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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
Scully Memorial Foundation

A Employer identification number
46-2014396

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
Mill Valley, CA 94941

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 423,467,065

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

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

	Line	Description	(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 (attach schedule)	144,804,737			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	22,741	22,741		
	4	Dividends and interest from securities	910,931	910,931		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	519,635			
	b	Gross sales price for all assets on line 6a 31,330,289				
	7	Capital gain net income (from Part IV, line 2)		519,635		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,144,120	2,144,120		
	12	**Total.** Add lines 1 through 11	148,402,164	3,597,427		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	30,100			30,100
	b	Accounting fees (attach schedule)	17,450			17,450
	c	Other professional fees (attach schedule)	186,254	186,254		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,367			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,390	898		4,492
	24	**Total operating and administrative expenses.** Add lines 13 through 23	244,561	187,152		52,042
	25	Contributions, gifts, grants paid	17,675,000			17,675,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	17,919,561	187,152		17,727,042
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	130,482,603			
	b	**Net investment income** (if negative, enter -0-)		3,410,275		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	193,369,194	169,271,143	169,271,143
	3	Accounts receivable ▶ 22,818			
		Less allowance for doubtful accounts ▶		22,818	22,818
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		126,726	126,726
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	28,838,410	14,241,609	14,241,609
	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)	90,972,483	239,694,634	239,694,634
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		110,135	110,135
	16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	313,180,087	423,467,065	423,467,065
Liabilities	17	Accounts payable and accrued expenses		86,190	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	31,907		
	23	**Total liabilities**(add lines 17 through 22)	31,907	86,190	
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	145,716,237	256,210,673	
	25	Temporarily restricted	261,741		
	26	Permanently restricted	167,170,202	167,170,202	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**(see instructions)	313,148,180	423,380,875	
	31	**Total liabilities and net assets/fund balances**(see instructions)	313,180,087	423,467,065	

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	313,148,180
2	Enter amount from Part I, line 27a	2	130,482,603
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	443,630,783
5	Decreases not included in line 2 (itemize) ▶	5	20,249,908
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	423,380,875

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Sale of Publicly Traded Secuties	P	2000-01-01	2015-12-31
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	31,330,289		30,810,654	519,635
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				519,635
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	519,635
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	

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 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 (col (b) divided by col (c))
2014	675,392	186,567,338	0 00362
2013	10,031	15,512,053	0 00065
2012			
2011			
2010			

2	**Total** of line 1, column (d)	2	0 004267
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 002134
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	305,954,315
5	Multiply line 4 by line 3	5	652,907
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	34,103
7	Add lines 5 and 6	7	687,010
8	Enter qualifying distributions from Part XII, line 4	8	17,727,042

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	34,103
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2.			3	34,103
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	34,103
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	160,787		
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	160,787
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**. . . ▶			10	126,684
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 126,684 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
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? . . . . *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	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? *If "No," attach explanation* .	8b	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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 ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2015?	4b		No

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 4945(d)(4)(A)? (see instructions)	☑ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☑ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
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**	No
	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**	No

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 Additional Data Table				

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 ▶

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. . . . . ▶

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	
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 . . . . ▶	

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	48,630,951
b	Average of monthly cash balances		1b	100,348,323
c	Fair market value of all other assets (see instructions)		1c	161,634,244
d	**Total** (add lines 1a, b, and c)		1d	310,613,518
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	310,613,518
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	4,659,203
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	305,954,315
6	**Minimum investment return.** Enter 5% of line 5		6	15,297,716

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	15,297,716
2a	Tax on investment income for 2015 from Part VI, line 5	2a 34,103		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	34,103
3	Distributable amount before adjustments Subtract line 2c from line 1		3	15,263,613
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	15,263,613
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	15,263,613

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	17,727,042
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	17,727,042
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	34,103
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	17,692,939

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				15,263,613
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			9,280,011	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 17,727,042				
a Applied to 2014, but not more than line 2a			9,280,011	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				8,447,031
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				6,816,582
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

