



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2013

Department of the Treasury
Internal Revenue Service

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

Phoebe Snow Foundation
591 Redwood Highway #3215
Mill Valley, CA 94941

A Employer identification number
68-0315880

B Telephone number (see the instructions)
415-383-6600

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 ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 90,395,855.

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

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	167,170,202.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2.	2.	N/A	
4 Dividends and interest from securities	142,892.	151,684.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	28,664,565.			
b Gross sales price for all assets on line 6a	44,423,766.			
7 Capital gain net income (from Part IV, line 2)		28,664,565.		
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)				
See Statement 1	60,560.	60,560.		
12 Total. Add lines 1 through 11	* 196,038,221.	28,876,811.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	6,080.			6,080.
b Accounting fees (attach sch) See St 3	10,518.			10,518.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs) See St 4	671,044.	6,494.		
19 Depreciation (attach sch) and depletion				
20 Company				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 5	14,682.	14,427.		255.
24 Total operating and administrative expenses. Add lines 13 through 23	702,324.	20,921.		16,853.
25 Contributions, gifts, grants paid Part XV	8,916,890.			9,216,890.
26 Total expenses and disbursements. Add lines 24 and 25	* 9,619,214.	20,921.		9,233,743.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	186,419,007.			
b Net investment income (if negative enter 0)		28,855,890.		
c Adjusted net income (if negative, enter 0)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	25,963,901.	14,707,304.	14,707,304.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		181,889.	181,889.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	21,258,049.	60,234,772.	60,234,772.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment, basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 7		15,261,504.	15,261,504.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 8)		10,386.	10,386.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	47,221,950.	90,395,855.	90,395,855.
	17 Accounts payable and accrued expenses			
	18 Grants payable		100,000.	
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 9)		480,726.	
	23 Total liabilities (add lines 17 through 22)	0.	580,726.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	47,221,950.	89,815,129.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	47,221,950.	89,815,129.	
	31 Total liabilities and net assets/fund balances (see instructions)	47,221,950.	90,395,855.	

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	47,221,950.
2	Enter amount from Part I, line 27a	2	186,419,007.
3	Other increases not included in line 2 (itemize) See Statement 10	3	38,637,506.
4	Add lines 1, 2, and 3	4	272,278,463.
5	Decreases not included in line 2 (itemize) See Statement 11	5	182,463,334.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	89,815,129.

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)
1 a Sale of Publicly Traded Securities		P	Various	Various
b Gain/Loss from Partnerships		P	Various	Various
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 44,401,782.		15,759,201.	28,642,581.
b 21,984.			21,984.
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))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			28,642,581.
b			21,984.
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	28,664,565.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

☐ Yes☒ No

If 'Yes,' the foundation 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))
2012	14,243,577.	76,122,220.	0.187115
2011	22,326,136.	72,797,206.	0.306689
2010	17,148,777.	58,872,920.	0.291285
2009	24,222,368.	49,456,840.	0.489768
2008	19,492,635.	83,975,843.	0.232122

2 Total of line 1, column (d)	2	1.506979
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	0.301396
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	88,291,935.
5 Multiply line 4 by line 3	5	26,610,836.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	288,559.
7 Add lines 5 and 6	7	26,899,395.
8 Enter qualifying distributions from Part XII, line 4	8	9,233,743.

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 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	577,118.
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	577,118.
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	577,118.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	759,007.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	759,007.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	181,889.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 181,889. Refunded	11	0.	

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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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 instructions) CA		
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 2013 or the taxable year beginning in 2013 (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

BAA

Form 990-PF (2013)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Lori Kulvin Crawford Telephone no ▶ 415-383-6600 Located at ▶ 591 Redwood Highway, Ste 3215 Mill Valley CA ZIP + 4 ▶ 94941			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	<input type="checkbox"/>	
		▶ 15		N/A
16	At any time during calendar year 2013, 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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		X

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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <input type="checkbox"/> 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)		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 <input type="checkbox"/> 20 __ , 20 __ , 20 __ , 20 __			
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 2013 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 2013)		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 2013?		4 b	X

Form 990-PF (2013)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5 b** X**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). See Statement 12

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?**6 b** 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?

