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Form 990-PF

Department of the Treasury

Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation

Phoebe Snow Foundation

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

591 Redwood Highway

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

Mill Valley, CA 94941

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 77,328,859

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

68-0315880

B Telephone number (see instructions)

(415) 383-6600

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (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	5,899	5,899	
	4 Dividends and interest from securities	225,879	225,879	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	3,000,540		
	b Gross sales price for all assets on line 6a			
		16,187,411		
	7 Capital gain net income (from Part IV, line 2)		3,000,540	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)	99,844	99,844	
	12 Total. Add lines 1 through 11	3,332,162	3,332,162	
	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	10,475		10,475
	b Accounting fees (attach schedule)	20,550		20,550
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	144,691	5,578	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule)	11,897	7,602	4,295	
24 Total operating and administrative expenses. Add lines 13 through 23	187,613	13,180	35,320	
25 Contributions, gifts, grants paid	15,776,828		15,776,828	
26 Total expenses and disbursements. Add lines 24 and 25	15,964,441	13,180	15,812,148	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-12,632,279		
	b Net investment income (if negative, enter -0-)		3,318,982	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	17,633,790	12,079,348	12,079,348
	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)	42,301,022	43,118,680	43,118,680
	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)	24,722,681	16,114,531	16,114,531
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)		6,016,300	6,016,300	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	84,657,493	77,328,859	77,328,859	
Liabilities	17 Accounts payable and accrued expenses	4,220		
	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 ▶ _____)	320,219	390,332	
	23 Total liabilities (add lines 17 through 22)	324,439	390,332	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	84,333,054	76,938,527	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)	84,333,054	76,938,527		
31 Total liabilities and net assets/fund balances (see instructions) .	84,657,493	77,328,859		

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	84,333,054
2 Enter amount from Part I, line 27a	2	-12,632,279
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,287,752
4 Add lines 1, 2, and 3	4	76,988,527
5 Decreases not included in line 2 (itemize) ▶ _____	5	50,000
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	76,938,527

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	2017-12-31
b Gain/Loss from Partnerships	P	2000-01-01	2017-12-31
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 15,716,135		13,186,871	2,529,264
b 471,276			471,276
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			2,529,264
b			471,276
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	3,000,540
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))
2016	6,627,177	80,045,130	0 08279
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

2 Total of line 1, column (d)	2	0 546360
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 109272
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	78,309,441
5 Multiply line 4 by line 3	5	8,557,029
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,190
7 Add lines 5 and 6	7	8,590,219
8 Enter qualifying distributions from Part XII, line 4	8	15,812,148

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	33,190
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	33,190
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	33,190
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	32,966
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	42,966
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,776
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 9,776 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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 2017 or the taxable year beginning in 2017 (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 ► N/A	13	Yes	
14	The books are in care of ► Lori Kulvin Crawford Telephone no ► (415) 383-6600			

Located at **►** 591 Redwood Highway Ste 3215 Mill Valley CA ZIP+4 **►** 94941

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> 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 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 ►	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
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? <input type="checkbox"/>	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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 2017?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	No
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Lon 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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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	45,088,380
b	Average of monthly cash balances.	1b	12,282,760
c	Fair market value of all other assets (see instructions).	1c	22,130,831
d	Total (add lines 1a, b, and c).	1d	79,501,971
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	79,501,971
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,192,530
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	78,309,441
6	Minimum investment return. Enter 5% of line 5.	6	3,915,472

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	3,915,472
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	33,190
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	33,190
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,882,282
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,882,282
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	3,882,282

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	15,812,148
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	15,812,148
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	33,190
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	15,778,958

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				3,882,282
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	10,974,118			
b From 2013.	5,396,264			
c From 2014.	869,655			
d From 2015.	5,798,062			
e From 2016.	2,710,613			
f Total of lines 3a through e.	25,748,712			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____ 15,812,148				
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).	0			
d Applied to 2017 distributable amount.				3,882,282
e Remaining amount distributed out of corpus	11,929,866			
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	37,678,578			
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				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	10,974,118			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	26,704,460			
10 Analysis of line 9				
a Excess from 2013.	5,396,264			
b Excess from 2014.	869,655			
c Excess from 2015.	5,798,062			
d Excess from 2016.	2,710,613			
e Excess from 2017.	11,929,866			

