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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div><br><br><div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div> |
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| Part I                                                                                                   | Annual Report Identification Information                                                                                                                                                                                                  |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                       |                                                              |                                                      |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------|--|
| Part II                                                                                                                                                                                                               | Basic Plan Information—enter all requested information       |                                                      |  |
| 1a Name of plan<br><u>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN</u>                                                                                                                                                  | 1b Three-digit plan number (PN) ▶                            | <u>001</u>                                           |  |
|                                                                                                                                                                                                                       | 1c Effective date of plan<br><u>10/27/2004</u>               |                                                      |  |
| 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>DREAMWORKS ANIMATION SKG, INC.</u><br><br><u>1000 FLOWER STREET</u><br><u>GLENDALE, CA 91201</u> | 2b Employer Identification Number (EIN)<br><u>68-0589190</u> | 2c Sponsor's telephone number<br><u>818-695-5000</u> |  |
|                                                                                                                                                                                                                       | 2d Business code (see instructions)<br><u>711100</u>         |                                                      |  |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN<br>HERE                                                                                               | Filed with authorized/valid electronic signature. | 10/14/2014 | DAN SATTERTHWAITE                                            |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN<br>HERE                                                                                               |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN<br>HERE                                                                                               |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                   |                                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                               | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                           | <b>5</b> 1912                                                                                                                                                    |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                            |                                                                                                                                                                  |
| <b>a</b> Active participants .....                                                                                                                                                                                | <b>6a</b> 1403                                                                                                                                                   |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                               | <b>6b</b> 0                                                                                                                                                      |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                | <b>6c</b> 647                                                                                                                                                    |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                          | <b>6d</b> 2050                                                                                                                                                   |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                        | <b>6e</b> 0                                                                                                                                                      |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                           | <b>6f</b> 2050                                                                                                                                                   |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                   | <b>6g</b> 1892                                                                                                                                                   |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                       | <b>6h</b> 98                                                                                                                                                     |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                              | <b>7</b>                                                                                                                                                         |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2F 2G 2J 2K 2S 2T 3D 3H                           |                                                                                                                                                                  |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                       |                                                                                                                                                                  |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                         |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>0</b> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2013</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

|                                                                                                 |                                                             |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013      |                                                             |
| <b>A</b> Name of plan<br>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN                             | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>DREAMWORKS ANIMATION SKG, INC. | <b>D</b> Employer Identification Number (EIN)<br>68-0589190 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                |

04-2647786

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 60 64 65            | RECORDKEEPER                                                                                      | 7623                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                                                                                                                                                            | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                                                                                                                 | 60                                      | 0                                         |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF LG CAP VAL INST - STATE STREET</p> <p>52-2269240</p>                                                 |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.04%</p> |                                         |                                           |
| <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>                                                                               |                                         |                                           |
| <p style="text-align: center;">(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">60</p>                                                                                                  |                                         |                                           |
| <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>                                                                                                  |                                         |                                           |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF SM CAP VAL INST - STATE STREET      225 FRANKLIN STREET<br/>BOSTON, MA 02111</p>                     |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.04%</p> |                                         |                                           |
| <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>                                                                               |                                         |                                           |
| <p style="text-align: center;">(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">60</p>                                                                                                  |                                         |                                           |
| <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>                                                                                                  |                                         |                                           |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ARTISAN MID CAP INV - STATE STREET</p> <p>04-0025081</p>                                                 |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p> |                                         |                                           |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                                                    | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                         | 60                                      | 0                                         |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| COL/ACORN INTL Z - COLUMBIA MGT IN<br>P.O. BOX 8081<br>BOSTON, MA 02266                                    | 0.40%                                   |                                           |
| <div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>             |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                         | 60                                      | 0                                         |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| NB SOCIALLY RESP TR - STATE STREET<br><br>04-0025081                                                       | 0.40%                                   |                                           |
| <div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>             |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                         | 60                                      | 0                                         |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| OAKMARK INTL I - BOSTON FINANCIAL<br>P.O. BOX 8480<br>BOSTON, MA 02266                                     | 0.35%                                   |                                           |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                                                                  | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                       | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                                                      |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| OPPHMR INTL GRTH Y - OFI GLOBAL AS<br>TWO WORLD FINANCIAL CENTER<br>225 LIBERTY STREET, 14TH FLOOR<br>NEW YORK, NY 10281 | 0.25%                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                                                  |                                         | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                       | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                                                      |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PIM TOTAL RT INST - BOSTON FINANCI<br>P.O. BOX 8480<br>BOSTON, MA 02266                                                  | 0.03%                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                                                  |                                         | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                       | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                                                      |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| TRP BLUE CHIP GRTH - T. ROWE PRICE<br>52-2269240                                                                         | 0.15%                                   |                                                                                                                                                                    |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                       | 0                                            |
|                                                                      |                                                                                                                                                                          |                                              |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |                                              |
| WFA EMRG MKTS EQ I - BOSTON FINANC P.O. BOX 8480<br>BOSTON, MA 02266 | 0.15%                                                                                                                                                                    |                                              |
|                                                                      |                                                                                                                                                                          |                                              |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|                                                                      |                                                                                                                                                                          |                                              |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |                                              |
|                                                                      |                                                                                                                                                                          |                                              |
|                                                                      |                                                                                                                                                                          |                                              |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|                                                                      |                                                                                                                                                                          |                                              |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |                                              |
|                                                                      |                                                                                                                                                                          |                                              |
|                                                                      |                                                                                                                                                                          |                                              |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:



