052003
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 32,734,887.
5 Multiply line 4 by line 3			5 1,702,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,761.
7 Add lines 5 and 6			7 1,709,073.
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			8 247,638.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 0, with 24,613 overpaid and 24,613 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Marked with 'Yes' or 'No' and 'X'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of KATHLEEN GALLI Telephone no (818) 973-4240
Located at 3500 W OLIVE AVE, STE 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 N/A
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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). Table with columns: (a) Name and address, (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. Row 1: ATCH 12, 0, 0, 0. 2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE." Table with columns: (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. Row 1: NONE. Total number of other employees paid over \$50,000: NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	23,013,546.
b	Average of monthly cash balances	1b	10,219,842.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	33,233,388.
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	33,233,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	498,501.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,734,887.
6	Minimum investment return. Enter 5% of line 5	6	1,632,272.

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	1,632,272.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,521.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,521.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,618,751.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,618,751.
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	1,618,751.

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	247,638.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	247,638.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	247,638.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,618,751.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			102,518.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 247,638.				
a Applied to 2011, but not more than line 2a			102,518.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				145,120.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,473,631.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:
 - a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 ROY DISNEY DECEASED 12/16/2009 AND PATRICIA DISNEY DECEASED 2/3/2012
 - b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 - Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
 - a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
 N/A
 - b The form in which applications should be submitted and information and materials they should include
 N/A
 - c Any submission deadlines
 N/A
 - d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 13				
Total ► 3a				210,000.
b <i>Approved for future payment</i> NONE				
Total ► 3b				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and Subtotal.

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

Table with 2 columns: Line No. and 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.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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 19-12-11

Paid Preparer Use Only Print/Type preparer's name ALFRED A PEGUERO Preparer's signature Firm's name PRICEWATERHOUSECOOPERS LL Firm's address 601 SOUTH FIGUEROA STREET LOS ANGELES, CA

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization ROY AND PATRICIA DISNEY FOUNDATION (FKA ROY DISNEY FAMILY FOUNDATION)	Employer identification number 23-7028399
---	---

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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ROY AND PATRICIA DISNEY FOUNDATION**
 (FKA ROY DISNEY FAMILY FOUNDATION) Employer identification number
 23-7028399

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	ESTATE OF PATRICIA DISNEY 3500 W. OLIVE AVE., SUITE 700 BURBANK, CA 91505	\$ 23,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization ROY AND PATRICIA DISNEY FOUNDATION (FKA ROY DISNEY FAMILY FOUNDATION)	Employer identification number 23-7028399
--	--

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
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(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 FOUNDATION (FKA ROY DISNEY FAMILY FOUNDATION)	Employer identification number 23-7028399
--	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time.

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

Form fields for Type or print, Name of exempt organization (ROY DISNEY FAMILY FOUNDATION), Employer identification number (EIN) (23-7028399), Number, street, and room or suite no (C/O SHAMROCK HOLDINGS, INC.), Social security number (SSN), City, town or post office, state, and ZIP code (BURBANK, CA 91505)

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990 or Form 990-EZ, Form 990-BL, Form 4720- (individual), Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above)

The books are in the care of KATHLEEN GALLI

Telephone No 818 973-4240 FAX No

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/16, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for [] calendar year 20 or [X] tax year beginning 11/01, 2012, and ending 10/31, 20 13

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

Table with 3 columns: Description, 3a \$, 3b \$, 3c \$. Rows include nonrefundable credits, refundable credits and estimated tax payments made, Balance due.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	ROY DISNEY FAMILY FOUNDATION	23-7028399
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O SHAMROCK HOLDINGS, INC. 3500 W OLIVE AVE, STE 700	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. BURBANK, CA 91505		

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

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

- I request an additional 3-month extension of time until **09/15, 2014** .
- For calendar year _____, or other tax year beginning **11/01, 2012**, and ending **10/31, 2013** .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	30,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	30,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature *Anna Rogers* Title CPA Date 6/2/14

THE BLACKSTONE GROUP L.P.

2012 SUPPLEMENTAL SCHEDULE - PAGE 4

PARTNER NAME: ROY DISNEY FAM FOUNDATION

PARTNER FEDERAL ID & ENTITY TYPE: / TRUST

CUSTODIAN FEDERAL ID (IF APPLICABLE):

Line 11A3 Section 1291 Gain Passive Foreign Investment Company ("PFIC") Information - IRC Section 1291

The gains included on Line 11A denoted as section 1291 Gain relate to PFICs that are not considered Qualifying Electing Funds. As a result of this classification, there are additional reporting requirements upon their disposition. This gain should be reported on Form 8621, Part V, Line 15F. The top of Form 8621 Page 1 should also be completed.

Unit Holder: to calculate the amount for each Section 1291 Fund required to be reported on Form 8621, Part V, Line 15F, multiply the Section 1291 Gain reported on Line 11A3 of Schedule K-1 by the Gain Percentage for each Section 1291 Fund Listed below.

Table with 4 main columns: Section 1291 Fund, Holding Period, Gain Percentage, and Section 1291 Fund, Holding Period, Gain Percentage. Lists various investment funds and their corresponding gain percentages.

You should consult your tax advisor to determine the proper treatment of the above items

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BNY 40060002	14,783.	14,783.
BNY 40000002	44,838.	44,838.
BNY 40050002	99,582.	99,582.
BNY 40040002	66,773.	66,773.
BNY 40070002	8,593.	8,593.
THE BLACKSTONE GROUP L.P.		223.
KKR FINANCIAL HOLDINGS LLC		3,265.
LAZARD LTD.		12.
W.P. CAREY & CO. LLC		402.
TOTAL	<u>234,569.</u>	<u>238,471.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL INCOME TAX REFUNDS	38.	
THE BLACKSTONE GROUP L.P.		61.
KKR FINANCIAL HOLDINGS LLC		306.
LAZARD LTD.		-220.
W.P. CAREY & CO. LLC		3.
TOTALS	<u>38.</u>	<u>150.</u>

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	5,368.			5,368.
TOTALS	<u>5,368.</u>	<u> </u>	<u> </u>	<u>5,368.</u>