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 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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)(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 <input checked="" type="checkbox"/> 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> See Grant Statement See Grant Statement See Grant Statement, CA 94941	N/A	PC	See Grant Statement	15,776,828
Total			▶ 3a	15,776,828
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-10-16 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name Michael Fontanello	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01471027	
	Firm's name ► Fontanello Duffield & Otake LLP					Firm's EIN ► 37-1420474
	Firm's address ► 44 Montgomery Street Suite 1305 San Francisco, CA 94104					Phone no (415) 983-0200

TY 2017 Accounting Fees Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Fees	15,900	0	0	15,900
Tax Preparation Fees	4,650	0	0	4,650

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

TY 2017 Expenditure Responsibility Statement

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 17005038

Software Version: 2017v2.2

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	2017-01-01	50,000	Social Issue Films and related outreach projects	50,000	No	Various	2017-01-01	Artemis Rising Foundation had expended all funds granted in 2017 All expenses were verified by reports provided by the recipient No portion of the funds were diverted from the purpose of the grant(s) to the knowledge of the grantor

TY 2017 Investments Corporate Stock Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Charter Communications	4,716,879	4,716,879
Equinix	2,177,269	2,177,269
Liberty Global C	8,660,468	8,660,468
Pioneer Resources	4,839,800	4,839,800
Tower Bersama Infrastructure Tbk	864,622	864,622
LPL Financial Holdings	3,005,564	3,005,564
Laredo Petroleum	2,118,817	2,118,817
Liberty Global A	207,872	207,872
The Charles Schwab Corp.	4,916,109	4,916,109
Zayo Group Holdings, Inc.	4,180,480	4,180,480
Alphabet Inc-C	2,616,000	2,616,000
Zillow Group Inc.-A	236,292	236,292
Zillow Group Inc-C	1,722,732	1,722,732
Liberty Formula One-C	2,855,776	2,855,776

TY 2017 Investments - Other Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
San Francisco Partners LP	FMV	12,032,623	12,032,623
SPO Advisory Partners LP	FMV	4,081,908	4,081,908

TY 2017 Legal Fees Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	10,475	0	0	10,475

TY 2017 Other Assets Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Distributions Receivable		6,016,300	6,016,300

TY 2017 Other Decreases Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Passthrough Grant	50,000

TY 2017 Other Expenses Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	7,432	7,432		
Fees and Licenses	170	170		
Insurance	4,295			4,295

TY 2017 Other Income Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Exchange Loss/Gain	29	29	
Partnership Income	99,815	99,815	

TY 2017 Other Liabilities Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred Federal Excise Tax Liability	284,214	390,277
Federal Excise Tax Payable	36,005	55

TY 2017 Taxes Schedule**Name:** Phoebe Snow Foundation**EIN:** 68-0315880**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deferred Excise Tax	70,113			
Excise Tax	69,000			
Foreign Taxes W/H	5,568	5,568		
State Taxes	10	10		