**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <b>01/01/2013</b> and ending <b>12/31/2013</b>                                                                                                                  |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN                                                                                                                                                       |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <b>►</b> <b>001</b>                                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>DREAMWORKS ANIMATION SKG, INC.                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br>68-0589190                           |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                 |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       | 0                     | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | 199072                | 200856          |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    | 0                     | 0               |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    | 6505248               | 5962131         |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> | 0                     | 0               |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b> | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> | 0                     | 0               |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> | 0                     | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    | 0                     | 0               |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    | 1055006               | 1202715         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    | 559067                | 0               |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   | 0                     | 0               |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   | 101605589             | 140200955       |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 109923982             | 147566657       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 109923982 | 147566657 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 2740487    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 10623396   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 1103606    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 14467489  |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |       |       |
|------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> | 1139  |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> | 0     |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> | 0     |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> | 0     |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 34601 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> | 0     |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |       | 35740 |

|                                                                                           |                 |         |         |
|-------------------------------------------------------------------------------------------|-----------------|---------|---------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> | 0       |         |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 0       |         |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 4428398 |         |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |         | 4428398 |

|                 |              |  |   |
|-----------------|--------------|--|---|
| (3) Rents ..... | <b>2b(3)</b> |  | 0 |
|-----------------|--------------|--|---|

|                                                                                           |                 |   |   |
|-------------------------------------------------------------------------------------------|-----------------|---|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> | 0 |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> | 0 |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |   | 0 |

|                                                                                                    |                 |   |   |
|----------------------------------------------------------------------------------------------------|-----------------|---|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                 | <b>2b(5)(A)</b> | 0 |   |
| <b>(B)</b> Other .....                                                                             | <b>2b(5)(B)</b> | 0 |   |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |   | 0 |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | -15       |
| (7) Net investment gain (loss) from pooled separate accounts.....                              | 2b(7)  |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts.....                      | 2b(8)  |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities.....                            | 2b(9)  |            | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            | 23696942  |
| c Other income.....                                                                            | 2c     |            | 0         |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 42628554  |

**Expenses**

|                                                                                     |       |         |         |
|-------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 8403354 |         |
| (2) To insurance carriers for the provision of benefits.....                        | 2e(2) | 0       |         |
| (3) Other.....                                                                      | 2e(3) | 0       |         |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |         | 8403354 |
| f Corrective distributions (see instructions).....                                  | 2f    |         | 0       |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |         | 0       |
| h Interest expense.....                                                             | 2h    |         | 0       |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) | 0       |         |
| (2) Contract administrator fees.....                                                | 2i(2) | 0       |         |
| (3) Investment advisory and management fees.....                                    | 2i(3) | 0       |         |
| (4) Other.....                                                                      | 2i(4) | 7845    |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |         | 7845    |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 8411199 |

**Net Income and Reconciliation**

|                                                         |       |  |          |
|---------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 34217355 |
| l Transfers of assets:                                  |       |  |          |
| (1) To this plan.....                                   | 2l(1) |  | 3425320  |
| (2) From this plan.....                                 | 2l(2) |  |          |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: VASQUEZ AND COMPANY, LLC

(2) EIN: 33-0700332

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a | X   |    | 356243 |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     | X  |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. .... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                                        |                                                                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>DREAMWORKS ANIMATION SKG, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>68-0589190</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>04-6568107</u> |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_



**DreamWorks Animation SKG, Inc. 401(k) Plan  
Financial Statements and Supplemental Schedules  
*as of December 31, 2013 and 2012  
and for the Year Ended December 31, 2013  
with Report of Independent Auditors***

An Independently Owned Member  
**McGLADREY ALLIANCE**



**V&C VASQUEZ**  
**& COMPANY LLP**  
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
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CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

801 South Grand Avenue, Suite 400 ■ Los Angeles, CA 90017-4646 ■ Ph. (213) 873-1700 ■ Fax (213) 873-1777 ■ [www.vasquezcpa.com](http://www.vasquezcpa.com)

## **Report of Independent Auditors**

### **Plan Administrator**

**DreamWorks Animation SKG, Inc. 401(k) Plan**

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of DreamWorks Animation SKG, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, DreamWorks Animation SKG, Inc. (Plan Administrator) instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### ***Disclaimer of Opinion***

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



***Other Matter***

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

***Report on Form and Content in Compliance with DOL Rules and Regulations***

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

A handwritten signature in black ink that reads "Vazquez &amp; Company LLP". The signature is fluid and cursive, with the letters "V", "C", and "L" being particularly prominent.

Los Angeles, California  
October 8, 2014

**DreamWorks Animation SKG, Inc. 401(k) Plan  
Statements of Net Assets Available for Benefits**

---

|                                          |    | <b>December 31</b> |                |
|------------------------------------------|----|--------------------|----------------|
|                                          |    | <b>2013</b>        | <b>2012</b>    |
| <b>ASSETS</b>                            |    |                    |                |
| <b>Investments at fair value</b>         |    |                    |                |
| Money market fund                        | \$ | <b>5,962,130</b>   | \$ 6,505,248   |
| Mutual funds                             |    | <b>140,200,955</b> | 101,605,589    |
| Stable value fund                        |    | -                  | 559,067        |
| <b>Total investments</b>                 |    | <b>146,163,085</b> | 108,669,904    |
| <b>Receivables</b>                       |    |                    |                |
| Employer contributions                   |    | <b>200,856</b>     | 199,072        |
| Notes receivable from participants       |    | <b>1,202,715</b>   | 1,055,006      |
| <b>Total receivables</b>                 |    | <b>1,403,571</b>   | 1,254,078      |
| <b>Total assets</b>                      | \$ | <b>147,566,656</b> | \$ 109,923,982 |
| <b>Net assets available for benefits</b> | \$ | <b>147,566,656</b> | \$ 109,923,982 |

*See report of independent auditors and notes to financial statements.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year ended December 31, 2013**

---

**Additions:**

|                                                           |                            |                   |
|-----------------------------------------------------------|----------------------------|-------------------|
| Contributions:                                            |                            |                   |
| Participants                                              | \$                         | 10,623,396        |
| Employer                                                  |                            | 2,740,486         |
| Rollovers                                                 |                            | 1,103,606         |
|                                                           | <b>Total contributions</b> | <u>14,467,488</u> |
| Transfers from other plans                                |                            | <u>3,425,320</u>  |
| Income                                                    |                            |                   |
| Interest and dividends                                    |                            | 4,429,538         |
| Interest on notes receivable from participants            |                            | 34,601            |
| Net appreciation in fair value of mutual fund investments |                            | 23,696,926        |
|                                                           | <b>Total income</b>        | <u>28,161,065</u> |
|                                                           | <b>Total additions</b>     | <u>46,053,873</u> |

**Deductions:**

|                               |                                |
|-------------------------------|--------------------------------|
| Benefits paid to participants | 8,403,354                      |
| Administrative fees           | 7,845                          |
|                               | <u><b>Total deductions</b></u> |
|                               | 8,411,199                      |

|                                                              |            |
|--------------------------------------------------------------|------------|
| <b>Net increase in net assets<br/>available for benefits</b> | 37,642,674 |
|--------------------------------------------------------------|------------|

|                                                        |                    |
|--------------------------------------------------------|--------------------|
| Net assets available for benefits at beginning of year | <u>109,923,982</u> |
|--------------------------------------------------------|--------------------|

|                                                  |                              |
|--------------------------------------------------|------------------------------|
| Net assets available for benefits at end of year | <u><u>\$ 147,566,656</u></u> |
|--------------------------------------------------|------------------------------|

*See report of independent auditors and notes to financial statements.*

**NOTE 1      DESCRIPTION OF THE PLAN**

The following description of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all employees of DreamWorks Animation SKG, Inc. and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the Company's Fiduciary Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement.