FORM 990PF, PART I - ACCOUNTING 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>
PRICEWATERHOUSECOOPERS, LLC	32,100.			32,100.
TOTALS	<u>32,100.</u>			<u>32,100.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CONSULTING FEES	18,426.	18,426.
SHAMROCK		
INVESTMENT MANAGEMENT FEES	3,000.	3,000.
BANK OF NEW YORK		
BNY 40000002	20,269.	20,269.
BNY 40010002	34,560.	34,560.
BNY 40030002	271.	271.
BNY 40040002	38,782.	38,782.
BNY 40050002	41,908.	41,908.
BNY 40060002	20,406.	20,406.
BNY 40070002	11,985.	11,985.
BANK SERVICE CHARGE	107.	107.
TOTALS	<u>189,714.</u>	<u>189,714.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THE BLACKSTONE GROUP L.P.		11.
KKR FINANCIAL HOLDINGS LLC		1,169.
OCH-ZIFF CAPITAL MANAGEMENT		1.
TOTALS	<u> </u>	<u>1,181.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PD BNY 40070002	133.	133.
FOREIGN TAXES PD BNY 40050002	823.	823.
FOREIGN TAXES PD BLACKSTONE		1.
INCOME & PAYROLL TAXES	51.	
TOTALS	<u>1,007.</u>	<u>957.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CALIFORNIA FILING FEES	170.		170.
SEC FEES	166.	166.	
INSURANCE FEES	3,387.	3,387.	
THE BLACKSTONE GROUP L.P.		14.	
KKR FINANCIAL HOLDINGS LLC		889.	
WP CAREY & CO. LLC		6.	
TOTALS	<u>3,723.</u>	<u>4,462.</u>	<u>170.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
10,527 WALT DISNEY COMPANY	151,446.	153,519.	722,047.
SEE ATTACHMENT BNY 40000002	1,965,411.	5,064,754.	5,578,801.
SEE ATTACHMENT BNY 40040002	1,665,426.	4,749,394.	6,093,665.
SEE ATTACHMENT BNY 40050002	1,592,923.	4,473,510.	5,968,165.
SEE ATTACHMENT BNY 40060002	639,440.	1,595,017.	2,106,565.
SEE ATTACHMENT BNY 40070002		860,240.	1,060,739.
TOTALS	<u>6,014,646.</u>	<u>16,896,434.</u>	<u>21,529,982.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT BNY 40010002	1,873,833.	4,334,263.	4,823,951.
TOTALS	<u>1,873,833.</u>	<u>4,334,263.</u>	<u>4,823,951.</u>

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE ARTICLES OF INCORPORATION HAVE BEEN AMENDED TO REFLECT THE ORGANIZATION'S NEW NAME, "ROY AND PATRICIA DISNEY FAMILY FOUNDATION" (COPY ENCLOSED).

NETO

A0746983

0572751
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ROY DISNEY FAMILY FOUNDATION

FILED DR
Secretary of State
State of California

OCT 14 2013

lpc

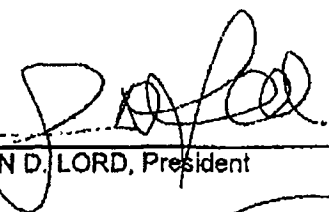
The undersigned certify that:

1. They are the President and the Secretary, respectively, of ROY DISNEY FAMILY FOUNDATION, a California corporation.
2. Article FIRST of the Articles of Incorporation of this corporation is amended to read as follows:

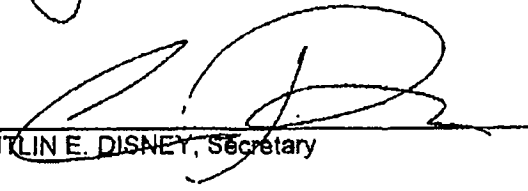
"FIRST: The name of this corporation is ROY AND PATRICIA DISNEY FAMILY FOUNDATION."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 10 - 9 - 2013.



SUSAN D. LORD, President



CAITLIN E. DISNEY, Secretary

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 .
.

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
SUSAN DISNEY LORD (1990-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	PRESIDENT <1 HR/WK	0	0	0
PIERRE HAUSER (1990-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	VICE PRESIDENT <1 HR/WK	0	0	0
KATHLEEN GALLI (2001-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	TREASURER <1 HR/WK	0	0	0
CAITLIN DISNEY (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	SECRETARY <1 HR/WK	0	0	0
TOM R. CAMP (2000-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
TIMOTHY J. DISNEY (1990-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D) .

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
NEDA DISNEY (2012-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
ABIGAIL DISNEY (1990-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
ROY M. DISNEY (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
KIMBERLY DISNEY (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	VICE PRESIDENT <1 HR/WK	0	0	0
CHARLEE CORRA (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
MAXWELL LOUGHMAN (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0

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

ATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>			
SARAH LOUGHMAN (2011-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
MEGAN LOUGHMAN (2011-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
CHARLOTTE HAUSER (2009-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
OLIVIA HAUSER (2010-PRESENT) 3500 W OLIVE AVE, STE 700 BURBANK, CA 91505	DIRECTOR <1 HR/WK	0	0	0
GRAND TOTALS				

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

ATTACHMENT 13

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SHINING HOPE FOR COMMUNITIES, INC 175 VARICK STREET, 6TH FLOOR NEW YORK, NY 10014	NONE/PUBLIC	GENERAL SUPPORT	150,000
OCEAN VOYAGES INSTITUTE 2320 MARINSHIP WAY, SUITE 110 SAUSALITO, CA 94965	NONE/PUBLIC	GENERAL SUPPORT	60,000
TOTAL CONTRIBUTIONS PAID			<u>210,000</u>

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

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME	900099	1,289.	14	-1,289.	
TOTALS		<u>1,289.</u>		<u>-1,289.</u>	



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WEALTH MANAGEMENT

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SXH F400000
SHEPHERD KAPLAN LLC
DISNEY FOUND - CASH

31 OCTOBER 2013

<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
EQUITY	5,064,755.49	6,300,847.95	1,236,092.46



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SHEPHERD KAPLAN LLC
DISNEY FOUND - CASH

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
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INVESTMENTS EQUITY

10,527.0000	WALT DISNEY CO/THE	0.99	68.5900	① 722,046.93	722,045.94
88,377.7080	THORNBURG INTERNATIONAL VALUE	2,513,415.26	30.3700	② 2,684,030.99	170,615.73
126,685.7780	VANGUARD INTERNATIONAL GROWTH	2,551,339.24	22.8500	② 2,894,770.03	343,430.79

