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Return of Private Foundation

2016

Department of the Treasury
Internal Revenue Service

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 separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2016 or tax year beginning 07/01, 2016, and ending 06/30, 2017

Name of foundation
THE SCROOBY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
2221 FORD PKWY STE 204

City or town, state or province, country, and ZIP or foreign postal code
SAINT PAUL, MN 55116-3857

A Employer identification number
41-1795397

B Telephone number (see instructions)
888-866-3275

C If exemption application is pending, check here.

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 16,735,407.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	438,348.	432,181.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	162,592.			
b	Gross sales price for all assets on line 6a	499,017.			
7	Capital gain net income (from Part IV, line 2)		162,592.		
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)	3,802.			STMT 2
12	Total. Add lines 1 through 11	604,742.	594,773.		
13	Compensation of officers, directors, trustees, etc.	74,708.	44,825.		29,883.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	6,000.	NONE	NONE	6,000.
b	Accounting fees (attach schedule) STMT 4	1,250.	750.	NONE	500.
c	Other professional fees (attach schedule)				
18	Taxes (attach schedule) (see instructions)	2,600.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	85.	60.		25.
24	Total operating and administrative expenses. Add lines 13 through 23.	84,643.	45,635.	NONE	36,408.
25	Contributions, gifts, grants paid	690,000.			690,000.
26	Total expenses and disbursements. Add lines 24 and 25	774,643.	45,635.	NONE	726,408.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-169,901.			
b	Net investment income (if negative, enter -0-)		549,138.		
c	Adjusted net income (if negative, enter -0-)				

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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	296,484.	463,009.	463,009.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 7	8,650,051.	8,300,899.	15,749,966.
	c	Investments - corporate bonds (attach schedule) . STMT 9	361,146.	361,146.	376,932.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 10	142,997.	142,997.	145,500.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,450,678.	9,268,051.	16,735,407.	
Liabilities	17	Accounts payable and accrued expenses			
	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 ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	9,450,678.	9,268,051.	
	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)	9,450,678.	9,268,051.		
31	Total liabilities and net assets/fund balances (see instructions)	9,450,678.	9,268,051.		

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 9,450,678.
2	Enter amount from Part I, line 27a	2 -169,901.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 1.
4	Add lines 1, 2, and 3	4 9,280,778.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT	5 12,727.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 9,268,051.

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 PUBLICLY TRADED SECURITIES						
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 499,017.		336,425.	162,592.			
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				162,592.		
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	162,592.	
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	753,294.	14,825,249.	0.050812
2014	710,456.	15,477,824.	0.045902
2013	650,473.	14,417,797.	0.045116
2012	588,785.	12,868,065.	0.045756
2011	578,373.	12,085,300.	0.047858
2	Total of line 1, column (d)		2 0.235444
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 0.047089
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 15,714,824.
5	Multiply line 4 by line 3.		5 739,995.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 5,491.
7	Add lines 5 and 6		7 745,486.
8	Enter qualifying distributions from Part XII, line 4 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.		8 726,408.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2017 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like '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?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Enter the reimbursement paid by the foundation', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either: By language in the governing instrument, or By state legislation that effectively amends the governing instrument?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General', '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', 'Did any persons become substantial contributors during the tax year?'.

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 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no. (651) 348-2630
Located at 2221 FORD PKWY STE 204, SAINT PAUL, MN ZIP+4 55116-3857
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041. Check here. 15
and enter the amount of tax-exempt interest received or accrued during the year.
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 X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes X No
If "Yes," list the years
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b X

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**

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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		74,708.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
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	15,553,216.
b	Average of monthly cash balances	1b	400,920.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,954,136.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,954,136.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	239,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,714,824.
6	Minimum investment return. Enter 5% of line 5	6	785,741.

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	785,741.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,983.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,983.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	774,758.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	774,758.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	774,758.

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	726,408.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	726,408.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	726,408.

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				774,758.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			686,181.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>726,408.</u>				
a Applied to 2015, but not more than line 2a . . .			686,181.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				40,227.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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.				734,531.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2012 . . .	NONE			
b Excess from 2013 . . .	NONE			
c Excess from 2014 . . .	NONE			
d Excess from 2015 . . .	NONE			
e Excess from 2016 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

FREDERICK BREWSTER, PRISCILLA BREWSTER, SUSAN BREWSTER MCCARTHY

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

NONE

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

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

a The name, address, and telephone number or e-mail 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
<p>a Paid during the year</p> <p>SEE STATEMENT 19</p>				690,000.
Total ▶ 3a				690,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, Other revenue (including EXCISE TAX REFUND), and Subtotal/Total.

