

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

Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

SCAIFE FAMILY FOUNDATION

A Employer identification number

25-1427015

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

Room/suite

B Telephone number (see instructions)

777 S FLAGLER DRIVE, EAST TOWER,

909

(561) 659-1188

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

WEST PALM BEACH, FL 33401

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

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 88,792,450

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

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)

1	Contributions, gifts, grants, etc., received (attach schedule)				
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	1,476,956	1,476,956		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-163,358			
b	Gross sales price for all assets on line 6a	7,750,767			
7	Capital gain net income (from Part IV, line 2)		0		
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) ATCH. 1	462,886	462,886		
12	Total Add lines 1 through 11	1,776,484	1,939,842		
13	Compensation of officers, directors, trustees, etc.	265,914	38,710		227,204
14	Other employee salaries and wages	70,600			70,600
15	Pension plans, employee benefits	120,939	13,950		106,989
16a	Legal fees (attach schedule) ATCH. 2	2,892			2,892
b	Accounting fees (attach schedule) ATCH. 3	45,436	22,718		22,718
c	Other professional fees (attach schedule) ATCH. 4	444,522	444,522		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH. 5	33,539			
19	Depreciation (attach schedule) and depletion	46,786			
20	Occupancy	157,909	18,214		139,695
21	Travel, conferences, and meetings	975			975
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	31,886	2,014		29,872
24	Total operating and administrative expenses Add lines 13 through 23	1,221,398	540,128		600,945
25	Contributions, gifts, grants paid	4,212,560			4,212,560
26	Total expenses and disbursements Add lines 24 and 25	5,433,958	540,128	0	4,813,505
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,657,474			
b	Net investment income (if negative, enter -0-)		1,399,714		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

Liabilities

Net Assets or Fund Balances

1	Cash - non-interest-bearing	17,865	39,917	39,917
2	Savings and temporary cash investments	9,576,366	12,578,650	12,578,650
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) [7]	8,099,116	2,092,147	2,091,759
b	Investments - corporate stock (attach schedule) ATCH 8	49,604,839	48,700,886	67,221,259
c	Investments - corporate bonds (attach schedule) ATCH 9	3,810,491	4,254,812	4,180,120
11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	1,345,594	1,198,008	2,597,391
14	Land, buildings, and equipment basis	392,325		
	Less: accumulated depreciation (attach schedule) ▶	308,971	83,354	83,354
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	72,571,452	68,947,774	88,792,450
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26, and lines 30 and 31			
24	Unrestricted	63,770,895	71,646,064	
25	Temporarily restricted	8,800,557	-2,698,290	
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	72,571,452	68,947,774	
31	Total liabilities and net assets/fund balances (see instructions)	72,571,452	68,947,774	

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	72,571,452
2	Enter amount from Part I, line 27a	2	-3,657,474
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	33,796
4	Add lines 1, 2, and 3	4	68,947,774
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	68,947,774

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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	-163,114	
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))
2017	3,477,749	85,519,223	0.040666
2016	4,386,523	80,377,433	0.054574
2015	3,410,644	80,526,490	0.042354
2014	4,258,947	85,278,961	0.049941
2013	4,131,803	80,348,652	0.051423
2 Total of line 1, column (d)			0.238958
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			0.047792
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			91,726,284
5 Multiply line 4 by line 3.			4,383,783
6 Enter 1% of net investment income (1% of Part I, line 27b).			13,997
7 Add lines 5 and 6.			4,397,780
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			4,813,505

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)	1	13,997
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
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	13,997
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	13,997
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	104,956
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	104,956
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	90,959
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 90,959 Refunded ☐ 11	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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		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 ☐ FL, PA,		
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 <i>General Instruction G</i> ? 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 2018 or the tax year beginning in 2018? 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 ► WWW.SCAIFEFAMILY.ORG	X	
14 The books are in care of ► SCAIFE FAMILY FOUNDATION Telephone no ► 561-659-1188 Located at ► ATTACHMENT 12 ZIP+4 ► 33401		
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		
16 At any time during calendar year 2018, 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		X
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 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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)		
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 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		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.	5b	
Organizations relying on a current notice regarding disaster assistance, check here	☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
If "Yes" to 6b, file Form 8870		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 13		265,914	26,400	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
ATCH 14		70,600	8,112	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		324,518

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	93,078,704
b	Average of monthly cash balances	1b	44,427
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	93,123,131
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	93,123,131
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,396,847
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,726,284
6	Minimum investment return. Enter 5% of line 5	6	4,586,314

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,586,314
2a	Tax on investment income for 2018 from Part VI, line 5	2a	13,997
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,997
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,572,317
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	4,572,317
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	4,572,317

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	4,813,505
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	4,813,505
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	13,997
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,799,508

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				4,572,317
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only,			387,068	
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>4,813,505</u>				
a Applied to 2017, but not more than line 2a			387,068	
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 2018 distributable amount.				4,426,437
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				145,880
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

N/A

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

ATCH 16

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

c Any submission deadlines

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

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

Recipient		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 <i>Paid during the year</i>					
ATCH 17					

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	1,476,956	
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	-163,358	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 18 _____				462,886	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				1,776,484	
13 Total Add line 12, columns (b), (d), and (e)					1,776,484

(See worksheet in line 13 instructions to verify calculations)