TOTAL INVESTMENTS EQUITY

5,064,755.49

6,300,847.95

1,236,092.46

① FMV of Walt Disney Company Stock - \$722,047

Σ ② FMV of BNY 400000002 - \$5,578,801



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SHEPHERD KAPLAN LLC
DISNEY FOUNDATION - ATLANTIC

INVESTMENT SUMMARY

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<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
FIXED INCOME SECURITIES	4,334,263.39	4,823,482.69	
FUTURES CONTRACTS	0.00	468.76	



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
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INVESTMENTS FIXED INCOME SECURITIES

25,000.0000	XSTRATA FINANCE CANADA LT REGS VAR RT 10/25/2022 DD 10/25/12	24,299.50	96.9970	24,249.25	50.25-
20,000.0000	ALTRIA GROUP INC 10 200% 02/06/2039 DD 02/06/09	30,236.85	159.3330	31,866.60	1,629.75
5,000.0000	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	4,978.70	101.1540	5,057.70	79.00
20,000.0000	AMERICAN INTERNATIONAL GROUP I 6.400% 12/15/2020 DD 12/03/10	24,152.30	119.9700	23,994.00	158.30-
40,000.0000	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	57,866.00	131.8120	52,724.80	5,141.20-

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 SHEPHERD KAPLAN LLC
 DISNEY FOUNDATION - ATLANTIC
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
50,000.0000	CNH EQUIPMENT TRUST 2011- B A4 1.290% 09/15/2017 DD 09/21/11	49,982.69	100.9650	50,482.50	499.81
28,137.3500	ALTERNATIVE LOAN TRUST J2 1A1 6.000% 03/25/2034 DD 03/01/04	29,754.86	105.7660	29,759.75	4.89
25,000.0000	CARNIVAL CORP 3.950% 10/15/2020 DD 10/15/13	25,307.50	101.4360	25,359.00	51.50
25,000.0000	CITIGROUP INC VAR RT 06/09/2016 DD 06/09/06	23,941.25	97.8910	24,472.75	531.50
25,000.0000	CITIGROUP INC 5.500% 09/13/2025 DD 09/13/13	25,000.00	106.0490	26,512.25	1,512.25
25,000.0000	CREDIT SUISSE/NEW YORK NY 5.400% 01/14/2020 DD 01/14/10	28,063.75	110.7040	27,676.00	387.75-
35,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	40,287.35	105.0720	36,775.20	3,512.15-
150,000.0000	FEDERAL HOME LN BK CONS BD 5.000% 11/17/2017 DD 10/19/07	175,866.68	115.4810	173,221.50	2,645.18-
25,000.0000	FEDERAL HOME LN BK CONS BD 3.125% 12/13/2013 DD 12/04/08	25,490.35	100.3530	25,088.25	402.10-
500,000.0000	FEDERAL HOME LN BK CONS BD 0.180% 03/06/2014 DD 03/06/13	499,985.00	99.9970	499,985.00	0.00
100,000.0000	FEDERAL HOME LN MTG CORP 1.375% 02/25/2014 DD 01/06/11	100,897.80	100.4000	100,400.00	497.80-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
48,528.2400	FNMA POOL #0A16349 4.500% 07/01/2041 DD 07/01/11	51,197.30	109.5860	53,180.16	1,982.86
62,678.5500	FNMA POOL #0A18479 5.000% 08/01/2041 DD 07/01/11	67,281.51	109.9170	68,894.38	1,612.87
61,146.2000	FNMA POOL #0AJ2293 4.000% 09/01/2041 DD 09/01/11	65,281.65	105.5570	64,544.09	737.56-
189,836.6800	FNMA POOL #0AJ3615 4.000% 11/01/2041 DD 11/01/11	203,584.10	105.9290	201,092.10	2,492.00-
11,842.9000	FNMA POOL #0AH1684 4.000% 09/01/2041 DD 09/01/11	12,287.94	105.5940	12,505.39	217.45
47,981.9700	FNMA POOL #0AJ9327 3.500% 01/01/2042 DD 01/01/12	49,546.82	102.6830	49,269.33	277.49-
109,811.5900	FNMA POOL #0AP6334 3.500% 09/01/2042 DD 09/01/12	110,489.34	102.6500	112,721.60	2,232.26
37,703.0200	FNMA POOL #0AP3086 3.000% 09/01/2042 DD 09/01/12	38,881.54	98.7680	37,238.90	1,652.64-
114,248.6000	FNMA POOL #0AT4797 3.000% 06/01/2043 DD 06/01/13	118,550.77	98.8700	112,957.59	5,593.18-
62,959.0200	FNMA GTD REMIC P/T 06-8 WN VAR RT 03/25/2036 DD 02/25/06	14,362.54	17.7790	11,193.48	3,169.06-
25,000.0000	FREEMPORT-MCMORAN COPPER & GOLD 3.550% 03/01/2022 DD 02/13/12	23,536.50	94.2370	23,559.25	22.75



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
15,000.0000	GS MORTGAGE SECURITIES GCJ7 A2 2.318% 05/10/2045 DD 06/01/12	15,299.62	102.5170	15,377.55	77.93
40,000.0000	GS MORTGAGE SECURITIES GCJ7 C VAR RT 05/10/2045 DD 06/01/12	41,993.75	108.4930	43,397.20	1,403.45
15,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.300% 02/11/2021 DD 02/11/11	17,324.55	111.3650	16,704.75	619.80-
30,000.0000	GENWORTH HOLDINGS INC 7.700% 06/15/2020 DD 06/24/10	35,076.60	120.3780	36,113.40	1,036.80
30,000.0000	GENWORTH HOLDINGS INC 7.200% 02/15/2021 DD 11/22/10	35,184.20	117.8380	35,351.40	167.20
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.950% 01/15/2027 DD 11/09/06	22,525.40	107.1540	21,430.80	1,094.60-
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	22,390.00	109.2320	21,846.40	543.60-
187,523.0800	GNMA GTD REMIC P/T 10-124 IO VAR RT 12/16/2052 DD 09/01/10	13,990.98	7.3230	13,732.32	258.66-
94,061.0300	GNMA GTD REMIC P/T 10-156 IO VAR RT 09/16/2046 DD 11/01/10	6,716.52	4.8460	4,558.20	2,158.32-
296,765.9000	GNMA GTD REMIC P/T 13-2 IO VAR RT 05/16/2054 DD 01/01/13	19,533.50	5.9550	17,672.41	1,861.09-
40,000.0000	GRUPO TELEVISA SAB 6.625% 01/15/2040 DD 11/30/09	43,566.80	110.7970	44,318.80	752.00

