

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2017Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.Go to www.irs.gov/Form990PF for instructions and the latest information.**Open to Public Inspection**

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
THE SCULLY PERETSMAN FOUNDATIONA Employer identification number
13-3982344

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

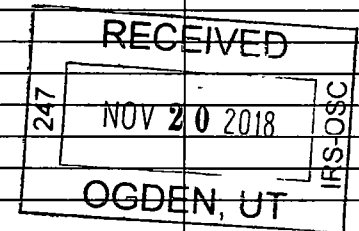
9 EAST 79TH STREET (212) 440-0800

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10075

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 50,306,518.
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 N/A	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	NONE			
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	172,374.	172,374.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,599,679.			
b Gross sales price for all assets on line 6a	6,023,753.			
7 Capital gain net income (from Part IV, line 2)		3,599,679.		
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)				
12 Total. Add lines 1 through 11	3,772,053.	3,772,053.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	5,000.	2,500.		2,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions).				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	58,581.	57,676.		905.
24 Total operating and administrative expenses. Add lines 13 through 23.	63,581.	60,176.		3,405.
25 Contributions, gifts, grants paid	3,488,475.			3,488,475.
26 Total expenses and disbursements. Add lines 24 and 25	3,552,056.	60,176.	0.	3,491,880.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	219,997.			
b Net investment income (if negative, enter -0-)	-	3,711,877.		
c Adjusted net income (if negative, enter -0-)				

SCANNED FEB 02 2018 Revenue
Operating and Administrative Expenses

Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing	517.	505.	505.
	2	Savings and temporary cash investments	664,333.	1,625,026.	1,625,026.
	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			
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	10,393,674.	10,267,567.	45,472,055.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ ATCH 5)	3,003,674.	3,208,932.	3,208,932.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,062,198.	15,102,030.	50,306,518.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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)	0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ X			
	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	14,062,198.	15,102,030.	
	30	Total net assets or fund balances (see instructions)	14,062,198.	15,102,030.	
	31	Total liabilities and net assets/fund balances (see instructions)	14,062,198.	15,102,030.	

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	14,062,198.
2	Enter amount from Part I, line 27a	2	219,997.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	819,835.
4	Add lines 1, 2, and 3	4	15,102,030.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,102,030.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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** SEE PART IV SCHEDULE**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****b****c****d****e**

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

(i) FMV 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****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**

3,599,679.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in
Part I, line 8**3**

0.

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	2,829,504.	42,370,742.	0.066780
2015	3,231,652.	42,793,081.	0.075518
2014	3,146,342.	40,618,916.	0.077460
2013	5,445,369.	43,019,349.	0.126580
2012	2,545,304.	36,495,867.	0.069742

2 Total of line 1, column (d)**2**

0.416080

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years**3**

0.083216

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5**4**

50,871,135.

5 Multiply line 4 by line 3.**5**

4,233,292.

6 Enter 1% of net investment income (1% of Part I, line 27b).**6**

37,119.

7 Add lines 5 and 6.**7**

4,270,411.

8 Enter qualifying distributions from Part XII, line 4**8**

3,491,880.

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	74,238.
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	74,238.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	74,238.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	8,660.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	66,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	74,660.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	37.	
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	385.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 385. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ EY US LLP Telephone no. ▶ 212-440-0800 Located at ▶ 77 WATER ST-9FL NEW YORK, NY ZIP+4 ▶ 10005		
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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
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 Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	N/A
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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 2017 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 2017)	3b	N/A
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 2017?	4b	X

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

		Yes	No
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.		
	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? N/A	☐ 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?		
	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?		

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
ATCH 7		0.	0.	0.

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

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

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

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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		▶

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)	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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	NONE
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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

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	46,786,415.
b	Average of monthly cash balances	1b	1,841,996.
c	Fair market value of all other assets (see instructions).	1c	3,017,411.
d	Total (add lines 1a, b, and c)	1d	51,645,822.
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	
3	Subtract line 2 from line 1d	3	51,645,822.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	774,687.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,871,135.
6	Minimum investment return. Enter 5% of line 5	6	2,543,557.

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	2,543,557.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	74,238.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	74,238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,469,319.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	2,469,319.
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	2,469,319.

