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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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,255,493	17,633,790	17,633,790
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	21,646		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	47,055,063	42,301,022	42,301,022
	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)	20,208,621	24,722,681	24,722,681
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	147,870			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	75,688,693	84,657,493	84,657,493	
Liabilities	17	Accounts payable and accrued expenses		4,220	
	18	Grants payable	75,000		
	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 ▶ _____)	110,601	320,219	
	23	Total liabilities (add lines 17 through 22)	185,601	324,439	
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	75,503,092	84,333,054	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	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)	75,503,092	84,333,054		
31	Total liabilities and net assets/fund balances (see instructions) .	75,688,693	84,657,493		

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	75,503,092
2	Enter amount from Part I, line 27a	2	-2,583,069
3	Other increases not included in line 2 (itemize) ▶ _____	3	11,488,031
4	Add lines 1, 2, and 3	4	84,408,054
5	Decreases not included in line 2 (itemize) ▶ _____	5	75,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	84,333,054

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 Securities	P	2000-01-01	2016-12-31
b Gain/Loss from Partnerships	P	2000-01-01	2016-12-31
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 29,092,910		26,281,128	2,811,782
b 937,126			937,126
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,811,782
b			937,126
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	3,748,908
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))
2015	9,856,039	85,483,448	0 11530
2014	5,109,589	90,319,373	0 05657
2013	9,233,743	88,291,935	0 10458
2012	14,243,577	76,122,220	0 18712
2011	22,326,136	72,797,206	0 30669
2 Total of line 1, column (d)			0 770256
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			0 154051
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			80,045,130
5 Multiply line 4 by line 3			12,331,032
6 Enter 1% of net investment income (1% of Part I, line 27b)			42,846
7 Add lines 5 and 6			12,373,878
8 Enter qualifying distributions from Part XII, line 4			6,627,177

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)

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	85,693
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	85,693
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	85,693
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	49,659
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	109,659
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	23,966
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 23,966 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)? <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>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>Lori Kulvin Crawford</u> Telephone no ► <u>(415) 383-6600</u>			

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		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)	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 2016?	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?	☐ Yes ☒ No	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?	☐ Yes ☒ No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
J Scully 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	Pres/Dir 1 00	0		
R Scully 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	VP/Dir 1 00	0		
Kim Silva 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	Secretary 1 00	0		
Lori Kulvin Crawford 591 Redwood Highway Ste 3215 Mill Valley, CA 94941	CFO 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	44,740,358
b	Average of monthly cash balances.	1b	11,801,052
c	Fair market value of all other assets (see instructions).	1c	24,722,681
d	Total (add lines 1a, b, and c).	1d	81,264,091
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	81,264,091
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,218,961
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	80,045,130
6	Minimum investment return. Enter 5% of line 5.	6	4,002,257

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	4,002,257
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	85,693
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	85,693
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,916,564
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,916,564
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	3,916,564

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	6,627,177
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	6,627,177
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	6,627,177

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,916,564
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	18,916,282			
b From 2012.	10,974,118			
c From 2013.	5,396,264			
d From 2014.	869,655			
e From 2015.	5,798,062			
f Total of lines 3a through e.	41,954,381			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 6,627,177				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).	0			
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				3,916,564
e Remaining amount distributed out of corpus	2,710,613			
5 Excess distributions carryover applied to 2016 (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	44,664,994			
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 2015 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 2017				0
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 2011 not applied on line 5 or line 7 (see instructions).	18,916,282			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	25,748,712			
10 Analysis of line 9				
a Excess from 2012.	10,974,118			
b Excess from 2013.	5,396,264			
c Excess from 2014.	869,655			
d Excess from 2015.	5,798,062			
e Excess from 2016.	2,710,613			

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 2016, 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)

2a 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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))
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

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 <i>Paid during the year</i> See Statement 12 See Statement 12 See Statement, CA 94941	N/A	PC	See Statement 10	6,595,900
Total			▶ 3a	6,595,900
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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

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

TY 2016 Accounting Fees Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Fees	15,300	0	0	15,300
Tax Preparation Fees	4,220	0	0	4,220