Name	ADDRESS	City	State	Zip Code	Foundation Status	Purpose of Grant	Amount
Women Make Movies	115 West 29th Street Ste 1200	New York	NY	10001	PC	Social Issue Projects	50 000 00
Tides Foundation	1014 Torrey Avenue	San Francisco	CA	94129	PC	Social Issue Projects	50 000 00
American Film Foundation	345 Adelaide Drive Suite G	Santa Monica	CA	90402	PC	Social Issue Projects	250 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	200 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	75 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	250 000 00
Geena Davis Institute (St Marys)	Mount St Mary's College 4712 Admiralty Way Ste 455	Manna del Rey	CA	90292	PC	Social Issue Projects	150 000 00
Documentary Educational Resources	101 Morse Street	Watertown	MA	02472	PC	Social Issue Projects	75 000 00
Women Make Movies	115 West 29th Street Ste 1200	New York	NY	10001	PC	Social Issue Projects	100 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	PC	Social Issue Projects	100 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	150 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	PC	Social Issue Projects	100 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	PC	Social Issue Projects	100 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	50 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	75 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	50 000 00
Chicken & Egg Pictures	45 Main Street Suite 506	Brooklyn	NY	11201	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	200 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
Kiss the Ground	628 Flower Ave	Venice	CA	90291	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	PC	Social Issue Projects	50 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	150 000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issue Projects	100 000 00
Representation Project	30 Sir Frances Drake Blvd	Ross	CA	94957	PC	Social Issue Projects	150 000 00
Starcross Community	34500 Annapolis Road	Annapolis	CA	95412	PC	General Support	24 000 00
Barnard College	3009 Broadway	New York	NY	10027	PC	General Support	100 000 00
Utah Film Center	Attn Geryl Dreyfous	Salt Lake City	UT	84101	PC	General Support	65 000 00
Liberty Hill Foundation	6420 Wilshire Blvd #700	Los Angeles	CA	90048	PC	General Support	10 000 00
WomenOne Ltd	c/o Dayle Haddon	New York	NY	10128	PC	General Support	50 000 00
Ann Wigmore Natural Health Institute	P O Box 429	Rincon	Puerto Rico	00677	PC	General Support	650 000 00
Women's Media Center	Attn Julie Burton	Washington	DC	20024-0967	PC	General Support	230 000 00
Horace Mann School	231 West 248th Street	Riverdale	NY	10471	PC	General Support	500 000 00
Roxie Theatre	c/o Annie Roney	Sausalito	CA	94965	PC	General Support	20 000 00
HELP USA	Attn Mana Cuomo	New York	NY	10003	PC	General Support	50 000 00
Futures Without Violence	100 Montgomery St	San Francisco	CA	94129	PC	General Support	100 000 00
Pioneer Works Art Foundation	159 Pioneer Street	Brooklyn	NY	11231	PC	General Support	250 000 00
Princeton University	P O Box 5357	Princeton	NJ	08543-5357	PC	General Support	2 000 00
Stanford University	ATTN John Ford VP Development	Stanford	CA	94305-6105	PC	General Support	3 400 000 00
Stanford University	ATTN John Ford VP Development	Stanford	CA	94305-6105	PC	General Support	1 320 000 00
San Francisco Art Institute	800 Chestnut Street	San Francisco	CA	94133	PC	General Support	500 000 00
Misericordia	Heart of Mercy Center	Chicago	IL	60660	PC	General Support	1 000 00
New York Women in Television & Films Inc	6 East 39th Street Suite 1200	New York	NY	10016	PC	General Support	50 000 00
Horace Mann School	231 West 248th Street	Riverdale	NY	10471	PC	General Support	10 000 00
Horatio Alger Association	99 Canal Center Plaza Suite 320	Alexandria	VA	22314	PC	General Support	50 000 00
Students for Education Reform	21 W 46th Street Suite 1102	New York	NY	10036	PC	General Support	50 000 00
NYAC Athlete's Fund Inc	180 Central Park South	New York	NY	10019	PC	General Support	5 000 00
Brady Center to Prevent Gun Violence	840 First Street NE Suite 400	Washington	DC	20002	PC	General Support	40 000 00
Chandler Lodge	11455 Chandler Boulevard	North Hollywood	CA	91601	PC	General Support	100 000 00
Harvard University	Office of the Recording Secretary	Cambridge	MA	02138	PC	General Support	10 000 00
Family House	540 Mission Bay Blvd North	San Francisco	CA	94158	PC	General Support	20 000 00
Stella Adler Studio of Acting	31 West 27th Street Third Floor	New York	NY	10001	PC	General Support	25 000 00
Success Academy Academy Charter Schools	95 Pine Street Floor 6	New York	NY	10005	PC	General Support	100 000 00
Friends of Yogi Inc	8 Yogi Berra Dr	Little Falls	NJ	07424	PC	General Support	10 000 00
Nature Conservancy	250 Lawrence Hill Road	Cold Spring Harbor	NY	11724	PC	General Support	25 000 00
Michael J Fox Foundation	c/o Mazze Gogolak	Northeast Harbor	ME	04662	PC	General Support	5 000 00
California Charter Schools Association	250 E 1st Street Suite 1000	Los Angeles	CA	90012	PC	General Support	500 000 00
Serious Fun Children's Network	c/o Liz Robbins Associates	New York	NY	10165	PC	General Support	10 000 00
WomenOne Ltd	c/o Dayle Haddon	New York	NY	10128	PC	General Support	150 000 00
Coastwatch Wildlife Society	1309 Bndgeway	Sausalito	CA	94965-1917	PC	General Support	5 000 00
Dry Dock Corporation	2118 Greenwich Street	San Francisco	CA	94123	PC	General Support	25 000 00
Horatio Alger Association	99 Canal Center Plaza Suite 320	Alexandria	VA	22314	PC	General Support	750 000 00
SYDA Foundation	ATTN Panna Hamilton	South Fallsburg	NY	12779	PC	General Support	125 000 00
Project A L S	Attn Valerie Estess	New York	NY	10032	PC	General Support	75 000 00
Vision Of Hope	1555 34th Ave	Oakland	CA	94601-3062	PC	General Support	10 000 00

