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

OMB No 1545-0052

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation

PHOEBE SNOW FOUNDATION

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

591 REDWOOD HIGHWAY

Room/suite

3215

City or town

State ZIP code

MILL VALLEY

CA 94941

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify)

\$ 77,244,118.

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

A Employer identification number

68-0315880

B Telephone number (see the instructions)

(451) 383-6600

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	8,276,872.			
	2 Ck <input type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,143.	7,143.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,634,291.			
	b Gross sales price for all assets on line 6a	10,725,583.			
	7 Capital gain net income (from Part IV, line 2)		4,634,291.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	12,918,306.	4,641,434.			
ADMINISTRATIVE EXPENSES AND DISBURSEMENTS	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	10,709.	3,570.		7,139.
	c Other prof fees (attach sch)	3,915.	3,915.		
	17 Interest	188,065.			
	18 Taxes (attach schedule)(see instr ) SEE STATEMENT 2	224,145.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 2	403.	134.		269.
	24 Total operating and administrative expenses. Add lines 13 through 23	427,237.	7,619.		7,408.
	25 Contributions, gifts, grants paid	17,187,707.			17,187,707.
26 Total expenses and disbursements. Add lines 24 and 25	17,614,944.	7,619.		17,195,115.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,696,638.				
b Net investment income (if negative, enter -0-)		4,633,815.			
c Adjusted net income (if negative, enter -0-)					

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Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	41,170.	160,124.	160,124.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	36,848,745.	33,939,010.	75,700,212.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 4)	1,279,639.	1,383,782.	1,383,782.	
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	38,169,554.	35,482,916.	77,244,118.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe LINE OF CREDIT)	2,161,000.	4,171,000.	
	23 Total liabilities (add lines 17 through 22)	2,161,000.	4,171,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,721,831.	5,498,703.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	32,286,723.	25,813,213.	
	30 Total net assets or fund balances (see the instructions)	36,008,554.	31,311,916.	
31 Total liabilities and net assets/fund balances (see the instructions)	38,169,554.	35,482,916.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	36,008,554.
2 Enter amount from Part I, line 27a	2	-4,696,638.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	31,311,916.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	31,311,916.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 5		P	01/01/10	06/30/10
b SEE STATEMENT 5		P	01/01/09	06/30/10
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,491,400.		507,350.	984,050.
b 9,234,183.		5,583,942.	3,650,241.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			984,050.
b			3,650,241.
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]		2	4,634,291.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ]		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	24,222,368.	49,456,840.	0.489768
2008	19,492,635.	83,975,843.	0.232122
2007	15,842,331.	113,865,633.	0.139132
2006	6,669,436.	74,322,848.	0.089736
2005	2,248,783.	40,904,604.	0.054976

2 Total of line 1, column (d)	2	1.005734
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.201147
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	58,872,920.
5 Multiply line 4 by line 3	5	11,842,111.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,338.
7 Add lines 5 and 6	7	11,888,449.
8 Enter qualifying distributions from Part XII, line 4	8	17,195,115.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		1	46,338.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	46,338.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	46,338.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	147,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	147,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	100,662.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 100,662. Refunded	11		

**Part VII A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA – California		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII(A) Statements Regarding Activities (Continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KIM SILVA</u> Telephone no <u>(415) 383-6600</u> Located at <u>591 REDWOOD HIGHWAY, STE 3215 MILL VALLEY CA</u> ZIP + 4 <u>94941</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4 b	X

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**Part VII** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?► ☐**5b**

N/A

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	59,010,665.
<b>b</b> Average of monthly cash balances	<b>1b</b>	758,797.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	59,769,462.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	59,769,462.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	896,542.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	58,872,920.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	2,943,646.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	2,943,646.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	46,338.
<b>b</b> Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	46,338.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,897,308.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	2,897,308.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,897,308.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	17,195,115.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	17,195,115.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	46,338.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	17,148,777.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,897,308.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2010:				
a From 2005 514,159.				
b From 2006 2,978,816.				
c From 2007 10,183,059.				
d From 2008 15,327,527.				
e From 2009 21,920,600.				
f Total of lines 3a through e	50,924,161.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 17,195,115.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				2,897,309.
e Remaining amount distributed out of corpus	14,297,806.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	65,221,967.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	514,159.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	64,707,808.			
10 Analysis of line 9:				
a Excess from 2006 2,978,816.				
b Excess from 2007 10,183,059.				
c Excess from 2008 15,327,527.				
d Excess from 2009 21,920,600.				
e Excess from 2010 14,297,806.				