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

TY 2016 Expenditure Responsibility Statement

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 16000303

Software Version: 2016v3.0

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
Artemis Rising Foundation	2900 Scott Street San Francisco, CA 94123	2016-04-27	75,000	Social Issue Films and related outreach projects	75,000	No	Various	2016-01-01	Artemis Rising Foundation had expended all funds granted in 2016 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
Seedlings Foundation	984 Main Street Branford, CT 06405	2015-11-23	250,000	Social Issue Film Production	250,000	No	Various	2016-01-01	All funds expended by the grantee 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 2016 General Explanation Attachment**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	

TY 2016 Investments Corporate Stock Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Charter Communications, 20,040 Sh	5,769,917	5,769,917
Equinix, 5,704 Sh	2,038,667	2,038,667
Liberty Global C, 256,924 Sh	7,630,643	7,630,643
Pioneer Resources, 31,000 Sh	5,582,170	5,582,170
Tower Bersama 2,475,800 Sh	915,159	915,159
LPL Financial Holdings, 90,400 Sh	3,182,984	3,182,984
Oasis Petroleum, 113,500 Sh	1,718,390	1,718,390
Qualcomm Incorporated, 33,700 Sh	2,197,240	2,197,240
Laredo Petroleum, 119,800 Sh	1,693,972	1,693,972
Twenty First Century Fox-A, 16,400 Sh	459,856	459,856
Twenty First Century Fox-B, 600 Sh	16,350	16,350
SBA Communications, 21,500 Sh	2,220,090	2,220,090
Liberty Global PLC, 5,800 Sh	177,422	177,422
Lilac Group, 60,549 Sh	1,281,822	1,281,822
Schwab Charles Corp, 116,800 Sh	4,610,096	4,610,096
Zayo Group Holdings, 85,400 Sh	2,806,244	2,806,244

TY 2016 Investments - Other Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SF Adv Partners	FMV	16,719,235	16,719,235
SPO Adv Partners	FMV	8,003,446	8,003,446

TY 2016 Legal Fees Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	7,462	0	0	7,462

TY 2016 Other Decreases Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Passthrough Grant	75,000

TY 2016 Other Expenses Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	5,624	5,624		
Fees and Licenses	330	330		
Insurance	4,295			4,295

TY 2016 Other Income Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Exchange Loss/Gain	685	685	
Partnership Income	157,320	157,320	

TY 2016 Other Liabilities Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred Federal Excise Tax Liability	54,424	284,214
Investment Expenses Payable	30,918	36,005
Federal Excise Tax Payable	25,259	

TY 2016 Taxes Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deferred Excise Tax	240,536			
Excise Tax	75,000			
Foreign Taxes W/H	4,848	4,848		
State Taxes	10	10		