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

**Eligibility**

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

**Contributions**

Employees of the Company who elect to participate in the Plan may contribute up to 60% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the plan. Employees of certain participating employers do not receive employer match.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

**NOTE 1      DESCRIPTION OF THE PLAN (CONTINUED)**

**Forfeitures**

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2013 and 2012, forfeited nonvested accounts totaled \$74,797 and \$6,110, respectively. Employer contributions for the year ended December 31, 2013 were reduced by \$38,729 from forfeited nonvested accounts.

**Vesting**

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of continuous service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

**Notes receivable from participants**

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

**Payment of Benefits**

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**NOTE 1            DESCRIPTION OF THE PLAN (CONTINUED)**

**Plan Merger**

In December 2012, the Classic Media, LLC 401(k) Plan and the Big Idea, LLC 401(k) Plan merged into the Plan. Due to the timing of this merger, participants of the previous plans did not begin participating in the Plan until January 1, 2013. The statement of changes in net assets available for benefits for the year ended December 31, 2013 includes \$3,425,320 of balances transferred from the two merged plans.

**NOTE 2            SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting from information supplied by the Plan's trustee, Fidelity Management Trust Company (FMTC).

**Recent Accounting Pronouncements**

In October 2012, the Financial Accounting Standards Board (FASB) issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendment in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of ASU 2012-04 did not have any impact on the Plan's financial statements.

**Investments**

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value in accordance with FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivables from Participants**

Notes receivables from participants are recorded at amortized cost which represents unpaid principal plus accrued interest.

**Expenses of the Plan**

Generally, expenses incurred in the administration of the Plan are paid by DreamWorks Animation SKG, Inc. (Plan Sponsor).

**NOTE 2      SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Payment of Benefits**

Benefits are recorded when paid.

**NOTE 3      INVESTMENTS**

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation/depreciation in fair value of investments, interest, dividends and investment management fees for the year ended December 31, 2013, were obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by FMTC, the trustee.

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits was as follows:

|                                                 | <b>December 31</b> |               |
|-------------------------------------------------|--------------------|---------------|
|                                                 | <b>2013</b>        | <b>2012</b>   |
| Spartan 500 Index                               | \$ 22,907,708      | \$ 17,035,605 |
| T. Rowe Price Blue Chip Growth                  | 16,927,305         | 11,821,660    |
| Artisan Mid Cap Investment Fund                 | 12,263,723         | 9,259,127     |
| Oppenheimer International Growth Fund - Class I | 11,825,037         | -             |
| Fidelity Low-Priced Stock K Fund - Class K      | 8,871,766          | 5,828,374     |
| Fidelity Freedom K 2030 Fund                    | 7,595,050          | 5,092,668     |
| Oppenheimer International Growth Fund Class Y * | -                  | 9,436,695     |
| Vanguard Total Bond Market Index Fund *         | 5,536,933          | 6,591,484     |
| Fidelity Retirement Money Market Fund *         | 5,962,130          | 6,505,248     |

\* These funds did not exceed 5% of the Plan's assets in 2013; included for comparison purposes only.

**NOTE 4      FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the various potential valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

*Level 1* - Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

*Level 2* - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets.
- Quotes prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* - Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based upon the lowest level input that is significant to the fair value measurement in its entirety.

**NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| Investment Category | Total                 | December 31, 2013     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 5,962,130          | \$ 5,962,130          | \$ -              | \$ -              |
| Mutual funds        | 140,200,955           | 140,200,955           | -                 | -                 |
| <b>Total</b>        | <b>\$ 146,163,085</b> | <b>\$ 146,163,085</b> | <b>\$ -</b>       | <b>\$ -</b>       |

| Investment Category | Total                 | December 31, 2012     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 6,505,248          | \$ 6,505,248          | \$ -              | \$ -              |
| Mutual funds        | 101,605,589           | 101,605,589           | -                 | -                 |
| Stable value fund   | 559,067               | -                     | 559,067           | -                 |
| <b>Total</b>        | <b>\$ 108,669,904</b> | <b>\$ 108,110,837</b> | <b>\$ 559,067</b> | <b>\$ -</b>       |

Investments that are measured at fair value on a recurring basis, such as money market funds and mutual funds are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The investment in the stable value fund is carried at fair value as determined by the portfolios' pro rata interest in the net assets of the underlying fund based on financial data supplied by the underlying fund. Based on the nature of the underlying investments, this fund has been classified as Level 2. The stable value fund has an investment objective to maintain a constant net asset value while generating a slightly higher yield than the money market fund.

**NOTE 5 INCOME TAX STATUS**

The underlying volume submitter has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2009-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**NOTE 5            INCOME TAX STATUS (CONTINUED)**

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

**NOTE 6            NON-EXEMPT PROHIBITED TRANSACTIONS**

During the year ended December 31, 2013, the Plan was not able to remit timely participant contributions amounting to \$356,243. All delinquent participant contributions were remitted subsequently. The plan sponsor remitted the lost earnings to the Plan and paid the related excise tax on the delinquent remittances.

**NOTE 7            SUBSEQUENT EVENTS**

The Plan Sponsor has evaluated subsequent events for the Plan through October 8, 2014, the date the financial statements were available to be issued, and determined that there are no events that would require adjustments or disclosures to the financial statements.