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

Table with 2 columns: 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.)

NOT APPLICABLE

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of. (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The table is currently empty.

- 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... b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The table is currently empty.

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. Sign Here: Signature of officer or trustee: Marvin Stertzuk, Date: 9/12/17, Title: Secy + Treas.

Paid Preparer Use Only: Print/Type preparer's name: Carol E. Crowley, Preparer's signature: [Signature], Date: 9/17, Check self-employed: [X], PTIN: P01237699, Firm's name: BANK OF AMERICA, N.A., Firm's EIN: 94-1687665, Firm's address: P O BOX 1802 PROVIDENCE, RI 02901-1802, Phone no.:

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,708.	1,708.
FOREIGN DIVIDENDS	28,524.	28,524.
NONDIVIDEND DISTRIBUTIONS	6,167.	
DOMESTIC DIVIDENDS	302,778.	302,778.
OTHER INTEREST	17,019.	17,019.
NONQUALIFIED DOMESTIC DIVIDENDS	82,152.	82,152.
TOTAL	438,348.	432,181.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	3,802.
TOTALS	----- 3,802. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	6,000.			6,000.
TOTALS	6,000.	NONE	NONE	6,000.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX ESTIMATES	2,600.
TOTALS	----- 2,600. =====

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	60.	60.	25.
STATE FILING FEE	25.		
TOTALS	85.	60.	25.

41-1795397

THE SCROOBY FOUNDATION

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
055622104 BP P L C SPONSORED A	718.	718.	138,600.
166764100 CHEVRON CORP COM	186,474.	186,474.	396,454.
20825C104 CONOCOPHILLIPS COM	154,616.	154,616.	131,880.
30231G102 EXXON MOBIL CORP COM	461,376.	461,376.	742,716.
718546104 PHILLIPS 66 COM	45,950.	45,950.	124,035.
74005P104 PRAXAIR INC COM	121,744.	121,744.	238,590.
097023105 BOEING CO COM	70,828.	70,828.	791,000.
369550108 GENERAL DYNAMICS COR	202,121.	202,121.	693,350.
539830109 LOCKHEED MARTIN CORP	142,928.	142,928.	555,220.
701094104 PARKER HANNIFIN CORP	134,092.		
913017109 UNITED TECHNOLOGIES	199,337.	199,337.	488,440.
494368103 KIMBERLY CLARK CORP	250,343.	250,343.	516,440.
609207105 MONDELEZ INTL INC CO	109,752.	107,102.	215,950.
742718109 PROCTER & GAMBLE CO	199,017.	199,017.	261,450.
002824100 ABBOTT LABS COM	154,383.	154,383.	437,490.
00287Y109 ABBVIE INC COM	226,476.	226,476.	725,100.
03073E105 AMERISOURCEBERGEN CO	218,900.	218,900.	756,240.
478160104 JOHNSON & JOHNSON CO	490,162.	490,162.	1,058,320.
863667101 STRYKER CORP COM	117,975.	117,975.	416,340.
09247X101 BLACKROCK INC CL A	136,959.	136,959.	295,687.
949746101 WELLS FARGO & CO NEW	201,291.	201,291.	775,740.
G1151C101 ACCENTURE PLC CL A C	107,449.	107,449.	247,360.
037833100 APPLE INC COM	179,968.	179,968.	360,050.
459200101 INTERNATIONAL BUSINE	315,994.	315,994.	369,192.
26441C204 DUKE ENERGY CORP NEW	157,781.	157,781.	222,851.
19765N468 COLUMBIA TOTAL RETUR	2,040,003.	1,837,670.	1,998,694.
244199105 DEERE & CO COM	302,493.	302,493.	432,565.
907818108 UNION PAC CORP COM	246,559.	246,559.	326,730.
00206R102 AT&T INC COM	177,222.	177,222.	188,650.

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
26875P101 EOG RES INC COM	94,985.	94,985.	90,520.
G5960L103 MEDTRONIC PLC COM	624,927.	620,481.	727,750.
46625H100 J P MORGAN CHASE & C	60,044.	60,044.	91,400.
500754106 KRAFT HEINZ CORP COM	83,052.	77,421.	199,798.
02079K107 ALPHABET INC CL C CO	207,308.	207,308.	363,492.
02079K305 ALPHABET INC CL A CO	226,824.	226,824.	371,872.
TOTALS	8,650,051.	8,300,899.	15,749,966.

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
36962G4Y7 GENERAL ELEC CAP COR	209,196.	209,196.	217,060.
428236BQ5 HEWLETT PACKARD CO S	151,950.	151,950.	159,872.
TOTALS	361,146.	361,146.	376,932.