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
25,000.0000	HCP INC 2.625% 02/01/2020 DD 11/19/12	25,014.30	96.6950	24,173.75	840.55-
25,000.0000	HEALTH CARE REIT INC 4.950% 01/15/2021 DD 11/16/10	26,327.75	107.6750	26,918.75	591.00
25,000 0000	HEALTH CARE REIT INC 4.125% 04/01/2019 DD 04/03/12	26,146.15	106.2730	26,568.25	422.10
25,000.0000	ING US INC 5.500% 07/15/2022 DD 07/15/13	27,515.75	109.8140	27,453.50	62.25-
10,000.0000	JPMBB COMMERCIAL MORTGA C14 A4 VAR RT 08/15/2046 DD 08/01/13	10,249.61	104.7110	10,471.10	221.49
30,000.0000	KOHL'S CORP 4.000% 11/01/2021 DD 10/17/11	30,687.60	100.3780	30,113.40	574.20-
10,000 0000	LINCOLN NATIONAL CORP 6.250% 02/15/2020 DD 12/11/09	11,851.30	118.0060	11,800.60	50.70-
15,194.3700	LONG BEACH MORTGAGE LOAN 1 M2 VAR RT 02/25/2034 DD 02/05/04	14,871.48	97.1270	14,757.84	113.64-
20,000.0000	MARRIOTT INTERNATIONAL INC/DE 3.375% 10/15/2020 DD 09/27/13	19,871.80	100.5980	20,119.60	247.80
10,000.0000	MATTEL INC 5.450% 11/01/2041 DD 11/08/11	10,096.30	101.1960	10,119.60	23.30
20,000.0000	MORGAN STANLEY 4.750% 03/22/2017 DD 03/22/12	21,843.40	109.5940	21,918.80	75.40

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
25,000.0000	MORGAN STANLEY 4.875% 11/01/2022 DD 10/23/12	24,374.25	102.9460	25,736.50	1,362.25
140,000.0000	MORGAN STANLEY BANK OF C10 A4 VAR RT 07/15/2046 DD 07/01/13	144,429.69	104.9290	146,900.60	2,470.91
5,000.0000	NEW JERSEY ST TURNPIKE AUTH 7.102% 01/01/2041 DD 12/15/10	5,141.85	129.0440	6,452.20	1,310.35
30,000.0000	NEWS AMERICA INC 6.650% 11/15/2037 DD 11/14/07	35,161.05	117.9750	35,392.50	231.45
5,000.0000	XSTRATA CANADA CORP 5.500% 06/15/2017 DD 06/08/05	4,827.20	109.7830	5,489.15	661.95
25,000.0000	NORDEA BANK AB REGS 4.250% 09/21/2022 DD 09/21/12	24,783.45	100.5600	25,140.00	356.55
10,000.0000	N TX TOLLWAY AUTH REVENUE 6.718% 01/01/2049 DD 08/12/09	11,831.00	122.6110	12,281.10	430.10
15,000.0000	PETROBRAS GLOBAL FINANCE BV 5.625% 05/20/2043 DD 05/20/13	14,960.85	85.4920	12,823.80	2,137.05-
30,000.0000	PETROLEOS MEXICANOS 4.875% 01/24/2022 DD 07/24/12	30,675.00	104.0000	31,200.00	525.00
35,000.0000	REINSURANCE GROUP OF AMERICA I 6.450% 11/15/2019 DD 11/06/09	40,280.85	117.5020	41,125.70	844.85
35,000.0000	SEMPRA ENERGY 9.800% 02/15/2019 DD 11/20/08	47,858.35	134.4590	47,060.65	797.70-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
35,000.0000	SIMON PROPERTY GROUP LP 10.350% 04/01/2019 DD 03/25/09	49,182.85	137.3390	48,068.65	1,114.20-
25,000.0000	SUNTRUST BANK/ATLANTA GA 7.250% 03/15/2018 DD 03/17/08	30,109.15	120.1340	30,033.50	75.65-
35,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	31,529.05	85.7190	30,001.65	1,527.40-
30,000.0000	TYSON FOODS INC 4.500% 06/15/2022 DD 06/13/12	31,310.80	103.7160	31,114.80	196.00-
20,000.0000	UBS AG/STAMFORD CT 5.875% 07/15/2016 DD 07/26/06	21,811.50	111.4630	22,292.60	481.10
70,000.0000	U S TREASURY BOND 4.500% 02/15/2036 DD 02/15/06	84,243.56	116.7190	81,703.30	2,540.26-
85,000.0000	U S TREASURY BONDS 3.625% 08/15/2043 DD 08/15/13	83,811.53	99.8750	84,893.75	1,082.22
365,000.0000	U S TREASURY NOTE 1.375% 09/30/2018 DD 09/30/11	364,249.03	100.3980	366,452.70	2,203.67
770,000.0000	U S TREASURY NOTE 0.125% 12/31/2013 DD 12/31/11	770,170.89	100.0080	770,061.60	109.09-
55,000.0000	U S TREASURY NOTE 2.500% 08/15/2023 DD 08/15/13	54,709.96	99.6250	54,793.75	83.79
235,000.0000	U S TREASURY NOTE 0.375% 08/31/2015 DD 08/31/13	234,853.13	100.1760	235,413.60	560.47