## **SUPPLEMENTAL SCHEDULES**

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions**  
**December 31, 2013**

---

| Participant Contributions Transferred Late to Plan                                               | Total that Constitute Nonexempt Prohibited Transactions |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/> | Contributions Not Corrected                             | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |

|    |         |    |   |    |         |    |   |    |   |
|----|---------|----|---|----|---------|----|---|----|---|
| \$ | 356,243 | \$ | - | \$ | 356,243 | \$ | - | \$ | - |
|----|---------|----|---|----|---------|----|---|----|---|

*See report of independent auditors.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2013**

| (b)                                                             | (c)                                                                                                                     | (d)  | (e)                   |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| (a)<br>Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment, including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value            | Cost | Current<br>Value      |
|                                                                 | <i>Mutual Funds:</i>                                                                                                    |      |                       |
| * Fidelity Management Trust Company                             | Spartan 500 Index                                                                                                       | **   | \$ 22,907,708         |
| T. Rowe Price                                                   | T. Rowe Price Blue Chip Growth                                                                                          | **   | 16,927,305            |
| Artisan                                                         | Artisan Mid Cap Investment Fund                                                                                         | **   | 12,263,723            |
| Oppenheimer                                                     | Oppenheimer International Growth Fund - Class I                                                                         | **   | 11,825,037            |
| * Fidelity Management Trust Company                             | Fidelity Low-Priced Stock Fund - Class K                                                                                | **   | 8,871,766             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2030 Fund                                                                                            | **   | 7,595,050             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2035 Fund                                                                                            | **   | 6,498,861             |
| American Beacon                                                 | American Beacon Small Cap Value Fund Class Institutional                                                                | **   | 6,015,459             |
| Vanguard                                                        | Vanguard Total Bond Market Index Fund                                                                                   | **   | 5,536,933             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2040 Fund                                                                                            | **   | 5,379,293             |
| Neuberger Berman                                                | Neuberger Berman Socially Responsive Fund - Trust Class                                                                 | **   | 4,358,606             |
| PIMCO                                                           | PIMCO Total Return Fund                                                                                                 | **   | 3,962,185             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2025 Fund                                                                                            | **   | 3,619,574             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2020 Fund                                                                                            | **   | 3,510,895             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2045 Fund                                                                                            | **   | 2,899,162             |
| * Fidelity Management Trust Company                             | Fidelity Small Cap Stock Fund                                                                                           | **   | 2,868,203             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2050 Fund                                                                                            | **   | 2,745,910             |
| American Beacon                                                 | American Beacon Large Cap Value Fund Class Institutional                                                                | **   | 2,632,793             |
| * Fidelity Management Trust Company                             | Fidelity Spartan International Index                                                                                    | **   | 1,623,720             |
| Vanguard                                                        | Vanguard Intermediate -Term Treasury Fund                                                                               | **   | 895,030               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2015 Fund                                                                                            | **   | 775,999               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2000 Fund                                                                                            | **   | 550,741               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2055 Fund                                                                                            | **   | 550,205               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2010 Fund                                                                                            | **   | 480,529               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K Income Fund                                                                                          | **   | 353,977               |
| Clearbridge                                                     | Clearbridge Small Cap Growth Fund Class IS                                                                              | **   | 306,667               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2005 Fund                                                                                            | **   | 49,186                |
| Wells Fargo                                                     | Wells Fargo Advantage Emerging Markets Equity Fund                                                                      | **   | 234,607               |
| Columbia                                                        | Columbia Acorn International Fund                                                                                       | **   | 1,185,589             |
| Oakmark                                                         | Oakmark International I Fund                                                                                            | **   | 2,642,841             |
| DFA Investment Dimensions Groups                                | DFA Inflation-Protected Securities Portfolio                                                                            | **   | 133,401               |
|                                                                 |                                                                                                                         |      | 140,200,955           |
|                                                                 | <i>Money market fund:</i>                                                                                               |      |                       |
| * Fidelity Management Trust Company                             | Fidelity Retirement Money Market Fund                                                                                   | **   | 5,962,130             |
|                                                                 | Notes receivables from participants with interest rates<br>ranging from 3.25% to 8.25%, collateralized by participants' |      |                       |
| * Participant loans                                             | account balances and maturing from 2014 through 2023                                                                    | -0-  | 1,202,715             |
|                                                                 |                                                                                                                         |      | <u>\$ 147,365,800</u> |

\* Represents a party-in-interest as defined by ERISA.

\*\* The cost of participant-directed investments is not required to be disclosed.

See report of independent auditors.



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**DreamWorks Animation SKG, Inc. 401(k) Plan  
Financial Statements and Supplemental Schedules  
*as of December 31, 2013 and 2012  
and for the Year Ended December 31, 2013  
with Report of Independent Auditors***

An Independently Owned Member  
**McGLADREY ALLIANCE**



**V&C VASQUEZ**  
**& COMPANY LLP**  
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
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## **Report of Independent Auditors**

**Plan Administrator**  
**DreamWorks Animation SKG, Inc. 401(k) Plan**

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of DreamWorks Animation SKG, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, DreamWorks Animation SKG, Inc. (Plan Administrator) instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### ***Disclaimer of Opinion***

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



***Other Matter***

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

***Report on Form and Content in Compliance with DOL Rules and Regulations***

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

A handwritten signature in black ink that reads "Vasquez &amp; Company LLP". The signature is fluid and cursive, with the letters "V" and "C" being particularly prominent.

Los Angeles, California  
October 8, 2014

**DreamWorks Animation SKG, Inc. 401(k) Plan  
Statements of Net Assets Available for Benefits**

---

|                                          |    | <b>December 31</b> |                |
|------------------------------------------|----|--------------------|----------------|
|                                          |    | <b>2013</b>        | <b>2012</b>    |
| <b>ASSETS</b>                            |    |                    |                |
| <b>Investments at fair value</b>         |    |                    |                |
| Money market fund                        | \$ | <b>5,962,130</b>   | \$ 6,505,248   |
| Mutual funds                             |    | <b>140,200,955</b> | 101,605,589    |
| Stable value fund                        |    | -                  | 559,067        |
| <b>Total investments</b>                 |    | <b>146,163,085</b> | 108,669,904    |
| <b>Receivables</b>                       |    |                    |                |
| Employer contributions                   |    | <b>200,856</b>     | 199,072        |
| Notes receivable from participants       |    | <b>1,202,715</b>   | 1,055,006      |
| <b>Total receivables</b>                 |    | <b>1,403,571</b>   | 1,254,078      |
| <b>Total assets</b>                      | \$ | <b>147,566,656</b> | \$ 109,923,982 |
| <b>Net assets available for benefits</b> | \$ | <b>147,566,656</b> | \$ 109,923,982 |

*See report of independent auditors and notes to financial statements.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year ended December 31, 2013**