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

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 email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				17,675,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	22,741	
4 Dividends and interest from securities. . .			14	910,931	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	519,635	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a Partnership Income			14	2,144,120	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				3,597,427	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,597,427

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
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	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

****** | 2016-10-18 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☑ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Michael Fontanello				P01471027

Firm's name ▶ Fontanello Duffield & Otake LLP

Firm's EIN ▶

Firm's address ▶ 44 Montgomery Street Suite 1305 San Francisco, CA 94104

Phone no (415) 983-0200

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
John Scully 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	President 1 00	0		
Ronald A Cohan 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	Director 1 00	0		
Hamid Moghadam 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	Director 1 00	0		
Eli Weinberg 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	Director 1 00	0		
Lori Kulvin Crawford 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	CFO/Sec'tary 1 00	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Stanford University GSB 655 Knight Way Stanford, CA 94305	N/A	PC	General Support	100,000
California Academy of Sciences 55 Music Concourse Dr San Francisco, CA 94118	N/A	PC	General Support	200,000
KIPP Bay Area Schools 1404 Franklin Street Ste 500 Oakland, CA 94612	N/A	PC	General Support	200,000
California Charter School Associati 250 E 1st Street Suite 1000 Los Angeles, CA 90012	N/A	PC	General Support	500,000
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond, CA 94806	N/A	POF	Real Estate Acq	3,225,000
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond, CA 94806	N/A	POF	Real Estate Acq	11,950,000
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond, CA 94806	N/A	POF	General Support	1,500,000
Total . . . . ▶ **3a**				17,675,000

TY 2015 Accounting Fees Schedule

Name: Scully Memorial Foundation
EIN: 46-2014396
Software ID: 15000324
Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	17,450	0	0	17,450

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Expenditure Responsibility Statement

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Making Waves Foundation	3220 Blume Dr Ste 250 Richmond, CA 94806	2015-12-12	16,675,000	Real Estate Acquisitions and General Support	16,675,000	No	Various	2015-12-12	Making Waves Foundation had expended all funds granted in 2015 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

TY 2015 Investments Corporate Stock Schedule

Name: Scully Memorial Foundation
EIN: 46-2014396
Software ID: 15000324
Software Version: 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Liberty Global PLC, 104,000 Sh	4,240,080	4,240,080
Oasis Petroleum Inc, 698,000 Sh	5,144,260	5,144,260
Liberty LiLac Group C, 52,000 Sh	223,600	223,600
ADT Corp, 4,185 Sh	138,021	138,021
ADT Corp, 4,185 Sh	138,021	138,021
AGCO Corp, 2,545 Sh	115,518	115,518
AGCO Corp, 2,545 Sh	115,518	115,518
Broadridge Financial, 1,945 Sh	104,505	104,505
Broadridge Financial, 1,945 Sh	104,505	104,505
Centene Corp, 1,905 Sh	125,368	125,368
Centene Corp, 1,905 Sh	125,368	125,368
Chicago Bridge & Iron Co, 3,290 Sh	128,277	128,277
Chicago Bridge & Iron Co, 3,245 Sh	126,523	126,523
Clean Harbors Inc, 3,325 Sh	138,486	138,486
Clean Harbors Inc, 3,325 Sh	138,486	138,486
Darling Ingredients Inc, 12,400 Sh	130,448	130,448
Darling Ingredients Inc, 12,395 Sh	130,395	130,395
Flowserve Corp, 2,880 Sh	121,190	121,190
Flowserve Corp, 2,880 Sh	121,190	121,190
Hanesbrands Inc, 4,200 Sh	123,606	123,606
Hanesbrands Inc, 4,200 Sh	123,606	123,606
Idex Corp, 1,475 Sh	113,000	113,000
Idex Corp, 1,475 Sh	113,000	113,000
Knowles Corp, 6,330 Sh	84,379	84,379
Knowles Corp, 6,330 Sh	84,379	84,379
Murphy USA Inc, 1,285 Sh	78,051	78,051
Murphy USA Inc, 1,285 Sh	78,051	78,051
Newfield Exploration Co, 3,295 Sh	107,285	107,285
Newfield Exploration Co, 3,295 Sh	107,285	107,285
OGE Energy Corp, 4,570 Sh	120,145	120,145