N/A

7 b**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
J. Scully 591 Redwood Highway, Ste 321 Mill Valley, CA 94941	Pres/Tre/Dir 1.00	0.	0.	0.
R. Scully 591 Redwood Highway, Ste 321 Mill Valley, CA 94941	VP/Dir 1.00	0.	0.	0.
Kim Silva 591 Redwood Highway, Ste 321 Mill Valley, CA 94941	Secretary 1.00	0.	0.	0.
Lori Kulvin Crawford 591 Redwood Highway, Ste 321 Mill Valley, CA 94941	Asst Sect'y 1.00	0.	0.	0.

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

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

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

0

Part VII 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		0

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 N/A	
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	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

BAA

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	52,604,800.
b	Average of monthly cash balances	1 b	29,338,212.
c	Fair market value of all other assets (see instructions)	1 c	7,693,470.
d	Total (add lines 1a, b, and c)	1 d	89,636,482.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	89,636,482.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,344,547.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	88,291,935.
6	Minimum investment return. Enter 5% of line 5	6	4,414,597.

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

1	Minimum investment return from Part X, line 6	1	4,414,597.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	577,118.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	577,118.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,837,479.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,837,479.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,837,479.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	9,233,743.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,233,743.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,233,743.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,837,479.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	15,327,527.			
b From 2009	21,920,600.			
c From 2010	14,297,806.			
d From 2011	18,916,282.			
e From 2012	10,974,118.			
f Total of lines 3a through e	81,436,333.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 9,233,743.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				3,837,479.
e Remaining amount distributed out of corpus	5,396,264.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	86,832,597.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	15,327,527.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	71,505,070.			
10 Analysis of line 9.				
a Excess from 2009	21,920,600.			
b Excess from 2010	14,297,806.			
c Excess from 2011	18,916,282.			
d Excess from 2012	10,974,118.			
e Excess from 2013	5,396,264.			

BAA

Form 990-PF (2013)

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

J. Scully

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

None

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

- 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 VII 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 13 ,	N/A	PC		9,216,890.
Total			3 a	9,216,890.
<i>b Approved for future payment</i>				
Total			3 b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Phoebe Snow Foundation

68-0315880

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scully 1994 Family Trust No. 2 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	\$ 167,170,202.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Phoebe Snow Foundation

68-0315880

Part III Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

68-0315880

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

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

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

Phoebe Snow Foundation

68-0315880

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	\$ 60,560.	\$ 60,560.	
Total	<u>\$ 60,560.</u>	<u>\$ 60,560.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 6,080.			\$ 6,080.
Total	<u>\$ 6,080.</u>	<u>\$ 0.</u>		<u>\$ 6,080.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	\$ 7,500.			\$ 7,500.
Tax Preparation Fees	3,018.			3,018.
Total	<u>\$ 10,518.</u>	<u>\$ 0.</u>		<u>\$ 10,518.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes W/H on Dividends	\$ 6,494.	\$ 6,494.		
Provision for Excise Tax	664,550.			
Total	<u>\$ 671,044.</u>	<u>\$ 6,494.</u>		<u>\$ 0.</u>

Phoebe Snow Foundation

68-0315880

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 13,124.	\$ 13,124.		
Exchange Loss	1,303.	1,303.		
Fees and Licenses	245.			\$ 245.
Filing Fees	10.			10.
Total	\$ 14,682.	\$ 14,427.		\$ 255.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Calpine Corp, 58,500 Sh	Mkt Val	\$ 1,141,334.	\$ 1,141,334.
CHR Hansen Holding, 13,700 Sh	Mkt Val	543,629.	543,629.
Charter Communications, 68,500 Sh	Mkt Val	9,368,060.	9,368,060.
Crown Castle, 169,200 Sh	Mkt Val	12,424,356.	12,424,356.
Equinix, 39,800 Sh	Mkt Val	7,062,510.	7,062,510.
Liberty Global C, 121,512 Sh	Mkt Val	10,245,892.	10,245,892.
Pioneer Resources, 59,600 Sh	Mkt Val	10,970,572.	10,970,572.
Progressive Waste Solutions, 61,900 Sh	Mkt Val	1,532,025.	1,532,025.
Resolute Energy, 73,900 Sh	Mkt Val	667,317.	667,317.
Tower Bersama 1,564,800 Sh	Mkt Val	745,693.	745,693.
Vopak, 94,700 Sh	Mkt Val	5,533,384.	5,533,384.
Total		\$ 60,234,772.	\$ 60,234,772.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SF Adv Partners	Mkt Val	\$ 15,261,504.	\$ 15,261,504.
Total		\$ 15,261,504.	\$ 15,261,504.