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
50,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	52,241.10	116.0210	58,010.50	5,769.40
35,000.0000	VIACOM INC 5.850% 09/01/2043 DD 08/19/13	34,940.05	106.1720	37,160.20	2,220.15
45,000.0000	WPP FINANCE 2010 3.825% 09/07/2022 DD 09/07/12	44,583.50	98.9130	43,610.85	972.65-
25,000.0000	WEATHERFORD INTERNATIONAL LTD/ 4.500% 04/15/2022 DD 04/04/12	25,719.25	101.1410	25,285.25	434.00-
25,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	24,776.35	95.1480	23,787.00	989.35-
25,000.0000	WESTERN UNION CO/THE 6.200% 11/17/2036 DD 11/17/06	24,882.65	99.8000	24,950.00	67.35
20,000.0000	WESTERN UNION CO/THE 5.253% 04/01/2020 DD 10/01/10	21,704.60	108.5240	21,704.80	0.20
45,000.0000	WYNDHAM WORLDWIDE CORP 4.250% 03/01/2022 DD 03/07/12	45,888.10	99.6950	44,862.75	1,035.35-
TOTAL INVESTMENTS FIXED INCOME SECURITIES		4,334,263.39		4,823,482.69	
<u>INVESTMENTS FUTURES CONTRACTS</u>					
1.0000	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	0.00	127.3593	1,296.88	1,296.88
3.0000-	90DAY EURODOLLAR FUTURE (CME) EXP MAR 14	0.00	99.7150	637.50-	637.50-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
50,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	52,241.10	116.0210	58,010.50	5,769.40
35,000.0000	VIACOM INC 5.850% 09/01/2043 DD 08/19/13	34,940.05	106.1720	37,160.20	2,220.15
45,000.0000	WPP FINANCE 2010 3.625% 09/07/2022 DD 09/07/12	44,583.50	98.9130	43,610.85	972.65-
25,000.0000	WEATHERFORD INTERNATIONAL LTD/ 4.500% 04/15/2022 DD 04/04/12	25,719.25	101.1410	25,285.25	434.00-
25,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	24,776.35	95.1480	23,787.00	989.35-
25,000.0000	WESTERN UNION CO/THE 6.200% 11/17/2036 DD 11/17/06	24,882.65	99.8000	24,950.00	67.35
20,000.0000	WESTERN UNION CO/THE 5.253% 04/01/2020 DD 10/01/10	21,704.60	108.5240	21,704.80	0.20
45,000.0000	WYNDHAM WORLDWIDE CORP 4.250% 03/01/2022 DD 03/07/12	45,898.10	99.6950	44,862.75	1,035.35-
TOTAL INVESTMENTS FIXED INCOME SECURITIES		4,334,263.39		4,823,482.69	
<u>INVESTMENTS FUTURES CONTRACTS</u>					
1.0000	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	0.00	127.3593	1,296.88	1,296.88
3.0000-	90DAY EURODOLLAR FUTURE (CME) EXP MAR 14	0.00	99.7150	637.50-	637.50-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3.0000-	90DAY EURODOLLAR FUTURE (CME) EXP JUN 14	0.00	99.6800	750.00-	750.00-
3.0000-	90DAY EURODOLLAR FUTURE (CME) EXP SEP 14	0.00	99.6350	1,650.00-	1,650.00-
3.0000-	FUT 90DAY EURODOLLAR (CME) EXP DEC 13	0.00	99.7500	525.00-	525.00-
2.0000	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 13	0.00	121.6875	609.38	609.38
3.0000	US 2YR TREAS NTS FUT (CBT) EXP DEC 13	0.00	110.2109	2,125.00	2,125.00
TOTAL INVESTMENTS FUTURES CONTRACTS		0.00		468.76	468.76
TOTAL INVESTMENTS CORPORATE BONDS		4,334,263.39		4,823,951.45	



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WEALTH MANAGEMENT

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<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
EQUITY	4,749,394.00	6,093,665.26	1,344,271.26



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SHEPHERD KAPLAN LLC
DISNEY FOUND - ING/AELTUS

31 OCTOBER 2013

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INVESTMENTS EQUITY</u>					
369.0000	ACTAVIS PLC	53,136.00	154.5800	57,040.02	3,904.02
1,621.0000	DELPHI AUTOMOTIVE PLC	57,884.51	57.2000	92,721.20	34,836.69
1,248.0000	INGERSOLL-RAND PUBLIC LIMITED COMPANY	70,291.40	67.5300	84,277.44	13,986.04
680.0000	ALLERGAN INC/UNITED STATES	70,183.28	90.6100	61,614.80	8,568.48-
776.0000	AMERIPRISE FINANCIAL INC	44,454.74	100.5400	78,019.04	33,564.30
1,182.0000	AMETEK INC	39,809.78	47.8300	56,535.06	16,725.28
994.0000	AMGEN INC	85,331.44	116.1400	115,443.16	30,111.72
538.0000	ANADARKO PETROLEUM CORP	47,060.81	95.2900	51,266.02	4,205.21
476.0000	APPLE INC	126,132.03	522.7020	248,806.15	122,674.12

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923.0000	B/E AEROSPACE INC	49,673.18	81.1600	74,910.68	25,237.50
2,082.0000	BEST BUY CO INC	58,022.10	42.8000	89,109.60	31,087.50
345.0000	BLACKROCK INC	66,661.65	300.8100	103,779.45	37,117.80
1,364.0000	CBS CORP	76,785.28	59.1400	80,666.98	3,881.68
1,734.0000	CVS CAREMARK CORP	100,562.30	62.2600	107,958.84	7,396.54
790.0000	CELGENE CORP	88,678.47	148.4900	117,307.10	28,628.63
142.0000	CHIPOTLE MEXICAN GRILL INC	61,747.53	526.9700	74,829.74	13,082.21
1,212.0000	CITRIX SYSTEMS INC	82,876.85	56.7800	68,817.36	14,059.49-
2,027.0000	COCA-COLA ENTERPRISES INC	56,809.36	41.7300	84,586.71	27,777.35
1,208.0000	COGNIZANT TECHNOLOGY SOLUTIONS	86,189.25	86.9300	105,011.44	18,842.19
3,034.0000	COMCAST CORP	97,366.18	47.6000	144,418.40	47,052.22
765.0000	COSTCO WHOLESALE CORP	71,208.34	118.0000	90,270.00	19,061.66
1,456.0000	DANAHER CORP	66,552.73	72.0900	104,963.04	38,410.31
1,254.0000	DISCOVERY COMMUNICATIONS INC	82,883.51	88.8610	111,431.69	28,548.18
5,845.0000	EMC CORP/MA	145,044.45	24.0710	140,695.00	4,349.45-
690.0000	EOG RESOURCES INC	86,176.76	178.4000	123,096.00	36,919.24
404.0000	EQUIFAX INC	19,409.32	64.6700	26,126.68	6,717.36