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	3,491,880.
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	3,491,880.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,491,880.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,469,319.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			NONE	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 909,076.				
b From 2013 3,439,284.				
c From 2014 1,123,653.				
d From 2015 1,244,737.				
e From 2016 719,345.				
f Total of lines 3a through e	7,436,095.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,491,880.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2017 distributable amount.				2,469,319.
e Remaining amount distributed out of corpus.	1,022,561.			
5 Excess distributions carryover applied to 2017 (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	8,458,656.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				NONE
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 2012 not applied on line 5 or line 7 (see instructions).	909,076.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	7,549,580.			
10 Analysis of line 9				
a Excess from 2013 3,439,284.				
b Excess from 2014 1,123,653.				
c Excess from 2015 1,244,737.				
d Excess from 2016 719,345.				
e Excess from 2017 1,022,561.				

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 2017, 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)

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) 2017	(b) 2016	(c) 2015	(d) 2014	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

ATTACHMENT 8

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.

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE LIST ATTACHED	N/A	PC	GENERAL PURPOSE	3,488,475.
Total			3a	3,488,475.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount				
1	Program service revenue:								
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								
4	Dividends and interest from securities			14	172,374.				
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	3,599,679.				
9	Net income or (loss) from special events								
10	Gross profit or (loss) from sales of inventory								
11	Other revenue. a _____								
b	_____								
c	_____								
d	_____								
e	_____								
12	Subtotal. Add columns (b), (d), and (e)				3,772,053.				
13	Total. Add line 12, columns (b), (d), and (e)							3,772,053.	

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,818,495.		SALE OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 2,424,074.				P	VAR 3,394,421.	VAR
205,258.		KENSICO O/S FD II PROPERTY TYPE: OTHER				P	VAR 205,258.	VAR
TOTAL GAIN (LOSS)							<u>3,599,679.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS THRU ALLEN & COMPANY	172,374.	172,374.
TOTAL	<u>172,374.</u>	<u>172,374.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG, LLP	5,000.	2,500.		2,500.
TOTALS	<u>5,000.</u>	<u>2,500.</u>		<u>2,500.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	750.		750.
INVESTMENT EXPENSES	49,141.	49,141.	
OFFICE EXPENSE	245.	245.	
FOREIGN TAX PAID/FOR FEES	8,290.	8,290.	
PUBLIC NOTICE FEE	155.		155.
TOTALS	58,581.	57,676.	905.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CLOSING LONG POSITION I	4,730,324.	37,924,210.
CLOSING LONG POSITION II	5,537,243.	7,547,845.
TOTALS	<u>10,267,567.</u>	<u>45,472,055.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 5

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

KENSICO OFFSHORE FUND II

3,208,932.	3,208,932.
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TOTALS

<u>3,208,932.</u>	<u>3,208,932.</u>
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:

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

EXCESS OF FMV OVER FOUNDATION'S COST
BASIS OF SECURITIES DONATED TO
QUALIFYING CHARITY

819,835.

TOTAL

819,835.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
--	---	---

	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
--	---

NAME AND ADDRESS

COMPENSATION

ROBERT W. SCULLY
9 EAST 79TH STREET
NEW YORK, NY 10075

TRUSTEE

NANCY B. PERETSCHAN
9 EAST 79TH STREET
NEW YORK, NY 10075

TRUSTEE

EMMA C. SCULLY
9 EAST 79TH STREET
NEW YORK, NY 10075

TRUSTEE

GRAND TOTALS

0.

0.

0.

ATTACHMENT 8

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBERT W. SCULLY - 9 EAST 79TH STREET, NEW YORK, NY 10075

NANCY B. PERETSMAN - 9 EAST 79TH STREET, NEW YORK, NY 10075

The Scully Peretzman Foundation
FEIN 13-3982344
Form 990-PF, Part II, Line 10b, Closing Long Position - Corporate Stock
Allen & Company Account I