Phoebe Snow Foundation

68-0315880

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Interest and Dividends Receivable	\$ 10,386.	\$ 10,386.
Total	<u>\$ 10,386.</u>	<u>\$ 10,386.</u>

Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred Federal Excise Tax Liability	\$ 480,726.
Total	<u>\$ 480,726.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Change in Accounting Method - Cash to Accrual	\$ 38,637,506.
Total	<u>\$ 38,637,506.</u>

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

Endowment Grant	\$ 167,170,202.
Net Unrealized Gains or Losses on Investments	15,293,132.
Total	<u>\$ 182,463,334.</u>

Statement 12
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	ARF
Address:	
Address:	San Francisco, CA
Grant Date:	Various
Grant Amount:	\$ 2508760
Grant Purpose:	Social issue films and related outreach projects
Amt. Expended by Grantee:	\$ 2508760
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	Various
Date of Verification:	Various
Results of Verification:	The Foundation is making all reasonable efforts to receive grantee reports at the end of each project which are expected to last between 12 and 18 months.
	No portion of the funds were diverted from the purpose

Phoebe Snow Foundation

68-0315880

Statement 12 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

of the grant(s) to the knowledge of the grantor.

Grantee Name: SMF
Address: 591 Redwood Highway #3215
Address: Mill Valley, CA 94941
Grant Date: 12/17/2013
Grant Amount: \$ 167170202
Grant Purpose: Endowment - Education Emphasis
Amt. Expended by Grantee: \$ 0
Any Diversion by Grantee: No
Dates of Reports by Grantee: Due 12/31/14
Date of Verification: 12/31/2014
Results of Verification: Reporting due on 12/31/14.

Grantee Name: Making Waves Foundation
Address: 3045 Research Dr
Address: Richmond, CA 94806
Grant Date: Various
Grant Amount: \$ 1584750
Grant Purpose: Education
Amt. Expended by Grantee: \$ 1584750
Any Diversion by Grantee: No
Dates of Reports by Grantee: Monthly
Date of Verification: Various
Results of Verification: All funds expended by grantee were verified to reporting provided.

No portion of the funds were diverted from the purpose of the grant(s) to the knowledge of the grantor.

Grantee Name: ARF
Address:
Address: San Francisco, CA
Grant Date: Various
Grant Amount: \$ 895000
Grant Purpose: Social issue films and related outreach projects
Amt. Expended by Grantee: \$ 895000
Any Diversion by Grantee: No
Dates of Reports by Grantee: Various
Date of Verification: Various
Results of Verification: Artemis Rising Foundation had expended all funds granted in 2012. All expenses were verified by reports provided by the recipient.

No portion of the funds were diverted from the purpose of the grant(s) to the knowledge of the grantor.