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OGE Energy Corp, 4,570 Sh	120,145	120,145
Pentair PLC, 1,720 Sh	85,192	85,192
Pentair PLC, 1,720 Sh	85,192	85,192
Polaris Industries Inc, 1,135 Sh	97,553	97,553
Polaris Industries Inc, 1,135 Sh	97,553	97,553
Thor Industries Inc, 1,610 Sh	90,402	90,402
Thor Industries Inc, 1,610 Sh	90,402	90,402
Timken Co, 3,530 Sh	100,922	100,922
Timken Co, 3,530 Sh	100,922	100,922
Trinity Industries Inc, 4,435 Sh	106,529	106,529
Trinity Industries Inc, 4,435 Sh	106,529	106,529
Western Union Co, 7,115 Sh	127,429	127,429
Western Union Co, 7,115 Sh	127,429	127,429
Westrock Company, 1,785 Sh	81,432	81,432
Westrock Company, 1,785 Sh	81,432	81,432

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TY 2015 Investments - Other Schedule

Name: Scully Memorial Foundation
EIN: 46-2014396
Software ID: 15000324
Software Version: 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPO Advisory Partners, LP	FMV	145,072,424	145,072,424
Dodge & Cox Intl Stock Fd, 119,701.96 Sh	FMV	4,366,727	4,366,727
Virtus Emerging Mkt Opp-I, 223,214.29 Sh	FMV	2,000,000	2,000,000
Matthews Asia Div-Inst, 90,252.71 Sh	FMV	1,385,379	1,385,379
Vanguard FTSE Dev Mkt, 152,550 Sh	FMV	5,601,636	5,601,636
SPDR S&P 500 ETF Trust, 46,335 Sh	FMV	9,446,316	9,446,316
Vanguard MID-CAP ETF, 56,046 Sh	FMV	6,731,685	6,731,685
JPM Inflation Mgd Bd Fd, 120,889.75 Sh	FMV	1,218,569	1,218,569
Bloom Tree Offshore Fund, Ltd, 1,500 Sh	FMV	1,572,448	1,572,448
Bloom Tree Offshore Fund, Ltd, 250 Sh	FMV	253,314	253,314
Bluemountain Credit Alt Fund, 12,400 Sh	FMV	1,192,841	1,192,841
Bluemountain Credit Alt Fund, 2,600 Sh	FMV	250,112	250,112
Bridgewater Prvt Invst Offshr, 12,500 Sh	FMV	1,127,013	1,127,013
Eton Park Overseas Fd, Ltd, 1,250 Sh	FMV	1,204,153	1,204,153
Eton Park Overseas Fd, Ltd, 750 Sh	FMV	733,906	733,906
Goldentree Offshore Fd, Ltd, 1,250 Sh	FMV	1,170,428	1,170,428
GSO Spcl Sit Ovrsea Fd Ltd, 1,000 Sh	FMV	888,590	888,590
GSO Spcl Sit Ovrsea Fd Ltd, 500 Sh	FMV	464,309	464,309
Jana Offshore Prtnrs, Ltd, 1,250 Sh	FMV	1,138,817	1,138,817
Miura Global Fd, Ltd, 1,500 Sh	FMV	1,406,328	1,406,328
Miura Global Fd, Ltd, 250 Sh	FMV	250,330	250,330
Monarch Debt Recovry Fd Ltd, 1,250 Sh	FMV	1,183,738	1,183,738
OCH-ZIFF OZOFII Pvt Inv Ltd, 7,051.78 Sh	FMV	1,195,977	1,195,977
Third Pt Offshore Fd, Ltd, 12,500 Sh	FMV	1,283,333	1,283,333
Winton Ftrs Fd Ltd, 12,500 Sh	FMV	1,245,156	1,245,156
Bloom Tree Offshore Fund, Ltd, 1,500 Sh	FMV	1,572,448	1,572,448
Bloom Tree Offshore Fund, Ltd, 250 Sh	FMV	253,314	253,314
Bluemountain Credit Alt Fund, 12,400 Sh	FMV	1,192,841	1,192,841
Bluemountain Credit Alt Fund, 2,600 Sh	FMV	250,112	250,112
Bridgewater Prvt Invst Offshr, 12,500 Sh	FMV	1,127,013	1,127,013