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2,088.0000	FACEBOOK INC	93,571.94	50.2050	104,828.04	11,256.10
596.0000	F5 NETWORKS INC	59,698.09	81.5350	48,594.86	11,103.23-
1,537.0000	FLOWSERVE CORP	75,296.87	69.4700	106,775.39	31,478.52
1,754.0000	GAP INC/THE	58,065.05	38.9900	64,880.46	6,815.41
2,710.0000	GILEAD SCIENCES INC	87,297.50	71.1750	192,884.25	105,586.75
295.0000	GOOGLE INC	189,271.09	1,030.5800	304,021.10	114,750.01
2,127.0000	HALLIBURTON CO	83,340.64	53.0300	112,794.81	29,454.17
812.0000	HERSHEY CO/THE	67,368.00	99.2400	80,582.88	13,214.88
1,973.0000	HOME DEPOT INC/THE	113,922.82	77.8900	153,676.97	39,754.15
351.0000	INTERNATIONAL BUSINESS MACHINE	67,044.98	179.2100	62,902.71	4,142.27-
1,817.0000	INTERNATIONAL PAPER CO	82,647.76	44.6100	81,056.37	1,591.39-
1,740.0000	INTUIT INC	105,648.72	71.4100	124,253.40	18,604.68
1,522.0000	KRAFT FOODS GROUP INC	81,675.18	54.3750	82,758.75	1,083.57
722.0000	ESTEE LAUDER COS INC/THE	43,276.78	70.9600	51,233.12	7,956.34
416.0000	LIBERTY MEDIA CORP	59,433.75	152.9100	63,610.56	4,176.81
798.0000	MCKESSON CORP	79,314.15	156.3400	124,759.32	45,445.17
384.0000	MEAD JOHNSON NUTRITION CO	31,638.90	81.6600	31,357.44	281.46-



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1,342.0000	MONSANTO CO	117,178.08	104.8800	140,748.96	23,570.88
1,550.0000	MYLAN INC/PA	61,990.64	37.8650	58,690.75	3,299.89-
1,404.0000	NETAPP INC	59,801.82	38.8100	54,489.24	5,312.58-
1,648.0000	NIKE INC	123,247.18	75.7600	124,852.48	1,605.30
5,132.0000	ORACLE CORP	149,604.08	33.5000	171,922.00	22,317.92
798.0000	PALL CORP	43,358.26	80.5200	64,254.96	20,896.70
1,044.0000	PEPSICO INC	86,563.73	84.0900	87,789.96	1,226.23
1,373.0000	PHILIP MORRIS INTERNATIONAL IN	95,548.91	89.1200	122,361.76	26,812.85
44.0000	PRICELINE.COM INC	46,004.63	1,053.8300	46,368.52	363.89
890.0000	PRUDENTIAL FINANCIAL INC	63,955.11	81.3900	72,437.10	8,481.99
678.0000	ROPER INDUSTRIES INC	51,832.48	126.8100	85,977.18	34,144.70
1,830.0000	STARBUCKS CORP	92,341.14	81.0500	148,321.50	55,980.36
1,388.0000	TIBCO SOFTWARE INC	27,845.20	24.5600	34,089.28	6,244.08
964.0000	TRAVELERS COS INC/THE	71,211.19	86.3000	83,193.20	11,982.01
694.0000	ULTA SALON COSMETICS & FRAGRAN	68,000.18	128.8500	89,421.90	21,421.72
680.0000	UNION PACIFIC CORP	78,847.89	151.4000	102,952.00	24,104.11
929.0000	VISA INC	138,555.73	196.6700	182,706.43	44,150.70



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,181.0000	WASTE CONNECTIONS INC	38,439.86	42.7400	50,475.94	12,036.08
1,393.0000	WHOLE FOODS MARKET INC	65,644.42	63.1300	87,940.09	22,295.67
TOTAL INVESTMENTS EQUITY		4,749,394.00		6,093,665.26	1,344,271.26



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EQUITY	4,473,509.61	5,968,164.67	1,494,655.06



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INVESTMENTS EQUITY</u>					
1,239.0000	BUNGE LIMITED COM	86,289.71	82.1300	101,759.07	15,459.36
2,200.0000	COVIDIEN PLC	111,766.91	64.1100	141,042.00	29,275.09
4,000.0000	TE CONNECTIVITY LTD USD0.97	146,038.20	51.4900	205,960.00	59,921.80
9,300.0000	AES CORP/THE	103,947.73	14.0900	131,037.00	27,089.27
2,800.0000	ABBVIE INC	92,750.21	48.4500	135,660.00	42,909.79
2,800.0000	ADOBE SYSTEMS INC	132,989.28	54.2200	151,816.00	18,826.72
13,579.0000	BANCO SANTANDER SA ADR	121,106.45	8.9100	120,988.89	117.56-
11,000.0000	BANK OF AMERICA CORP	139,793.24	13.9700	153,670.00	13,876.76
1,800.0000	BAXTER INTERNATIONAL INC	94,846.42	65.8700	118,566.00	23,719.58



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,160.0000	COTY INC CL A	125,005.69	15.3800	110,120.80	14,884.89-
1,300.0000	DEERE & CO	100,371.05	81.8400	106,392.00	6,020.95
1,350.0000	DIAGEO PLC ADR	121,612.87	127.5900	172,246.50	50,633.63
3,800.0000	DOW CHEMICAL CO/THE	108,355.80	39.4700	142,082.00	33,736.20
5,700.0000	EMC CORP/MA	118,261.48	24.0710	137,204.70	18,943.22
3,400.0000	EBAY INC	131,452.72	52.7100	179,214.00	47,761.28
1,700.0000	ECOLAB INC	115,542.71	106.0000	180,200.00	64,657.29
3,200.0000	FIRST REPUBLIC BANK/CA	102,861.07	51.0700	163,424.00	60,562.93
1,650.0000	GENERAL DYNAMICS CORP	105,755.55	86.6300	142,939.50	37,183.95
6,200.0000	GENERAL ELECTRIC CO	126,921.41	26.1400	162,068.00	35,146.59
2,700.0000	GENERAL MILLS INC	109,227.75	50.4200	136,134.00	26,906.25
3,600.0000	HALLIBURTON CO	125,023.64	53.0300	190,908.00	65,884.36
1,200.0000	HERSHEY CO/THE	53,686.16	99.2400	119,088.00	65,401.84
1,800.0000	HESS CORP	95,419.23	81.2000	146,160.00	50,740.77
2,700.0000	HOME DEPOT INC/THE	135,284.69	77.8900	210,303.00	75,018.31
530.0000	INTERNATIONAL BUSINESS MACHINE	72,951.53	179.2100	94,981.30	22,029.77