Federal Statements

Phoebe Snow Foundation

RECIPIENT	ADDRESS	Donee/Recipient Relationship	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT \$
ARF					
Barnard College	3009 Broadway	San Francisco CA	N/A	PC	General Support 2 508,760
Big Brothers Big Sisters Of North Bay	1618 Second Street	New York NY 10027	N/A	PC	General Support 200,000
Breakthrough Collaborative	545 Sansome Street	San Francisco, CA 94901	N/A	PC	General Support 1 800
Bridge to Recovery	545 Sansome Street	San Francisco, CA 94111	N/A	PC	General Support 10 000
Chandler Lodge	2720 Painted Cave Rd	Santa Barbara, CA 93105	N/A	PC	General Support 350 000
CHP 11-99 Foundation	11455 Chandler Blvd	No Hollywood CA 91601	N/A	PC	General Support 75 000
Coalition to Salute America's Heroes	2244 North State College Blvd	Fullerton CA 92831	N/A	PC	General Support 1,000
Coastwatch Wildlife Society	P O Box 1073	Sonngfield VA 22151	N/A	PC	General Support 1,000
Collegesprng, Inc	1309 Bridgeway	Sausalito CA 94965	N/A	PC	General Support 5 000
Cystic Fibrosis Foundation	145 Natoma St	San Francisco, CA 94105	N/A	PC	General Support 1 000
Doctors Without Borders	6931 Arlington Rd	Bethesda MD 20814	N/A	PC	General Support 200
Ene Lackawanna Dining Car Pres Society	P O Box 5023	Hagerstown, MD 21741	N/A	PC	General Support 500
Family House	P O Box 5821	Parsippany NJ 07054	N/A	PC	General Support 8,800
Film Society Lincoln Center	50 Irving Street	San Francisco CA 94122	N/A	PC	General Support 1,000
First Star Inc	165 West 65th St	New York, NY 10023	N/A	PC	General Support 75 000
Girl Scout Council of Greater New York	9412 Kirkside Rd	Los Angeles CA 90035	N/A	PC	General Support 10,000
GirlVentures	43 W 23rd St	New York, NY 10010	N/A	PC	General Support 10,000
Green Valley School Parent Teacher Org	3543 18th St	San Francisco CA 94110	N/A	PC	General Support 5,000
Harlem Educational Activities Fund	2380 Bass Lake Rd	Rescue CA 95762	N/A	PC	General Support 30 000
HELP USA	2090 Seventh Ave	New York, NY 10017	N/A	PC	General Support 10 000
Horace Mann School	5 Hanover Sq	New York NY 10004	N/A	PC	General Support 100,000
ICERM	231 West 246th St	Riverdale NY 10471	N/A	PC	General Support 35 000
Kipp Bay Area Schools	121 South Main Street	Providence RI 02903	N/A	PC	General Support 30 000
Leadership Public Schools	1404 Franklin St	Oakland, CA 94612	N/A	PC	General Support 200 000
League to Save Lake Tahoe	251 S 12th St	Richmond, CA 94804	N/A	PC	General Support 5 000
Making Waves Academy	2608 Lake Tahoe Blvd	SoLake Tahoe CA 96150	N/A	PC	General Support 1 000
Making Waves Education Program	4123 Lakeside Dr	Richmond, CA 94806	N/A	PC	General Support 1 100 000
Making Waves Foundation	3045 Research Dr	Richmond, CA 94806	N/A	PC	General Support 900,000
Misericordia	3045 Research Dr	Richmond CA 94806	N/A	PC	General Support 1 584 750
Partnerships for Change	6300 N Ridge Ave	Chicago, IL 60660	N/A	PC	General Support 500
Pingry School	P O Box 29455	San Francisco, CA 94129	N/A	PC	General Support 127,500
Princeton University	P O Box 366	Martinsville NJ 08836	N/A	PC	General Support 100 000
Princeton University Annual Givng	P O Box 5357	Princeton NJ 08543	N/A	PC	General Support 1 000
Project A L S	P O Box 46	Princeton NJ 08544	N/A	PC	General Support 50 000
Project Open Hand	801 Riverside Dr	New York NY 10032	N/A	PC	General Support 50 000
Redford Center	P O Box 642910	San Francisco CA 94164	N/A	PC	General Support 2 500
Regents of the University of California	135 Castro Street	San Francisco CA 94114	N/A	PC	General Support 10 000
Rescue Union School District	1309 Murphy Hall	Los Angeles, CA 90095	N/A	PC	General Support 20 000
Save The Children	2380 Bass Lake Rd	Rescue, CA 95762	N/A	PC	General Support 50 000
SenousFun Children's Network	P O Box 940	Westport, CT 06880	N/A	PC	General Support 2 880
Special Operations Fund	501 Madison Ave	New York NY 10022	N/A	PC	General Support 5 000
Spirit Rock Meditation Center	901 N. Stuart St	Arlington VA 22203	N/A	PC	General Support 35 000
Stanford Center on Philanthropy	P O Box 169	Woodacre, CA 94973	N/A	PC	General Support 5,000
Stanford University - GSB	429 Arguello Way	Stanford, CA 94305	N/A	PC	General Support 50,000
Starcross Community	655 Knight Way	Stanford CA 94305	N/A	PC	General Support 200 000
Starcross Kin Worldwide	34500 Annapolis Rd	Annapolis CA 95412	N/A	PC	General Support 15 000
Success Charter Network Inc	34500 Annapolis Rd	Annapolis CA 95412	N/A	PC	General Support 15 200
Summer Search	310 Lenox Avenue	New York NY 10027	N/A	PC	General Support 300 000
Trinity School NYC	P O Box 39000	San Francisco CA 94139	N/A	PC	General Support 10 000
UCSB Foundation	1155 Park Ave Apt 2SW	New York, NY 10128	N/A	PC	General Support 2 500
United Cerebral Palsy of NYC	Univ of Ca Santa Barbara	Santa Barbara CA 93105	N/A	PC	General Support 5 000
Utah Film Center	225 West 106 St	New York, NY 10025	N/A	PC	General Support 25 000
VDay	122 So Main St	Salt Lake City, UT 84101	N/A	PC	General Support 55 000
Vision Of Hope	303 Park Ave So	New York NY 10010	N/A	PC	General Support 540 000
WomenOne Ltd	1555 34th Ave	Oakland CA 94601	N/A	PC	General Support 10 000
Womens Community Clinic	19 E 88th St	New York NY 10128	N/A	PC	General Support 75 000
Women's eNews	1833 Fillmore St	San Francisco CA 94115	N/A	PC	General Support 25 000
Women's Media Center	6 Barclay St	New York NY 10007	N/A	PC	General Support 30 000
Working Wardrobes	2936 K Street NW	Washington DC 20006	N/A	PC	General Support 125 000
	3030 Pullman St	Costa Mesa CA 92626	N/A	PC	General Support 15 000
TOTAL					9 216 890