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Dodge & Cox Intl Stock Fd, 119,701.96 Sh	FMV	4,366,727	4,366,727
Eton Park Overseas Fd, Ltd, 1,250 Sh	FMV	1,204,153	1,204,153
Eton Park Overseas Fd, Ltd, 750 Sh	FMV	733,906	733,906
Goldentree Offshore Fd, Ltd, 1,250 Sh	FMV	1,170,428	1,170,428
GSO Spcl Sit Ovrsea Fd Ltd, 1,000 Sh	FMV	888,590	888,590
GSO Spcl Sit Ovrsea Fd Ltd, 500 Sh	FMV	464,309	464,309
Jana Offshore Prtnrs, Ltd, 1,250 Sh	FMV	1,138,817	1,138,817
JPM Inflation Mgd Bd Fd, 120,889.75 Sh	FMV	1,218,569	1,218,569
Matthews Asia Div-Inst, 90,252.71 Sh	FMV	1,385,379	1,385,379
Miura Global Fd, Ltd, 1,500 Sh	FMV	1,406,328	1,406,328
Miura Global Fd, Ltd, 250 Sh	FMV	250,330	250,330
Monarch Debt Recovry Fd Ltd, 1,250 Sh	FMV	1,183,738	1,183,738
OCH-ZIFF OZOFII Pvt Inv Ltd, 7,051.78 Sh	FMV	1,195,977	1,195,977
SPDR S&P 500 ETF Trust, 46,335 Sh	FMV	9,446,316	9,446,316
Third Pt Offshore Fd, Ltd, 12,500 Sh	FMV	1,283,333	1,283,333
Vanguard FTSE Dev Mkt, 152,550 Sh	FMV	5,601,636	5,601,636
Vanguard MID-CAP ETF, 56,046 Sh	FMV	6,731,685	6,731,685
Virtus Emerging Mkt Opp-I, 223,214.29 Sh	FMV	2,000,000	2,000,000
Winton Ftrs Fd Ltd, 12,500 Sh	FMV	1,245,156	1,245,156

TY 2015 Legal Fees Schedule

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	30,100	0	0	30,100

TY 2015 Other Assets Schedule

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued Interest/Dividends		110,135	110,135

TY 2015 Other Expenses Schedule

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	568	568		
Fees and Licenses	330	330		
Insurance	4,492			4,492

TY 2015 Other Income Schedule

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	2,144,120	2,144,120	

TY 2015 Other Professional Fees Schedule

Name: Scully Memorial Foundation
EIN: 46-2014396
Software ID: 15000324
Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	186,254	186,254	0	0

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TY 2015 Taxes Schedule

Name: Scully Memorial Foundation

EIN: 46-2014396

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	5,367			

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

OMB No 1545-0047

2015

Name of the organization	Employer identification number
Scully Memorial Foundation	46-2014396

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ
- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF
- ☑ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
Scully Memorial Foundation

Employer identification number
46-2014396

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scully 1994 Family Trust No 2 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	$ 144,804,737	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
Scully Memorial Foundation	46-2014396

Part II Noncash Property

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

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

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

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

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

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

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

Name of organization
Scully Memorial Foundation

Employer identification number
46-2014396

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

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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