---

**Additions:**

|                                                           |    |                   |
|-----------------------------------------------------------|----|-------------------|
| Contributions:                                            |    |                   |
| Participants                                              | \$ | 10,623,396        |
| Employer                                                  |    | 2,740,486         |
| Rollovers                                                 |    | 1,103,606         |
| <b>Total contributions</b>                                |    | <u>14,467,488</u> |
| Transfers from other plans                                |    | <u>3,425,320</u>  |
| Income                                                    |    |                   |
| Interest and dividends                                    |    | 4,429,538         |
| Interest on notes receivable from participants            |    | 34,601            |
| Net appreciation in fair value of mutual fund investments |    | 23,696,926        |
| <b>Total income</b>                                       |    | <u>28,161,065</u> |
| <b>Total additions</b>                                    |    | <u>46,053,873</u> |

**Deductions:**

|                               |  |                  |
|-------------------------------|--|------------------|
| Benefits paid to participants |  | 8,403,354        |
| Administrative fees           |  | 7,845            |
| <b>Total deductions</b>       |  | <u>8,411,199</u> |

**Net increase in net assets  
available for benefits** 37,642,674

Net assets available for benefits at beginning of year 109,923,982

Net assets available for benefits at end of year \$ 147,566,656

*See report of independent auditors and notes to financial statements.*

**NOTE 1      DESCRIPTION OF THE PLAN**

The following description of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all employees of DreamWorks Animation SKG, Inc. and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the Company's Fiduciary Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement.

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

**Eligibility**

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

**Contributions**

Employees of the Company who elect to participate in the Plan may contribute up to 60% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the plan. Employees of certain participating employers do not receive employer match.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

**NOTE 1      DESCRIPTION OF THE PLAN (CONTINUED)**

**Forfeitures**

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2013 and 2012, forfeited nonvested accounts totaled \$74,797 and \$6,110, respectively. Employer contributions for the year ended December 31, 2013 were reduced by \$38,729 from forfeited nonvested accounts.

**Vesting**

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of continuous service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

**Notes receivable from participants**

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

**Payment of Benefits**

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**NOTE 1            DESCRIPTION OF THE PLAN (CONTINUED)**

**Plan Merger**

In December 2012, the Classic Media, LLC 401(k) Plan and the Big Idea, LLC 401(k) Plan merged into the Plan. Due to the timing of this merger, participants of the previous plans did not begin participating in the Plan until January 1, 2013. The statement of changes in net assets available for benefits for the year ended December 31, 2013 includes \$3,425,320 of balances transferred from the two merged plans.

**NOTE 2            SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting from information supplied by the Plan's trustee, Fidelity Management Trust Company (FMTC).

**Recent Accounting Pronouncements**

In October 2012, the Financial Accounting Standards Board (FASB) issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendment in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of ASU 2012-04 did not have any impact on the Plan's financial statements.

**Investments**

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value in accordance with FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivables from Participants**

Notes receivables from participants are recorded at amortized cost which represents unpaid principal plus accrued interest.

**Expenses of the Plan**

Generally, expenses incurred in the administration of the Plan are paid by DreamWorks Animation SKG, Inc. (Plan Sponsor).

**NOTE 2      SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Payment of Benefits**

Benefits are recorded when paid.

**NOTE 3      INVESTMENTS**

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation/depreciation in fair value of investments, interest, dividends and investment management fees for the year ended December 31, 2013, were obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by FMTC, the trustee.

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits was as follows:

|                                                 | <b>December 31</b> |               |
|-------------------------------------------------|--------------------|---------------|
|                                                 | <b>2013</b>        | <b>2012</b>   |
| Spartan 500 Index                               | \$ 22,907,708      | \$ 17,035,605 |
| T. Rowe Price Blue Chip Growth                  | 16,927,305         | 11,821,660    |
| Artisan Mid Cap Investment Fund                 | 12,263,723         | 9,259,127     |
| Oppenheimer International Growth Fund - Class I | 11,825,037         | -             |
| Fidelity Low-Priced Stock K Fund - Class K      | 8,871,766          | 5,828,374     |
| Fidelity Freedom K 2030 Fund                    | 7,595,050          | 5,092,668     |
| Oppenheimer International Growth Fund Class Y * | -                  | 9,436,695     |
| Vanguard Total Bond Market Index Fund *         | 5,536,933          | 6,591,484     |
| Fidelity Retirement Money Market Fund *         | 5,962,130          | 6,505,248     |

\* These funds did not exceed 5% of the Plan's assets in 2013; included for comparison purposes only.

**NOTE 4      FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the various potential valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

*Level 1* - Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

*Level 2* - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets.
- Quotes prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* - Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based upon the lowest level input that is significant to the fair value measurement in its entirety.

**NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| Investment Category | Total                 | December 31, 2013     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 5,962,130          | \$ 5,962,130          | \$ -              | \$ -              |
| Mutual funds        | 140,200,955           | 140,200,955           | -                 | -                 |
| <b>Total</b>        | <b>\$ 146,163,085</b> | <b>\$ 146,163,085</b> | <b>\$ -</b>       | <b>\$ -</b>       |

| Investment Category | Total                 | December 31, 2012     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 6,505,248          | \$ 6,505,248          | \$ -              | \$ -              |
| Mutual funds        | 101,605,589           | 101,605,589           | -                 | -                 |
| Stable value fund   | 559,067               | -                     | 559,067           | -                 |
| <b>Total</b>        | <b>\$ 108,669,904</b> | <b>\$ 108,110,837</b> | <b>\$ 559,067</b> | <b>\$ -</b>       |

Investments that are measured at fair value on a recurring basis, such as money market funds and mutual funds are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The investment in the stable value fund is carried at fair value as determined by the portfolios' pro rata interest in the net assets of the underlying fund based on financial data supplied by the underlying fund. Based on the nature of the underlying investments, this fund has been classified as Level 2. The stable value fund has an investment objective to maintain a constant net asset value while generating a slightly higher yield than the money market fund.

**NOTE 5 INCOME TAX STATUS**

The underlying volume submitter has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2009-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**NOTE 5            INCOME TAX STATUS (CONTINUED)**

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

**NOTE 6            NON-EXEMPT PROHIBITED TRANSACTIONS**

During the year ended December 31, 2013, the Plan was not able to remit timely participant contributions amounting to \$356,243. All delinquent participant contributions were remitted subsequently. The plan sponsor remitted the lost earnings to the Plan and paid the related excise tax on the delinquent remittances.

**NOTE 7            SUBSEQUENT EVENTS**

The Plan Sponsor has evaluated subsequent events for the Plan through October 8, 2014, the date the financial statements were available to be issued, and determined that there are no events that would require adjustments or disclosures to the financial statements.