Date Acquired	Type and Name of Security	Beginning Inventory			Purchases or Acquisitions				Sales or Other Dispositions				Ending		
		# of Shares	Cost Basis		# of Shares	Cost Share	Cost Basis	Purchase Date	# of Shares	Cost Share	Cost Basis	Date Sold or Trans /L	# of Shares	Cost Basis	Market Value
3/11/2015	Anadarko Petroleum Corp Com	4,944	399,984										4,944	399,984 00	265,196
3/11/2015	BP PLC Sponts ADR	9,896	400,317										9,896	400,316 95	415,929
9/18/2015	BP PLC Sponts ADR	165	5,913										165	5,913 00	6,935
12/18/2015	BP PLC Sponts ADR	172	6,012										172	6,012 00	7,229
3/24/2016	BP PLC Sponts ADR	213	6,127										213	6,127 00	8,952
6/17/2016	BP PLC Sponts ADR	201	6,248										201	6,248 00	8,448
9/16/2016	BP PLC Sponts ADR	193	6,373										193	6,373 00	8,112
12/16/2016	BP PLC Sponts ADR	196	6,472										196	6,472 00	8,238
	BP PLC Sponts ADR				197	33,5300	6,605 41	3/31/2017					197	6,605 41	8,280
	BP PLC Sponts ADR				187	36,0020	6,732 37	6/23/2017					187	6,732 37	7,860
	BP PLC Sponts ADR				196	34,8380	6,828 21	9/22/2017					196	6,828 21	8,238
	BP PLC Sponts ADR				174	39,9020	6,942 95	12/22/2017					174	6,942 95	7,313
5/19/2016	Charter Communications Inc New Cl A	408	0										408	0 00	137,072
3/11/2015	Chevron Corp New Com	3,857	400,130										3,857	400,129 81	482,858
3/11/2015	ConocoPhillips Com	6,349	400,202										6,349	400,202 23	348,497
3/11/2015	EOG Res Inc Com	4,485	400,018										4,485	400,018 05	483,976
	Expedia Inc Del Com.	2,192	35,763										2,192	35,763 00	262,536
12/23/1998	IAC Interactive Corp	7,143	118,529										7,143	118,529 16	873,446
8/26/2008	Interval Leisure Group (Spin-off from Interactive Corp)	2,857	37,426										2,857	37,425 85	81,367
8/26/2008	LendingTree Inc New Com (FKA Tree.com)	476	6,235										476	6,235 46	162,054
1/27/2010	Live Nation Entmt Inc	4,212	37,426										4,212	37,426 00	179,305
	Priceline GRP Inc Com	21,930	2,528,968										500	115 32	57,660 01
	This block of 500 shs were trans out as contributions to AMNH												500	115 32	57,660 01
	Time Warner Inc (spin-off from Time Warner Inc on 6/12/2014)	416	0										1,500	115 32	172,980 03
9/8/2008	Time Warner, Inc (Donated) Reverse Stock Split 1.3 on 3/30/2009	3,333	152,372										416	0 00	7,675
12/8/2006													3,333	152,372 00	304,870

Date Acquired	Type and Name of Security	# of Shares	Cost Basis	# of Shares	Cost per Share	Cost Basis	Purchase Date	# of Shares	Cost per Share	Cost Basis	Date Sold or Trans /L	# of Shares	Cost Basis	Market Value
3/11/2015	Anadarko Pete Corp Com	4,944	399,984									4,944	399,984 00	265,196
	Tripadvisor Inc (spin-off from Expedia Inc on Dec 21)	2,192	37,000									2,192	37,000 00	75,536
12/31/2017												0	0 00	
Totals		75,830	4,991,515 51			27,108 94		2,500	346	288,300 05		74,084	4,730,324 40	37,924,210

The Scully Peretzman Foundation
 FEIN: 13-3982344
 Form 990-PF, Part II, Line 10b, Closing Long Position - Corporate Stock