Phoebe Snow Foundation

NAME	ADDRESS	City	State	Zip Code	Donor/Recipient Relationship	Foundation Status	Purpose of Grant	Amount \$
Oregon Health and Science University Fdn	1121 SW Salmon St Ste 100	Portland	OR	97205	N/A	PC	General Support	75 000.00
San Francisco Art Institute	800 Chestnut Street	San Francisco	CA	94133	N/A	PC	General Support	50 000.00
Highland Springs Life Center	P O Box 286	Smartsville	CA	95977	N/A	PC	General Support	10 000.00
Olympia Snowe Womens Leadership Institute	P O Box 586	Portland	ME	04112-0586	N/A	PC	General Support	75 000.00
Barnard College	3009 Broadway	New York	NY	10027	N/A	PC	General Support	100 000.00
Women's Media Center	1825 K Street NW Ste 400 (CAF)	Washington	DC	20006	N/A	PC	General Support	175 000.00
Chandler Lodge	11455 Chandler Boulevard	North Hollywood	CA	91601	N/A	PC	General Support	75 000.00
Starcross Community	34500 Annapolis Road	Annapolis	CA	95412	N/A	PC	General Support	19 000.00
Franciscan Handmaids of the Most Pure Ht	15 West 124th Street	New York	NY	10027	N/A	PC	General Support	2 500.00
Coalition to Salute America's Heroes	P O Box 1073	Springfield	VA	22151	N/A	PC	General Support	1 000.00
Leukemia & Lymphoma Society	61 Broadway Suite 400	New York	NY	10006	N/A	PC	General Support	2 000.00
Alzheimer's Association	480 Pleasant St	Watertown	MA	02472	N/A	PC	General Support	10 000.00
Success Academy Academy Charter Schools	162 West 58th Street Ste 405	New York	NY	10019	N/A	PC	General Support	25 000.00
Utah Film Center	50 W 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	General Support	50 000.00
Vision Of Hope	1555 34th Ave	Oakland	CA	94601-3062	N/A	PC	General Support	2 500.00
Center for Open Recovery	1170 Market Street 8th Fl	San Francisco	CA	94102-4993	N/A	PC	General Support	50 000.00
Order of the Royal Hog Foundation Inc	15 Taney Avenue	Annapolis	MD	21401	N/A	PC	General Support	0 00
College Track	111 Broadway #101	Oakland	CA	94607	N/A	PC	General Support	25 000.00
Princeton University	P O Box 5357	Princeton	NJ	08543-5357	N/A	PC	General Support	1 000 000.00
California Charter Schools Association	250 E 1st Street Suite 1000	Los Angeles	CA	90012	N/A	PC	General Support	500 000.00
Georgetown University Gift Processing	Department Number 0734	Washington	DC	20073-0734	N/A	PC	General Support	250 000.00
Young Musicians Choral Orchestra	2020 Milvia Street Suite 420	Berkeley	CA	94704	N/A	PC	General Support	5 000.00
Coastwatch Wildlife Society	1309 Bridgeway	Sausalito	CA	94965-1917	N/A	PC	General Support	5 000.00
Harvard University	124 Mt Auburn Street	Cambridge	MA	02138	N/A	PC	General Support	10 000.00
Vision Of Hope	1555 34th Ave	Oakland	CA	94601-3062	N/A	PC	General Support	10 000.00
League to Save Lake Tahoe	2608 Lake Tahoe Blvd	South Lake Tahoe	CA	96150-7709	N/A	PC	General Support	1 000.00
Project A L S	801 Riverside Drive #6G	New York	NY	10032	N/A	PC	General Support	25 000.00
Beyond Type 1	545 Middlefield Rd Ste 220	Menlo Park	CA	94025	N/A	PC	General Support	50 000.00
Giants Community Fund	24 Willie Mays Plaza	San Francisco	CA	94107	N/A	PC	General Support	1 000.00
Utah Film Center	50 W 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	General Support	25 000.00
Representation Project	P O Box 437	Ross	CA	94957	N/A	PC	General Support	25 000.00
CODEPINK	2010 Linden Ave	Venice	CA	90291	N/A	PC	General Support	25 000.00
California Highway Patrol 11-99 Frdn	2244 North State College Blvd	Fullerton	CA	92831-1361	N/A	PC	General Support	10 000.00
Barnard College	3009 Broadway	New York	NY	10027	N/A	PC	General Support	100 000.00
Women's Media Center	1825 K Street NW Ste 400 (CAF)	Washington	DC	20006	N/A	PC	General Support	150 000.00
Class of 1966 Princeton University	P O Box 634	Cranbury	NJ	08512-0634	N/A	PC	General Support	1 000.00
Utah Film Center	50 W 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	General Support	37 000.00
Clinton Foundation	1271 Avenue of the Americas 42nd Flr	New York	NY	10020	N/A	PC	General Support	200 000.00
International Rescue Committee	122 East 42nd Street	New York	NY	10168	N/A	PC	General Support	20 000.00
The Retreat	13 Goodfriend Dr	East Hampton	NY	11937	N/A	PC	General Support	25 000.00
Starcross Xtn Worldwide	34500 Annapolis Road	Annapolis	CA	95412	N/A	PC	General Support	15 200.00
Lincoln Center for the Performing Arts	70 Lincoln Center Plaza 9th Floor	New York	NY	10023	N/A	PC	General Support	5 000.00
Education Reform Now	222 Broadway 19th Floor	New York	NY	10038	N/A	PC	General Support	20 000.00
Time Shrine Foundation	55 Bethune Street Unit 1801	New York	NY	10014	N/A	PC	General Support	150 000.00
East Hampton Meals on Wheels	33 Newtown Lane Ste 205	East Hampton	NY	11937	N/A	PC	General Support	3 600.00
Representation Project	P O Box 437	Ross	CA	94957	N/A	PC	General Support	10 000.00
Misencordia	6300 N Ridge Ave	Chicago	IL	60660	N/A	PC	General Support	1 000.00
St Ignatius Loyola	980 Park Avenue	New York	NY	10028	N/A	PC	General Support	1 000.00
Stanford University - GSB	655 Knight Way	Stanford	CA	94305-7298	N/A	PC	General Support	100 000.00
Kipp Bay Area Schools	1404 Franklin Street #500	Oakland	CA	94612	N/A	PC	General Support	200 000.00
California Academy of Sciences	55 Music Concourse Dr	San Francisco	CA	94118	N/A	PC	General Support	200 000.00