## **SUPPLEMENTAL SCHEDULES**

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions**  
**December 31, 2013**

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| Participant Contributions Transferred Late to Plan                                               | Total that Constitute Nonexempt Prohibited Transactions |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
|                                                                                                  | Contributions Not Corrected                             | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |
| Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/> |                                                         |                                      |                                          |                                                  |

|    |         |    |   |    |         |    |   |    |   |
|----|---------|----|---|----|---------|----|---|----|---|
| \$ | 356,243 | \$ | - | \$ | 356,243 | \$ | - | \$ | - |
|----|---------|----|---|----|---------|----|---|----|---|

*See report of independent auditors.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2013**

| (b)                                                             | (c)                                                                                                                     | (d)  | (e)                   |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| (a)<br>Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment, including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value            | Cost | Current<br>Value      |
|                                                                 | <i>Mutual Funds:</i>                                                                                                    |      |                       |
| * Fidelity Management Trust Company                             | Spartan 500 Index                                                                                                       | **   | \$ 22,907,708         |
| T. Rowe Price                                                   | T. Rowe Price Blue Chip Growth                                                                                          | **   | 16,927,305            |
| Artisan                                                         | Artisan Mid Cap Investment Fund                                                                                         | **   | 12,263,723            |
| Oppenheimer                                                     | Oppenheimer International Growth Fund - Class I                                                                         | **   | 11,825,037            |
| * Fidelity Management Trust Company                             | Fidelity Low-Priced Stock Fund - Class K                                                                                | **   | 8,871,766             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2030 Fund                                                                                            | **   | 7,595,050             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2035 Fund                                                                                            | **   | 6,498,861             |
| American Beacon                                                 | American Beacon Small Cap Value Fund Class Institutional                                                                | **   | 6,015,459             |
| Vanguard                                                        | Vanguard Total Bond Market Index Fund                                                                                   | **   | 5,536,933             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2040 Fund                                                                                            | **   | 5,379,293             |
| Neuberger Berman                                                | Neuberger Berman Socially Responsive Fund - Trust Class                                                                 | **   | 4,358,606             |
| PIMCO                                                           | PIMCO Total Return Fund                                                                                                 | **   | 3,962,185             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2025 Fund                                                                                            | **   | 3,619,574             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2020 Fund                                                                                            | **   | 3,510,895             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2045 Fund                                                                                            | **   | 2,899,162             |
| * Fidelity Management Trust Company                             | Fidelity Small Cap Stock Fund                                                                                           | **   | 2,868,203             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2050 Fund                                                                                            | **   | 2,745,910             |
| American Beacon                                                 | American Beacon Large Cap Value Fund Class Institutional                                                                | **   | 2,632,793             |
| * Fidelity Management Trust Company                             | Fidelity Spartan International Index                                                                                    | **   | 1,623,720             |
| Vanguard                                                        | Vanguard Intermediate -Term Treasury Fund                                                                               | **   | 895,030               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2015 Fund                                                                                            | **   | 775,999               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2000 Fund                                                                                            | **   | 550,741               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2055 Fund                                                                                            | **   | 550,205               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2010 Fund                                                                                            | **   | 480,529               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K Income Fund                                                                                          | **   | 353,977               |
| Clearbridge                                                     | Clearbridge Small Cap Growth Fund Class IS                                                                              | **   | 306,667               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2005 Fund                                                                                            | **   | 49,186                |
| Wells Fargo                                                     | Wells Fargo Advantage Emerging Markets Equity Fund                                                                      | **   | 234,607               |
| Columbia                                                        | Columbia Acorn International Fund                                                                                       | **   | 1,185,589             |
| Oakmark                                                         | Oakmark International I Fund                                                                                            | **   | 2,642,841             |
| DFA Investment Dimensions Groups                                | DFA Inflation-Protected Securities Portfolio                                                                            | **   | 133,401               |
|                                                                 |                                                                                                                         |      | 140,200,955           |
|                                                                 | <i>Money market fund:</i>                                                                                               |      |                       |
| * Fidelity Management Trust Company                             | Fidelity Retirement Money Market Fund                                                                                   | **   | 5,962,130             |
|                                                                 | Notes receivables from participants with interest rates<br>ranging from 3.25% to 8.25%, collateralized by participants' |      |                       |
| * Participant loans                                             | account balances and maturing from 2014 through 2023                                                                    | -0-  | 1,202,715             |
|                                                                 |                                                                                                                         |      | <u>\$ 147,365,800</u> |

\* Represents a party-in-interest as defined by ERISA.

\*\* The cost of participant-directed investments is not required to be disclosed.

See report of independent auditors.



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**DreamWorks Animation SKG, Inc. 401(k) Plan  
Financial Statements and Supplemental Schedules  
*as of December 31, 2013 and 2012  
and for the Year Ended December 31, 2013  
with Report of Independent Auditors***

An Independently Owned Member  
**McGLADREY ALLIANCE**



**VASQUEZ**  
**& COMPANY LLP**  
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
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## **Report of Independent Auditors**

**Plan Administrator**  
**DreamWorks Animation SKG, Inc. 401(k) Plan**

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of DreamWorks Animation SKG, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, DreamWorks Animation SKG, Inc. (Plan Administrator) instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### ***Disclaimer of Opinion***

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



***Other Matter***

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

***Report on Form and Content in Compliance with DOL Rules and Regulations***

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

A handwritten signature in black ink that reads "Vazquez &amp; Company LLP". The signature is fluid and cursive, with the letters "V", "C", and "L" being particularly prominent.