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> 'Assets' alternative test – enter:				
<b>(1)</b> Value of all assets				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> 'Support' alternative test – enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> Gross investment income				

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
- SEE STATEMENT 7
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 3				17,187,707.
<b>Total</b>			<b>3a</b>	17,187,707.
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	

## **Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	7,143.	
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	4,634,291.	0.
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
a					
b					
c					
d					
e					
<b>12</b> Subtotal. Add columns (b), (d), and (e)				4,641,434.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	4,641,434.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

**1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization of**

**(1) Cash**

**(2) Other assets**

**b Other transactions**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

**d** If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

PRESIDENT  
Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date \_\_\_\_\_

Check if ☐ if  
self-employed

PTIN

P01210550

Firm's name

PRIVATE FINANCIAL SERVICES CORPORATION

Firm's FIN ▶

Firm's address

PO BOX 2790

CA 94558

Phone no (707) 254-1170

**BAA**

Form 990-PF (2010)

**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2010**

Name of the organization

PHOEBE SNOW FOUNDATION

Employer identification number

68-0315880

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B** (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

PHOEBE SNOW FOUNDATION

68-0315880

**Part I** Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN H SCULLY 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY CA 94941-6006	\$ 6,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JOHN H SCULLY 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY CA 94941-6006	\$ 13,117,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

PHOEBE SNOW FOUNDATION

68-0315880

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	309,000 SHARES CROWN CASTLE INTERNATIONAL		
		\$ 13,117,050.	12/27/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

**Form 990-PF  
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2009**

Name

PHOEBE SNOW FOUNDATION

Employer Identification Number

68-0315880

**Asset Information:**

Description of Property:	SEE STATEMENT 5	
Date Acquired:	01/01/10	How Acquired:
Date Sold:	06/30/10	Name of Buyer:
Sales Price:	1,491,400.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	984,050.	Accumulation Depreciation:
Description of Property:	SEE STATEMENT 5	
Date Acquired:	01/01/09	How Acquired:
Date Sold:	06/30/10	Name of Buyer:
Sales Price:	9,234,183.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	3,650,241.	Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:

PHOEBE SNOW FOUNDATION  
DIVIDEND AND INTEREST INCOME FROM SECURITIES  
12/31/10

STATEMENT 1

DIVIDEND AND INTEREST INCOME FROM SECURITIES

MERRILL LYNCH CMA-DIVIDENDS	22
NORTHERN TRUST-INTEREST	187
NORTHERN TRUST-DIVIDENDS	105
NOTE INTEREST	6,829
TOTAL	<u><u>7,143</u></u>

PHOEBE SNOW FOUNDATION  
ACCOUNTING, INTEREST, TAXES & OTHER COSTS  
12/31/10

STATEMENT 2

ACCOUNTING FEES

PRIVATE FINANCIAL SERVICES CORP	3,209
DERRYCK J DIAS & ASSOCIATES	7,500
TOTAL	<u>10,709</u>

OTHER PROFESSIONAL FEES

NORTHERN TRUST	3,765
MERRILL LYNCH	150
TOTAL	<u>3,915</u>

INTEREST

NORTHERN TRUST - INTEREST	187,065
NORTHERN TRUST - LOAN FEE	1,000
TOTAL	<u>188,065</u>

TAXES

FEDERAL EXCISE TAX	224,145
TOTAL	<u>224,145</u>

OTHER COSTS

FILING FEES	160
BANK FEES	187
POSTAGE •	56✓
TOTAL	<u>403</u>

**PHOEBE SNOW FOUNDATION  
CHARITABLE DISTRIBUTIONS  
12/31/10**

**STATEMENT 3**

**ORGANIZATION**

Asian Art Museum Foundation	2,000
Big Brothers Big Sisters Of Marin & Napa	1,000
Boyhood Shadows Project	300,000
Brains on Bikes	1,000
Breakthrough Collaborative	2,500
Chandler Lodge	142,792
CIA Officers Memorial Foundation	25,000
Class of 1966, Princeton University	335
Erie Lackawanna Dining Car Pres Society	139,500
FINCA	2,500
Georgetown University	105,000
Girl Scout Council of Greater New York	1,000
Hampton Lifeguard Association	1,500
Horace Mann School	100,000
International Dyslexia Assoc-New York	30,000
International Mental Health Research Org	50,000
International Museum of Women	3,000
James and Lillian Webb Foundation	10,000
League to Save Lake Tahoe	1,000
Making Waves Academy	3,375,000
Making Waves Educational Program	9,600,000
Making Waves Foundation	2,700,000
Marin Symphony	1,000
Monterey Rape Crisis Center	10,000
NARAL Pro-Choice America Foundation	3,500
ODC	5,000
Partners in Health	5,000
Partnerships for Change	43,000
Peconic Land Trust	10,000
Pingry School	101,000
Prison University Project	20,000
Project A.L.S.	90,000
Red Sox Foundation	2,500
Ross Valley Women's League	1,000
San Francisco Film Festival	50,000
Save The Children	2,880
School of American Ballet	4,000
SF CASA	2,500
SF School Alliance	12,000
Special Operations Fund	15,000
Stanford Center on Philanthropy	50,000