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
G2612H101 CYTO LTD	C	142,997.	142,997.	145,500.
TOTALS		142,997.	142,997.	145,500.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:
 PRISCILLA BREWSTER
 ADDRESS:
 10 CROCUS PLACE
 ST. PAUL, MN 55102
 TITLE:
 PRESIDENT/DIRECTOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 MARVIN J. PERTZIK
 ADDRESS:
 2221 FORD PARKWAY, SUITE 204
 ST PAUL, MN 55116
 TITLE:
 SEC/TREAS/DIRECTOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 SUSAN B. MCCARTHY
 ADDRESS:
 14 DELLWOOD AVE.
 WHITE BEARLAKE, MN 55110
 TITLE:
 VICE PRESIDENT/DIRECTOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 EDWIN J. MCCARTHY
 ADDRESS:
 14 DELLWOOD AVE.
 WHITE BEARLAKE, MN 55110
 TITLE:
 DIRECTOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

225 FRANKLIN ST
BOSTON, MA 02110

TITLE:

AGENT FOR FIDUCIARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 74,708.

TOTAL COMPENSATION: 74,708.

=====

RECIPIENT NAME:
MINNESOTA HISTORICAL SOCIETY
ADDRESS:
345 W KELLOGG BLVD
SAINT PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN FOR FORT SNELLING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
COMO FRIENDS
ADDRESS:
1225 ESTABROOK DRIVE
ST. PAUL, MN 55103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ZOO OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
PARK SQUARE THEATRE
ADDRESS:
20 W 7TH PLACE
ST. PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SONG ROLE AND GENERAL OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
WILDLIFE REHABILITATION CENTER
ADDRESS:
2530 DALE ST N
ROSEVILLE, MN 55113
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
ANIMAL HUMANE SOCIETY
ADDRESS:
1115 BEULAH LN
ST. PAUL, MN 55108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NEIGHBORHOOD HOUSE
ADDRESS:
179 ROBIE STREET EAST
ST. PAUL, MN 55107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
ORDWAY CNTR FOR PERFORMING
ARTS
ADDRESS:
345 WASHINGTON ST.
ST. PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT PATRICIA MITCHELL FD FOR DANCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
MINNESOTA STATE FAIR FOUNDATION
ADDRESS:
1265 SNELLING AVENUE NORTH
ST. PAUL, MN 55108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT AGRICULTURAL EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EAGLE VALLEY LAND TRUST
ADDRESS:
P.O. BOX3016
EDWARDS, CO 81632
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WALKING MOUNTAINS SCIENCE CENTER
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GIRLS IN SCIENCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
MINNESOTA LANDSCAPE ARBORETUM
ADDRESS:
3675 ARBORTUM DR
CHASKA, MN 55318
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
SECOND HARVEST HEARTLAND
ADDRESS:
1140 GERVAIS AVE
ST. PAUL, MN 55109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GRANT FOR GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
NATURE CONSERVANCY
ADDRESS:
1101 RIVER PKWY, STE 200
MINNEAPOLIS, MN 55101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HEALTHY AND RESILIENT FOREST CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:
GUTHRIE THEATRE FOUNDATION
ADDRESS:
818 2ND ST
MINNEAPOLIS, MN 55415
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SCIENCE MUSEUM OF MINNESOTA
ADDRESS:
120 W. KELLOGG BLVD
ST. PAUL, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RENOVATION OF PALEONTOLOGY HALL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
176 SOUTHWORTH ROBERT ST
ST. PAUL, MN 55107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT DISASTER RELIEF FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
UNIVERSITY OF MINNESOTA FDN
ADDRESS:
200 OAK ST. STE 500
MINNEAPOLIS, MN 55455
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT RAPTOR CTR LOBBY AND CLASSROOM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
LAKESHORE PLAYERS, INC.
ADDRESS:
4820 STEWART AVE
WHITE BEAR LAKE, MN 55110
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

TWIN CITIES PUBLIC TELEVISION

ADDRESS:

172 4TH ST E
ST PAUL, MN 55101

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT PROGRAMMING FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

FRANCONIA SCULPTURE PARK

ADDRESS:

29836 ST CROIX TRAIL
FRANCONIA, MN 55074

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 20TH ANNIVERSARY CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BETTY FORD ALPINE GARDEN

ADDRESS:

183 GORE CREEK DRIVE
VAIL, CO 61557

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT EDUCATIONAL CTR

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

690,000.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS AGENT FOR FIDUCIARY IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE AGENT; RATHER, BANK OF AMERICA'S COMPENSATION AS AGENT FOR FIDUCIARY IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.