Phoebe Snow Foundation

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	\$ 180,049,946
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF.	
Net unrealized losses on investment	15,293,132
Investment Related Expenses	30,592
Provision for Excise Tax	664,550
Amounts included in line 12, column (a), Form 990-PF but not included in the revenue of the audited financial statements.	-
Total revenue per line 12, column (a), Form 990-PF	\$ 196,038,221

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	\$ 176,094,274
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF.	
Endowment Grant	(167,170,202)
Amounts included in line 26, column (a), Form 990-PF but not the audited financials statements	
Provision for Excise Tax	664,550
Investment Related Expenses	30,592
Total expenses per line 26, column (a), Form 990-PF	\$ 9,619,214

Phoebe Snow Foundation

68-0315880

Supplemental Statement
Form 990-PF
Accrual Method of Accounting

Phoebe Snow Foundation (The Foundation) is an exempt organization whose primary charitable activity is grant making. The Foundation has changed its method of accounting to an accrual method for reporting, in conformity with generally accepted accounting principles. Previously the Foundation used the cash method of reporting.

This change resulted in the reporting of additional investment income in the amount of \$8,792 which is reported on Form 990-PF, Page 1, Part I, Line 4, column b.

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits***Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	Phoebe Snow Foundation		68-0315880
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	591 Redwood Highway #3215		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	Mill Valley, CA 94941		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Lori Kulvin Crawford

Telephone No ► 415-383-6600 Fax No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	709,007.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	759,007.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer. See instructions	Employer identification number (EIN) or
	Phoebe Snow Foundation	68-0315880
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 1305	
File by the extended due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

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

04

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

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

- The books are in care of ▶ Lori Crawford
Telephone No ▶ _____ Fax No ▶ 415-383-6600
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 14
- 5 For calendar year 2013, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	709,007.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [Signature] Title ▶ EIA Date ▶ 9/12/14

BAA

F1FZ0502L 12/31/13

Form 8868 (Rev 1-2014)