Stanford Hospital Partners	10,000
Stanford Women's Cancer Center	2,000
Starcross Kin Worldwide	15,200
Stay Strong Foundation	10,000
SYDA Foundation	50,000
The Retreat	11,000
UJA-Federation	500
UNICEF	2,500
United Cerebral Palsy of New York City	3,000
Universal Yoga Center	7,000
Vision Of Hope	10,000
Woman One	10,000
Women's Community Clinic	15,000
Women's Media Center	20,000

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17,187,707

**PHOEBE SNOW FOUNDATION  
BALANCE SHEET  
12/31/10**

**STATEMENT 4**

	BOOK VALUE 12/31/09	BOOK VALUE 12/31/10	FAIR MARKET VALUE 12/31/10
<b>CASH</b>			
BANK OF AMERICA	5,854	0	0
MERRILL LYNCH	11,595	13,182	13,182
NORTHERN TRUST	23,721	146,942	146,942
<b>TOTAL</b>	<b>41,170</b>	<b>160,124</b>	<b>160,124</b>

**INVESTMENTS - SECURITIES**

30,400 ADVENT SOFTWARE	1,204,981	1,204,981	1,760,768
172,100 CALPINE	1,836,263	1,836,263	2,295,814
685,200 CROWN CASTLE INT'L	1,266,273	2,691,038	30,032,316
159,600 LAMAR ADVERTISING	13,044,844	7,813,009	6,358,464
125,412 LIBERTY GLOBAL A	2,523,962	2,523,962	4,437,077
830,312 LIBERTY GLOBAL C	16,465,072	16,465,072	28,139,274
910 LIBERTY GLOBAL A JULY 20 CALLS	252,980	0	0
1,390 LIBERTY GLOBAL A JULY 22.5 CALLS	254,370	0	0
2,300 LIBERTY GLOBAL A Jan 2011 25 CALLS	252,980	1,116,725	2,380,500
4,000 LIBERTY GLOBAL A Jan 2011 4 CALLS	254,370	287,960	296,000
<b>TOTAL</b>	<b>37,356,095</b>	<b>33,939,010</b>	<b>75,700,212</b>

**INVESTMENTS - DEBT SECURITIES**

MAKING WAVES FNDTN 3% DUE 5/23/10	400,962	0	0
<b>TOTAL</b>	<b>400,962</b>	<b>0</b>	<b>0</b>

**OTHER CURRENT ASSETS**

DUE FROM BROKER	878,677	1,383,782	1,383,782
<b>TOTAL</b>	<b>878,677</b>	<b>1,383,782</b>	<b>1,383,782</b>

PHOEBE SNOW FOUNDATION  
CAPITAL GAINS/LOSSES  
12/31/10

STATEMENT 5

SHORT TERM	DATE ACQUIRED	DATE SOLD	SALES PRICE	BASIS	GAIN (LOSS)
910 LIBERTY GLOBAL A JULY 20	12/2/2009	7/14/2010	729,999	252,980	477,019
1390 LIBERTY GLOBAL A JULY 22 5	12/2/2009	7/14/2010	761,401	254,370	507,031
TOTAL			<u>1,491,400</u>	<u>507,350</u>	<u>984,050</u>

LONG TERM	DATE ACQUIRED	DATE SOLD	SALES PRICE	BASIS	GAIN (LOSS)
144,900 CROWN CASTLE	7/25/2002	VARIOUS 2010	5,675,862	352,107	5,323,755
90 000 LAMAR ADVERTISING	7/26/2007	VARIOUS 2010	3,558,321	5,231,835	-1,673,514
TOTAL			<u>9,234,183</u>	<u>5,583,942</u>	<u>3,650,241</u>



PHOEBE SNOW FOUNDATION  
INFORMATION OFFICERS, DIRECTORS, TRUSTEES, ETC.  
12/31/10

STATEMENT 6

NAME & ADDRESS	TITLE & TIME	COMP	CONTRIB TO EMPLOYEE BENE PLAN	EXPENSE ACCOUNT
JOHN H. SCULLY 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CALIFORNIA 94941	PRESIDENT TREASURER DIRECTOR PART	NONE	NONE	NONE
KIM SILVA 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CALIFORNIA 94941	SECRETARY PART	NONE	NONE	NONE

PHOEBE SNOW FOUNDATION  
ANSWER TO QUESTION PART XV NUMBER 1  
12/31/10

STATEMENT 7

JOHN H SCULLY  
591 REDWOOD HIGHWAY, SUITE 3215  
MILL VALLEY, CALIFORNIA 94941