Grant Statement**Form 990-PF, Part XV, Line 3a****Grants and Contributions Paid During the Year**

Name	ADDRESS	City	State	Zip Code	Foundation Status	Purpose of Grant	Amount
Nature Conservancy on Long Island	The Nature Conservancy	Cold Spring Harbor	NY	11724	PC	General Support	250 000 00
Georgetown University Gift Processing	Department Number 0734	Washington	DC	20073-0734	PC	General Support	250 000 00
Lucile Packard Foundation	For Children's Health	PALO Alto	CA	94301	PC	General Support	10 000 00
Utah Film Center	Attn Geryl Dreyfous	Salt Lake City	UT	84101	PC	General Support	175 000 00
Yale University	Yale University Investments Office	New Haven	CT	06510	PC	General Support	25 000 00
Utah Film Center	Attn Geryl Dreyfous	Salt Lake City	UT	84101	PC	General Support	265 000 00
Horatio Alger Association	99 Canal Center Plaza Suite 320	Alexandria	VA	22314	PC	General Support	50 000 00
Women's Media Center	Attn Julie Burton	Washington	DC	20024-0967	PC	General Support	50 000 00
Clinton Foundation	1271 Avenue of the Americas 42nd Flr	New York	NY	10020	PC	General Support	200 000 00
Class of 1966 Princeton University	c/o 1st Constitution Bank	Cranbury	NJ	08512-0634	PC	General Support	1 000 00
National MS Society	P O Box 4527	New York	NY	10163	PC	General Support	10 000 00
Stanford Center on Philanthropy	and Civil Society	Stanford	CA	94305	PC	General Support	100 000 00
Barnard College	3009 Broadway	New York	NY	10027	PC	General Support	100 000 00
UCSF Benioff Children's Hospital	Children's Fund	San Francisco	CA	94145-0339	PC	General Support	28 000 00
Utah Film Center	Attn Geryl Dreyfous	Salt Lake City	UT	84101	PC	General Support	85 000 00
HOOR Children	ARTrageous Benefit Office	New York	NY	10021	PC	General Support	10 000 00
American Cancer Society	Attn Making Strides of Central Park	New York	NY	10001	PC	General Support	1 000 00
Oceana Inc	Attn Nancy Golden	Washington	DC	20036	PC	General Support	100 000 00
Perfect Earth Project	962 Springs Fireplace Road	East Hampton	NY	11937	PC	General Support	25 000 00
Chandler Lodge	11455 Chandler Boulevard	North Hollywood	CA	91601	PC	General Support	100 000 00
Napa Valley Foundation	3299 Claremont Way Suite 2	Napa	CA	94558	PC	General Support	1 000 00
UCSF Foundation	1500 Owens Street Suite 360	San Francisco	CA	94143	PC	General Support	10 000 00
Starcross Kin Worldwide	34500 Annapolis Road	Annapolis	CA	95412	PC	General Support	15 200 00
Jerusalem Society for the Prevention	of Cruelty to Animals	Jerusalem		91040	PC	General Support	1 500 00
Hoover House Circle	Frances C. Arrillaga Alumni Center	Stanford	CA	94305-6105	PC	General Support	50 000 00
Princeton University Annual Giving	C/O Bruce Freeman	Princeton	NJ	08544	PC	General Support	10 000 00
New York Women in Television & Films Inc	6 East 39th Street Suite 1200	New York	NY	10016	PC	General Support	25 000 00
Kipp Bay Area Schools	1404 Franklin Street #500	Oakland	CA	94612	PC	General Support	200 000 00
California Academy of Sciences	55 Music Concourse Dr	San Francisco	CA	94118	PC	General Support	199 627 50
Friends of Princeton Basketball	330 Alexander Street	Princeton	NJ	08540	PC	General Support	50 000 00
Redford Center	P O Box 29144	San Francisco	CA	94129	PC	General Support	20 000 00
Representation Project	P O Box 1750	Ross	CA	94957	PC	General Support	200 000 00
Women's eNews	163 Amsterdam Avenue #1330	New York	NY	10023	PC	General Support	50 000 00
Entertainment Industry Foundation	10880 Wilshire Blvd Ste 1400	Los Angeles	CA	90024	PC	General Support	100 000 00
Students for Education Reform	21 W 46th Street Suite 1102	New York	NY	10036	PC	General Support	10 000 00
Order of the Royal Hog Foundation Inc	c/o William Bethune	Grafton	MA	01519	PC	General Support	2 500 00
Total							15 776 828