Allen & Company Account II

Date Acquired	Type and Name of Security	Beginning Inventory			Purchases or Acquisitions			Sales or Other Dispositions			Ending				
		# of Shares	Cost Basis		# of Shares	Cost per Share	Cost Basis	Purchase Date	# of Shares	Cost per Share	Cost Basis	Date Sold	# of Shares	Cost Basis	Market Value
2/23/2015	Alphabet Inc (FKA Google Inc)	426	231,431.00										426	231,431.00	445,766
6/9/2015	Alphabet Inc (FKA Google Inc)	207	111,060.00										207	111,060.00	216,605
9/30/2016	Amerisource Bergen Corp Com	4,320	359,778.00										4,320	359,778.00	396,662
	Amerisource Bergen Corp Com			345	83.8660	28,933.64	1/11/2017						345	28,933.64	31,678
	Amerisource Bergen Corp Com			1,147	81.9140	93,955.85	4/18/2017						1,147	93,955.85	105,318
12/26/2014	Anheuser Busch Inbev	2,539	294,065.00										2,539	294,065.00	283,251
12/30/2014	Anheuser Busch Inbev	580	65,459.00										580	65,459.00	64,705
	Anheuser Busch Inbev			452	115.4590	52,187.49	11/21/2017						452	52,187.49	50,425
6/4/2015	Donaher Corp Com	3,916	256,974.00										3,916	256,974.00	363,483
	Donaher Corp Com			764	80.8270	61,751.59	1/11/2017						764	61,751.59	70,914
	Donaher Corp Com			1,145	86.3300	98,847.90	4/18/2017						1,145	98,847.90	106,279
11/11/2013	Express Scripts Hldg Co Com	5,475	353,564.05												
2/23/2015	Express Scripts Hldg Co Com	132	11,209.00												
	Euro Currency			6,736		7,216.09	4/19/2017	6,735.82		7,216.09	4/25/2017				
	Euro Currency			9,229		10,066.44	5/3/2017	9,229.34		10,066.44	5/9/2017				
	Euro Currency			2		2.18	5/19/2017	2		2.18	9/26/2017		0	0.00	0
7/5/2016	Fortive Corp Com (Donaher Spinoff)	1,958	79,950.00										0	0.00	0
9/9/2015	Laboratory Corp Amer	2,742	325,018.00										2,742	325,018.00	437,376
11/20/2015	Laboratory Corp Amer	33	4,042.00										33	4,042.00	5,264
12/10/2015	Laboratory Corp Amer	204	25,328.00										204	25,328.00	32,540
	Laboratory Corp Amer			519	141.8720	73,631.37	4/18/2017						519	73,631.37	82,786
	Lowes Cos Inc Com	0	0.00										4,477	358,184.51	416,092
	Lowes Cos Inc Com	0	0.00										859	69,857.03	79,835
	Microsoft Corp Com	0	0.00										4,902	410,217.06	419,317
12/26/2014	Monsanto Co New	3,265	395,855.20												
1/5/2015	Monsanto Co New	540	65,513.00						3,265	121.242	395,856.00	11/21/2017			
2/23/2015	Monsanto Co New	21	2,604.00						540	121.32	65,512.65	11/21/2017			
									21	124	2,603.55	11/21/2017	0	0.45	0
11/11/2013	Moody's Corp Com	3,750	275,797.00										3,750	275,797.00	553,538
	Moody's Corp Com	0	0.00						86	94.779	8,150.96	1/11/2017	86	8,150.96	12,694

Date Acquired	Type and Name of Security	Beginning Inventory			Purchases or Acquisitions			Sales or Other Dispositions			Ending		
		# of Shares	Cost Basis		# of Shares	Cost Basis		# of Shares	Cost per Share	Cost Basis	# of Shares	Cost Basis	Market Value
11/11/2013	Oracle Corp Com	10,293	353,572.50					10,293	34.351	353,572.50	0	0.00	0
2/23/2015	Oracle Corp Com	329	14,463.00					329	43.96	14,463.00	0	0.00	0
11/11/2013	Prestige Brands Hldg Inc Com	0	0.00								0	0.00	0
7/1/2014	Prestige Brands Hldg Inc Com	0	0.00								0	0.00	0
11/11/2013	S&P Global Inc Com (F/K/A McGraw Hill Finl Inc Com)	3,853	275,831.00					924	71.589	66,147.90	2,929	209,683.10	496,173
12/26/2014	Schlumberger Ltd Com	4,508	394,078.48					4,508	87.417	394,078.48			
1/5/2015	Schlumberger Ltd Com	758	65,556.00					758	86.485	65,556.00			
2/23/2015	Schlumberger Ltd Com	30	2,648.00					30	88.267	2,648.00	0	0.00	0
6/9/2015	Schwab Charles Corp	10,439	336,770.00					10,439					
12/10/2015	Schwab Charles Corp	531	18,069.00					531					
	Sysco Corp Com	0	0.00					7,500	54.7450	410,590.51			
9/9/2015	Transdigm Group Inc	1,390	316,580.00					0	RTOC	26,479.53			
11/20/2015	Transdigm Group Inc	96	21,784.00					0	RTOC	1,828.80			
12/10/2015	Transdigm Group Inc	104	24,230.60					0	RTOC	1,981.16			
	Transdigm Group Inc	0	0.00					0	RTOC	11,601.46			
11/20/2015	United Parcel SVC Inc	3,221	333,985.00					3,221	103.69	333,985.07			
12/10/2015	United Parcel SVC Inc	362	37,003.00					362	102.218	37,003.00	0	0.00	0
9/30/2016	Airbus Group NV SHS - name changed to Airbus SE Beznar SHs	5,870	349,940.00					658	74.9214	49,446.17	5,870	349,940.00	650,568
	Aena S A SHS	0	0.00					2,975	74.2300	495,215.68	658	49,446.17	
											2,975	495,215.68	603,682
Totals		71,892	5,402,158			2,370,409.84				2,235,324.86	66,514	5,537,243.33	7,547,845