Phoebe Snow Foundation

68-0315880

Covenant House	P O Box 96708	Washington	DC	20090-6708	N/A	PC	General Support	100 00
Academy Foundation	8949 Wilshire Blvd	Beverly Hills	CA	90211-1907	N/A	PC	General Support	50 000 00
Women's eNews	210 West 70th Street #314	New York	NY	10023	N/A	PC	General Support	50 000 00
Georgetown University Gift Processing	Department Number 0734	Washington	DC	20073-0734	N/A	PC	General Support	250 000 00
Giants Community Fund	24 Willie Mays Plaza	San Francisco	CA	94107	N/A	PC	General Support	5 000 00
Third World Newsreel	545 8th Ave #550	New York	NY	10018	N/A	PC	Social Issue Projects	100 000 00
Media Process Educational Films	1327 W Washington Blvd Ste 103	Chicago	IL	60607	N/A	PC	Social Issue Projects	200 000 00
Women Make Movies	115 West 29th Street Ste 1200	New York	NY	10001	N/A	PC	Social Issue Projects	100 000 00
From the Heart Productions	1455 Mandalay Beach Road	Oxnard	CA	93035-2845	N/A	PC	Social Issue Projects	200 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	N/A	PC	Social Issue Projects	25 000 00
From the Heart Productions	1455 Mandalay Beach Road	Oxnard	CA	93035-2845	N/A	PC	Social Issue Projects	20 000 00
Film Odyssey	2220 20th Street NW#6	Washington	DC	20009	N/A	PC	Social Issue Projects	25 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	Social Issue Projects	150 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	N/A	PC	Social Issue Projects	150 000 00
Women Make Movies	115 West 29th Street Ste 1200	New York	NY	10001	N/A	PC	Social Issue Projects	75 000 00
Trustees of Indiana University	509 E Third Street	Bloomington	IN	47401-3654	N/A	PC	Social Issue Projects	13 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	Social Issue Projects	250 000 00
New York Women in Film & Television	6 East 39th Street Ste 1200	New York	NY	10016	N/A	PC	Social Issue Projects	25 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	Social Issue Projects	150 000 00
Center for Independent Documentary	1300 Soldiers Field Road Ste #4	Boston	MA	02135	N/A	PC	Social Issue Projects	80 000 00
Independent Filmmaker Project	30 John Street DUMBO	Brooklyn	NY	11201	N/A	PC	Social Issue Projects	75 000 00
San Francisco Film Society	39 Mesa Street Ste 110 The Presidio	San Francisco	CA	94129	N/A	PC	Social Issue Projects	150 000 00
Creative Visions Foundation	18820 Pacific Coast Highway #201	Malibu	CA	90285	N/A	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	N/A	PC	Social Issue Projects	150 000 00
Geena Davis Institute	Mount St Mary's College 4712 Admiralty Way Ste 455	Manna del Rey	CA	90292	N/A	PC	General Support	75 000 00
Total Grants Paid								6 595 900 00