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,300.0000	JPMORGAN CHASE & CO	134,344.19	51.5400	170,082.00	35,737.81
4,250.0000	LENNAR CORP	123,145.71	35.5500	151,087.50	27,941.79
1,150.0000	M&T BANK CORP	88,559.24	112.5300	129,409.50	40,850.26
2,500.0000	MEDTRONIC INC	114,455.69	57.4000	143,500.00	29,044.31
19,000.0000	MITSUBISHI UFJ FINANCIAL GROUP ADR	112,838.78	6.4000	121,600.00	8,761.22
3,700.0000	ORACLE CORP	87,443.87	33.5000	123,950.00	36,506.13
1,549.0000	OSHKOSH CORP	80,899.17	47.5900	73,716.91	7,182.26-
2,700.0000	PHILLIPS 66	120,125.11	64.4300	173,961.00	53,835.89
800.0000	PIONEER NATURAL RESOURCES CO	76,857.19	204.7800	163,824.00	86,966.81
3,300.0000	PROGRESSIVE CORP/THE	69,625.09	25.9700	85,701.00	16,075.91
1,400.0000	SPX CORP	93,095.04	90.7100	126,994.00	33,898.96
4,200.0000	SUNTRUST BANKS INC	117,605.34	33.6400	141,288.00	23,682.66
3,600.0000	TEXAS INSTRUMENTS INC	98,551.01	42.0850	151,506.00	52,954.99
3,100.0000	TIME WARNER INC	118,568.56	68.7400	213,094.00	94,525.44
3,900.0000	UNILEVER NV	127,662.60	39.7200	154,908.00	27,245.40
3,200.0000	WALGREEN CO	132,461.52	59.2400	189,568.00	57,106.48



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
TOTAL INVESTMENTS EQUITY		4,473,509.61		5,968,184.67	1,494,655.06



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EQUITY	1,595,016.19	2,106,565.34	511,549.15



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INVESTMENTS EQUITY</u>					
281.0000	JAZZ PHARMACEUTICALS PLC	20,414.42	90.7400	25,497.94	5,083.52
717.0000	SIGNET JEWELERS LTD	35,048.02	74.6600	53,531.22	18,483.20
1,127.0000	XL GROUP PLC	27,223.36	30.5700	34,452.39	7,229.03
589.0000	INTERXION HOLDING NV	13,733.79	22.4600	13,228.94	504.85-
839.0000	NXP SEMICONDUCTORS NV	20,337.46	42.1400	35,355.46	15,018.00
552.0000	AOL INC	20,127.34	36.2400	20,004.48	122.86-
190.0000	AFFILIATED MANAGERS GROUP INC	23,792.28	197.4400	37,513.60	13,721.32
755.0000	AKAMAI TECHNOLOGIES INC	26,624.60	44.7550	33,790.03	7,165.43
357.0000	ALBEMARLE CORP	20,964.97	66.1900	23,629.83	2,664.86
235.0000	ALLIANCE DATA SYSTEMS CORP	32,101.68	237.0600	55,709.10	23,607.42



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499.0000	AUTOLIV INC	29,790.59	89.2300	44,525.77	14,735.18
592.0000	AUTONATION INC	23,178.86	48.2300	28,552.16	5,373.30
388.0000	B/E AEROSPACE INC	27,300.55	81.1800	31,490.08	4,189.53
1,596.0000	CBRE GROUP INC	28,188.99	23.2300	37,075.08	8,886.09
711.0000	CARRIZO OIL & GAS INC	28,580.64	43.8550	31,180.91	2,600.27
393.0000	CULLEN/FROST BANKERS INC	21,340.39	70.7900	27,820.47	6,480.08
1,217.0000	DANA HOLDING CORP	27,282.57	19.6000	23,853.20	3,429.37-
223.0000	DILLARD'S INC	17,885.65	81.9800	18,281.54	595.89
627.0000	DOLBY LABORATORIES INC	19,835.90	35.7400	22,408.98	2,573.08
336.0000	ENERSYS	11,885.94	68.3500	22,293.60	10,407.66
1,943.0000	ENTEGRIS INC	16,794.93	10.3450	20,100.34	3,305.41
467.0000	EVERCORE PARTNERS INC	18,289.35	50.4700	23,569.49	5,280.14
813.0000	EXPEDIA INC	43,400.87	58.9650	47,938.55	4,537.68
342.0000	FEI CO	17,464.63	89.0800	30,465.36	13,000.73
764.0000	FIRST REPUBLIC BANK/CA	30,846.50	51.0700	39,017.48	8,170.98
419.0000	FLEETCOR TECHNOLOGIES INC	19,382.53	116.3500	48,331.65	28,949.12
489.0000	GNC HOLDINGS INC	27,454.71	58.8200	28,762.98	1,308.27



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616.0000	GARTNER INC	27,368.62	58.9500	36,313.20	8,944.58
434.0000	GENOMIC HEALTH INC	13,035.63	29.9200	12,985.28	50.35-
292.0000	HANGER INC	7,554.46	36.7000	10,716.40	3,161.94
684.0000	HEARTLAND PAYMENT SYSTEMS INC	20,193.35	40.4500	27,667.80	7,474.45
387.0000	HELMERICH & PAYNE INC	19,377.35	77.5500	30,011.85	10,634.50
832.0000	IAC/INTERACTIVECORP	40,482.29	53.3900	44,420.48	3,938.19
1,231.0000	IXIA	21,647.94	14.1800	17,455.58	4,192.36-
754.0000	ILLUMINA INC	37,494.26	93.5100	70,506.54	33,012.28
475.0000	INCYTE CORP LTD	9,332.52	39.0000	18,525.00	9,192.48
460.0000	INFORMATICA CORP	13,616.13	38.6000	17,756.00	4,139.87
1,672.0000	INTERNATIONAL GAME TECHNOLOGY	30,231.93	18.8000	31,433.60	1,201.67
1,310.0000	JABIL CIRCUIT INC	25,502.68	20.8600	27,326.60	1,823.92
1,891.0000	JANUS CAPITAL GROUP INC	14,753.84	9.8700	18,664.17	3,910.33
593.0000	KAPSTONE PAPER AND PACKAGING C	12,665.02	51.9600	30,812.28	18,147.26
636.0000	LKQ CORP	12,208.50	33.0300	21,007.08	8,798.58
403.0000	MERCADOLIBRE INC	30,060.90	134.6350	54,257.91	24,197.01
427.0000	NORDSON CORP	24,229.59	72.0900	30,782.43	6,552.84