Los Angeles, California  
October 8, 2014

**DreamWorks Animation SKG, Inc. 401(k) Plan  
Statements of Net Assets Available for Benefits**

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|                                          |    | <b>December 31</b>        |                              |
|------------------------------------------|----|---------------------------|------------------------------|
|                                          |    | <b>2013</b>               | <b>2012</b>                  |
| <b>ASSETS</b>                            |    |                           |                              |
| <b>Investments at fair value</b>         |    |                           |                              |
| Money market fund                        | \$ | <b>5,962,130</b>          | \$ 6,505,248                 |
| Mutual funds                             |    | <b>140,200,955</b>        | 101,605,589                  |
| Stable value fund                        |    | -                         | 559,067                      |
| <b>Total investments</b>                 |    | <b><u>146,163,085</u></b> | <b><u>108,669,904</u></b>    |
| <b>Receivables</b>                       |    |                           |                              |
| Employer contributions                   |    | <b>200,856</b>            | 199,072                      |
| Notes receivable from participants       |    | <b>1,202,715</b>          | 1,055,006                    |
| <b>Total receivables</b>                 |    | <b><u>1,403,571</u></b>   | <b><u>1,254,078</u></b>      |
| <b>Total assets</b>                      | \$ | <b><u>147,566,656</u></b> | \$ <b><u>109,923,982</u></b> |
| <b>Net assets available for benefits</b> | \$ | <b><u>147,566,656</u></b> | \$ <b><u>109,923,982</u></b> |

*See report of independent auditors and notes to financial statements.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year ended December 31, 2013**

---

**Additions:**

|                                                           |                            |                   |
|-----------------------------------------------------------|----------------------------|-------------------|
| Contributions:                                            |                            |                   |
| Participants                                              | \$                         | 10,623,396        |
| Employer                                                  |                            | 2,740,486         |
| Rollovers                                                 |                            | 1,103,606         |
|                                                           | <b>Total contributions</b> | <u>14,467,488</u> |
| Transfers from other plans                                |                            | <u>3,425,320</u>  |
| Income                                                    |                            |                   |
| Interest and dividends                                    |                            | 4,429,538         |
| Interest on notes receivable from participants            |                            | 34,601            |
| Net appreciation in fair value of mutual fund investments |                            | 23,696,926        |
|                                                           | <b>Total income</b>        | <u>28,161,065</u> |
|                                                           | <b>Total additions</b>     | <u>46,053,873</u> |

**Deductions:**

|                               |                                |
|-------------------------------|--------------------------------|
| Benefits paid to participants | 8,403,354                      |
| Administrative fees           | 7,845                          |
|                               | <u><b>Total deductions</b></u> |
|                               | 8,411,199                      |

|                                                              |            |
|--------------------------------------------------------------|------------|
| <b>Net increase in net assets<br/>available for benefits</b> | 37,642,674 |
|--------------------------------------------------------------|------------|

|                                                        |                    |
|--------------------------------------------------------|--------------------|
| Net assets available for benefits at beginning of year | <u>109,923,982</u> |
|--------------------------------------------------------|--------------------|

|                                                  |                              |
|--------------------------------------------------|------------------------------|
| Net assets available for benefits at end of year | <u><u>\$ 147,566,656</u></u> |
|--------------------------------------------------|------------------------------|

*See report of independent auditors and notes to financial statements.*

**NOTE 1      DESCRIPTION OF THE PLAN**

The following description of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all employees of DreamWorks Animation SKG, Inc. and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the Company's Fiduciary Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement.

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

**Eligibility**

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

**Contributions**

Employees of the Company who elect to participate in the Plan may contribute up to 60% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the plan. Employees of certain participating employers do not receive employer match.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

**NOTE 1      DESCRIPTION OF THE PLAN (CONTINUED)**

**Forfeitures**

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2013 and 2012, forfeited nonvested accounts totaled \$74,797 and \$6,110, respectively. Employer contributions for the year ended December 31, 2013 were reduced by \$38,729 from forfeited nonvested accounts.

**Vesting**

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of continuous service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

**Notes receivable from participants**

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

**Payment of Benefits**

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**NOTE 1            DESCRIPTION OF THE PLAN (CONTINUED)**

**Plan Merger**

In December 2012, the Classic Media, LLC 401(k) Plan and the Big Idea, LLC 401(k) Plan merged into the Plan. Due to the timing of this merger, participants of the previous plans did not begin participating in the Plan until January 1, 2013. The statement of changes in net assets available for benefits for the year ended December 31, 2013 includes \$3,425,320 of balances transferred from the two merged plans.

**NOTE 2            SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting from information supplied by the Plan's trustee, Fidelity Management Trust Company (FMTC).

**Recent Accounting Pronouncements**

In October 2012, the Financial Accounting Standards Board (FASB) issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendment in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of ASU 2012-04 did not have any impact on the Plan's financial statements.

**Investments**

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value in accordance with FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivables from Participants**

Notes receivables from participants are recorded at amortized cost which represents unpaid principal plus accrued interest.

**Expenses of the Plan**

Generally, expenses incurred in the administration of the Plan are paid by DreamWorks Animation SKG, Inc. (Plan Sponsor).

**NOTE 2      SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Payment of Benefits**

Benefits are recorded when paid.

**NOTE 3      INVESTMENTS**

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation/depreciation in fair value of investments, interest, dividends and investment management fees for the year ended December 31, 2013, were obtained or derived from information supplied to the Plan Sponsor and certified as complete and accurate by FMTC, the trustee.

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits was as follows:

|                                                 | <b>December 31</b> |               |
|-------------------------------------------------|--------------------|---------------|
|                                                 | <b>2013</b>        | <b>2012</b>   |
| Spartan 500 Index                               | \$ 22,907,708      | \$ 17,035,605 |
| T. Rowe Price Blue Chip Growth                  | 16,927,305         | 11,821,660    |
| Artisan Mid Cap Investment Fund                 | 12,263,723         | 9,259,127     |
| Oppenheimer International Growth Fund - Class I | 11,825,037         | -             |
| Fidelity Low-Priced Stock K Fund - Class K      | 8,871,766          | 5,828,374     |
| Fidelity Freedom K 2030 Fund                    | 7,595,050          | 5,092,668     |
| Oppenheimer International Growth Fund Class Y * | -                  | 9,436,695     |
| Vanguard Total Bond Market Index Fund *         | 5,536,933          | 6,591,484     |
| Fidelity Retirement Money Market Fund *         | 5,962,130          | 6,505,248     |

\* These funds did not exceed 5% of the Plan's assets in 2013; included for comparison purposes only.

**NOTE 4      FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the various potential valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

*Level 1* - Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

*Level 2* - Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets.
- Quotes prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* - Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based upon the lowest level input that is significant to the fair value measurement in its entirety.

**NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| Investment Category | Total                 | December 31, 2013     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 5,962,130          | \$ 5,962,130          | \$ -              | \$ -              |
| Mutual funds        | 140,200,955           | 140,200,955           | -                 | -                 |
| <b>Total</b>        | <b>\$ 146,163,085</b> | <b>\$ 146,163,085</b> | <b>\$ -</b>       | <b>\$ -</b>       |

| Investment Category | Total                 | December 31, 2012     |                   |                   |
|---------------------|-----------------------|-----------------------|-------------------|-------------------|
|                     |                       | Level 1<br>Inputs     | Level 2<br>Inputs | Level 3<br>Inputs |
| Money market fund   | \$ 6,505,248          | \$ 6,505,248          | \$ -              | \$ -              |
| Mutual funds        | 101,605,589           | 101,605,589           | -                 | -                 |
| Stable value fund   | 559,067               | -                     | 559,067           | -                 |
| <b>Total</b>        | <b>\$ 108,669,904</b> | <b>\$ 108,110,837</b> | <b>\$ 559,067</b> | <b>\$ -</b>       |

Investments that are measured at fair value on a recurring basis, such as money market funds and mutual funds are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The investment in the stable value fund is carried at fair value as determined by the portfolios' pro rata interest in the net assets of the underlying fund based on financial data supplied by the underlying fund. Based on the nature of the underlying investments, this fund has been classified as Level 2. The stable value fund has an investment objective to maintain a constant net asset value while generating a slightly higher yield than the money market fund.

**NOTE 5 INCOME TAX STATUS**

The underlying volume submitter has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2009-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**NOTE 5            INCOME TAX STATUS (CONTINUED)**

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

**NOTE 6            NON-EXEMPT PROHIBITED TRANSACTIONS**

During the year ended December 31, 2013, the Plan was not able to remit timely participant contributions amounting to \$356,243. All delinquent participant contributions were remitted subsequently. The plan sponsor remitted the lost earnings to the Plan and paid the related excise tax on the delinquent remittances.

**NOTE 7            SUBSEQUENT EVENTS**

The Plan Sponsor has evaluated subsequent events for the Plan through October 8, 2014, the date the financial statements were available to be issued, and determined that there are no events that would require adjustments or disclosures to the financial statements.

## **SUPPLEMENTAL SCHEDULES**

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions**  
**December 31, 2013**

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| Participant Contributions Transferred Late to Plan                                               | Total that Constitute Nonexempt Prohibited Transactions |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/> | Contributions Not Corrected                             | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |

|    |         |    |   |    |         |    |   |    |   |
|----|---------|----|---|----|---------|----|---|----|---|
| \$ | 356,243 | \$ | - | \$ | 356,243 | \$ | - | \$ | - |
|----|---------|----|---|----|---------|----|---|----|---|

*See report of independent auditors.*

**DreamWorks Animation SKG, Inc. 401(k) Plan**  
**EIN: 68-0589190 Plan Number: 001**  
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**  
**December 31, 2013**

| (b)                                                             | (c)                                                                                                                     | (d)  | (e)                   |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------|-----------------------|
| (a)<br>Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment, including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value            | Cost | Current<br>Value      |
|                                                                 | <i>Mutual Funds:</i>                                                                                                    |      |                       |
| * Fidelity Management Trust Company                             | Spartan 500 Index                                                                                                       | **   | \$ 22,907,708         |
| T. Rowe Price                                                   | T. Rowe Price Blue Chip Growth                                                                                          | **   | 16,927,305            |
| Artisan                                                         | Artisan Mid Cap Investment Fund                                                                                         | **   | 12,263,723            |
| Oppenheimer                                                     | Oppenheimer International Growth Fund - Class I                                                                         | **   | 11,825,037            |
| * Fidelity Management Trust Company                             | Fidelity Low-Priced Stock Fund - Class K                                                                                | **   | 8,871,766             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2030 Fund                                                                                            | **   | 7,595,050             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2035 Fund                                                                                            | **   | 6,498,861             |
| American Beacon                                                 | American Beacon Small Cap Value Fund Class Institutional                                                                | **   | 6,015,459             |
| Vanguard                                                        | Vanguard Total Bond Market Index Fund                                                                                   | **   | 5,536,933             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2040 Fund                                                                                            | **   | 5,379,293             |
| Neuberger Berman                                                | Neuberger Berman Socially Responsive Fund - Trust Class                                                                 | **   | 4,358,606             |
| PIMCO                                                           | PIMCO Total Return Fund                                                                                                 | **   | 3,962,185             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2025 Fund                                                                                            | **   | 3,619,574             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2020 Fund                                                                                            | **   | 3,510,895             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2045 Fund                                                                                            | **   | 2,899,162             |
| * Fidelity Management Trust Company                             | Fidelity Small Cap Stock Fund                                                                                           | **   | 2,868,203             |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2050 Fund                                                                                            | **   | 2,745,910             |
| American Beacon                                                 | American Beacon Large Cap Value Fund Class Institutional                                                                | **   | 2,632,793             |
| * Fidelity Management Trust Company                             | Fidelity Spartan International Index                                                                                    | **   | 1,623,720             |
| Vanguard                                                        | Vanguard Intermediate -Term Treasury Fund                                                                               | **   | 895,030               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2015 Fund                                                                                            | **   | 775,999               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2000 Fund                                                                                            | **   | 550,741               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2055 Fund                                                                                            | **   | 550,205               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2010 Fund                                                                                            | **   | 480,529               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K Income Fund                                                                                          | **   | 353,977               |
| Clearbridge                                                     | Clearbridge Small Cap Growth Fund Class IS                                                                              | **   | 306,667               |
| * Fidelity Management Trust Company                             | Fidelity Freedom K 2005 Fund                                                                                            | **   | 49,186                |
| Wells Fargo                                                     | Wells Fargo Advantage Emerging Markets Equity Fund                                                                      | **   | 234,607               |
| Columbia                                                        | Columbia Acorn International Fund                                                                                       | **   | 1,185,589             |
| Oakmark                                                         | Oakmark International I Fund                                                                                            | **   | 2,642,841             |
| DFA Investment Dimensions Groups                                | DFA Inflation-Protected Securities Portfolio                                                                            | **   | 133,401               |
|                                                                 |                                                                                                                         |      | 140,200,955           |
|                                                                 | <i>Money market fund:</i>                                                                                               |      |                       |
| * Fidelity Management Trust Company                             | Fidelity Retirement Money Market Fund                                                                                   | **   | 5,962,130             |
|                                                                 | Notes receivables from participants with interest rates<br>ranging from 3.25% to 8.25%, collateralized by participants' |      |                       |
| * Participant loans                                             | account balances and maturing from 2014 through 2023                                                                    | -0-  | 1,202,715             |
|                                                                 |                                                                                                                         |      | <u>\$ 147,365,800</u> |

\* Represents a party-in-interest as defined by ERISA.

\*\* The cost of participant-directed investments is not required to be disclosed.

See report of independent auditors.



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