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
877.0000	PAREXEL INTERNATIONAL CORP	25,564.15	45.7100	40,087.67	14,523.52
594.0000	PETSMART INC	39,856.36	72.7500	43,213.50	3,357.14
348.0000	POLARIS INDUSTRIES INC	26,937.62	130.9500	45,570.60	18,632.98
503.0000	RACKSPACE HOSTING INC	29,690.40	51.2300	25,768.69	3,921.71-
801.0000	ROBERT HALF INTERNATIONAL INC	25,029.55	38.5300	30,862.53	5,832.98
857.0000	ROVI CORP	19,769.28	16.7550	14,359.04	5,410.24-
299.0000	SALIX PHARMACÉUTICALS LTD	20,634.71	71.7500	21,453.25	818.54
423.0000	SALLY BEAUTY HOLDINGS INC	10,386.28	26.3200	11,133.36	747.08
630.0000	SILGAN HOLDINGS INC	25,894.80	45.0700	28,394.10	2,499.30
588.0000	SOLARWINDS INC	29,754.09	36.1900	21,279.72	8,474.37-
1,338.0000	TIBCO SOFTWARE INC	32,571.68	24.5600	32,861.28	289.60
522.0000	TOWERS WATSON & CO	29,827.75	114.8100	59,930.82	30,103.07
1,412.0000	TOTAL SYSTEM SERVICES INC	31,322.16	29.8300	42,119.96	10,797.80
760.0000	UNITED RENTALS INC	27,752.26	64.5900	49,088.40	21,336.14
293.0000	UNITED THERAPEUTICS CORP	15,577.46	88.5200	25,936.36	10,358.90
562.0000	UNIVERSAL HEALTH SERVICES INC	24,499.49	80.5600	45,274.72	20,775.23
206.0000	VALMONT INDUSTRIES INC	27,817.52	140.5000	28,943.00	1,325.48



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WEALTH MANAGEMENT

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ROY DISNEY FAMILY FOUNDATION
APEX CAPITAL MANAGEMENT

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
466.0000	VISTEON CORP/NEW	34,683.22	77.0900	35,923.94	1,240.72
866.0000	WABTEC CORP/DE	28,801.56	65.1900	43,416.54	14,614.98
563.0000	WHITING PETROLEUM CORP	28,212.72	66.8900	37,659.07	9,446.35
819.0000	WILLIAMS-SONOMA INC	27,133.41	52.4400	32,460.36	5,326.95
479.0000	WYNDHAM WORLDWIDE CORP	24,673.19	66.4000	31,805.60	7,132.41
TOTAL INVESTMENTS EQUITY		1,595,016.19		2,106,565.34	511,549.15



BNY MELLON
WEALTH MANAGEMENT

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DISNEY FND- NEUMEIER
DISNEY FOUNDATION

31 OCTOBER 2013

<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
EQUITY	860,240.35	1,060,739.40	200,499.05



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WEALTH MANAGEMENT

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DISNEY FND- NEUMEIER
DISNEY FOUNDATION

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INVESTMENTS EQUITY</u>					
600.0000	ACACIA RESEARCH - ACACIA TECHN	15,547.58	15.0900	9,054.00	6,493.58-
1,315.0000	AMTRUST FINANCIAL SERVICES INC	41,609.02	38.3600	50,443.40	8,834.38
775.0000	BANK OF THE OZARKS INC	31,589.68	49.4800	38,347.00	6,757.32
725.0000	CALAMP CORP	8,462.73	23.5200	17,052.00	8,589.27
150.0000	CALAVO GROWERS INC	4,168.50	29.6900	4,453.50	285.00
225.0000	CHART INDUSTRIES INC	14,904.45	107.4700	24,180.75	9,276.30
650.0000	COHERENT INC	37,125.92	66.1900	43,023.50	5,897.58
550.0000	DRESSER-RAND GROUP INC	32,837.80	60.7700	33,423.50	585.70
1,100.0000	ELECTRONICS FOR IMAGING INC	33,533.19	34.3100	37,741.00	4,207.81
650.0000	ENERSYS	32,285.98	66.3500	43,127.50	10,841.52

INVESTMENT DETAIL

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DISNEY FND- NEUMEIER
DISNEY FOUNDATION

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
200.0000	FEI CO	12,342.80	89.0800	17,816.00	5,473.20
1,225.0000	FIRST FINANCIAL BANCORP	18,995.76	15.5200	19,012.00	16.24
125.0000	HAEMONETICS CORP	4,755.34	40.5600	5,070.00	314.66
1,000.0000	JACK HENRY & ASSOCIATES INC	43,730.78	54.6100	54,610.00	10,879.22
325.0000	IPG PHOTONICS CORP	20,349.57	66.2700	21,537.75	1,188.18
1,975.0000	INTERFACE INC	34,282.27	20.2500	39,993.75	5,711.48
850.0000	STEVEN MADDEN LTD	26,406.52	36.6800	31,178.00	4,771.48
450.0000	MAXIMUS INC	16,109.25	48.4500	21,802.50	5,693.25
1,075.0000	OFG BANCORP	15,814.57	14.8100	15,920.75	106.18
1,175.0000	PACWEST BANCORP	35,390.65	38.0500	44,708.75	9,318.10
1,000.0000	PATRICK INDUSTRIES INC	25,507.05	31.2800	31,280.00	5,772.95
1,650.0000	PIER 1 IMPORTS INC	35,307.99	20.8800	34,452.00	855.99-
725.0000	QUESTCOR PHARMACEUTICALS INC	19,527.84	61.3700	44,493.25	24,966.41
1,675.0000	SANTARUS INC	22,125.71	23.3300	39,077.75	16,952.04
350.0000	SIRONA DENTAL SYSTEMS INC	24,471.16	72.2500	25,287.50	816.34
350.0000	SNAP-ON INC	27,311.75	104.0700	36,424.50	9,112.75
600.0000	STANTEC INC	23,953.67	59.4300	35,658.00	11,704.33



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WEALTH MANAGEMENT

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DISNEY FOUNDATION

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,975.0000	STEELCASE INC	26,862.38	16.3900	32,370.25	5,507.87
700.0000	THOR INDUSTRIES INC	29,207.87	58.0100	40,607.00	11,399.13
450.0000	TUPPERWARE BRANDS CORP	35,020.52	89.6500	40,342.50	5,321.98
550.0000	UMB FINANCIAL CORP	24,433.33	58.9200	32,406.00	7,972.67
575.0000	ULTRATECH INC	21,430.06	23.7900	13,679.25	7,750.81-
350.0000	UNITED STATIONERS INC	15,424.93	44.4100	15,543.50	118.57
875.0000	US ECOLOGY INC	22,397.98	35.5500	31,106.25	8,708.27
100.0000	VEECO INSTRUMENTS INC	3,165.33	29.2100	2,921.00	244.33-
500.0000	WABTEC CORP/DE	23,850.42	65.1900	32,595.00	8,744.58
TOTAL INVESTMENTS EQUITY		860,240.35		1,060,739.40	200,499.05