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)	
250,000		ABBOTT LABORATORIES UNSC PROPERTY TYPE SECURITIES 247,515				P	12/5/16	10/29/2018
							2,485	
200,000		COCA-COLA CO/THE UNSC PROPERTY TYPE SECURITIES 204,196				P	4/21/16	11/01/2018
							-4,196	
200,000		COLGATE-PALMOLIVE CO SR UNSECD PROPERTY TYPE SECURITIES 200,652				P	4/21/16	05/01/2018
							-652	
150,000		COLGATE-PALMOLIVE CO SER MTN UNSC PROPERTY TYPE SECURITIES 150,375				P	8/17/17	11/01/2018
							-375	
100,000		HOME DEPOT INC CALL 08/10/2018 @ 100 000 PROPERTY TYPE SECURITIES 100,885				P	8/17/17	09/10/2018
							-885	
100,000		QUALCOMM INC UNSC PROPERTY TYPE SECURITIES 99,334				P	12/22/15	05/18/2018
							666	
742,683		STERICYCLE INC PROPERTY TYPE SECURITIES 843,971				P	12/31/00	08/08/2018
							-101,288	
1,500,000		USA TREASURY NOTES 00 875% DUE 10/15/201 PROPERTY TYPE SECURITIES 1,498,769				P	4/21/16	10/15/2018
							1,231	
1,500,000		USA TREASURY NOTES 00 750% DUE 12/31/201 PROPERTY TYPE SECURITIES 1,497,304				P	7/2/15	01/02/2018
							2,696	
1,500,000		USA TREASURY NOTES 00 750% DUE 03/31/201 PROPERTY TYPE SECURITIES 1,493,906				P	7/27/15	04/02/2018
							6,094	
1,500,000		USA TREASURY NOTES 01 375% DUE 06/30/201 PROPERTY TYPE SECURITIES 1,516,992				P	7/27/15	07/02/2018
							-16,992	
7,838		VALEANT PHARMACEUTICALS INTE NAME CHG 07 PROPERTY TYPE SECURITIES 59,982				P	12/31/00	01/03/2018
							-52,144	

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)	
47		CITIGROUP INC PROPERTY TYPE SECURITIES				P	1/1/01	04/10/2018
							47	
102		COUNTRYWIDE CAPITAL PFD 7 0% 11/01/36 PROPERTY TYPE SECURITIES				P	1/1/01	02/02/2018
							102	
88		CROCS INC PROPERTY TYPE SECURITIES				P	1/1/01	05/22/2018
							88	
6		APOLLO GROUP, INC , SECURITIES LITIGATIO PROPERTY TYPE SECURITIES				P	1/1/01	02/02/2018
							6	
3		VERIFONE SYSTEMS INC MERGED 08/20/18 @ \$ PROPERTY TYPE SECURITIES				P	1/1/01	12/12/2018
							3	
TOTAL GAIN (LOSS)							<u>-163,114</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION SETTLEMENTS-INVESTMENTS	394	394
DISTRIBUTIONS - INVESTMENTS	462,492	462,492
TOTALS	462,886	462,886

ATTACHMENT 2

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	2,892			2,892
TOTALS	<u>2,892</u>	<u>✓</u>		<u>2,892</u>

ATTACHMENT 3FORM 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>
AUDIT, COMPLIANCE AND TAX SERV	45,436	22,718		22,718
TOTALS	<u>45,436</u>	<u>22,718</u>		<u>22,718</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FISCAL AGENTS FEES	351,433	351,433
MANAGED ACCOUNT FEES	93,089	93,089
TOTALS	<u>444,522</u>	<u>444,522</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	14,355
DEFERRED FEDERAL INCOME TAX	19,184
TOTALS	<u>33,539</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	9,578	1,105	8,473
OFFICE EXPENSE	8,407		8,407
TELEPHONE	3,558	410	3,148
UTILITIES	876	100	776
POSTAGE	277.		277
LEASED EQUIPMENT	3,463	399	3,064
COMPUTER MAINTENANCE	550		550
DUES & SUBSCRIPTIONS	5,177		5,177
TOTALS	<u>31,886.</u>	<u>2,014</u>	<u>29,872</u>

FORM 990PF, PART II - U S. AND STATE OBLIGATIONS

DESCRIPTION	ATTACHMENT 7	
	ENDING BOOK VALUE	ENDING FMV
US TREASURY NOTES	2,092,147	2,091,759
US OBLIGATIONS TOTAL	2,092,147	2,091,759

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AIR PRODUCTS & CHEMICALS INC	1,237,589	1,520,475
ALLERGAN PLC	964,913	481,176
ALPHABET INC/CA-CL A	110,318	224,666
ALPHABET INC/CA-CL C	1,778,141	2,604,559
AMERICAN TOWER CORP	59,160	237,285
APPLE INC	399,505	2,208,360
BAUSCH HEALTH COS INC	2,774,378	320,362
BERKSHIRE HATHAWAY INC DEL	6,899,773	10,098,000
CATERPILLAR INC	58,207	165,191
CERNER CORP	545,566	498,180
COCA COLA CO	38,723	94,700
COSTCO WHOLESALE CORP	58,527	203,710
ECOLAB INC	650,727	810,425
EQUITY RESIDENTIAL	49,730	59,409
EXXON MOBIL CORP	418,084	545,520
FASTENAL CO	1,282,141	1,620,990
GENERAL MILLS INC	90,564	155,760
GILEAD SCIENCES INC	190,421	600,480
INTEL CORP	2,188,167	3,332,030
JOHNSON & JOHNSON	4,608,564	6,000,825
KRAFT HEINZ CO/THE	17,245	40,673
MASTERCARD INC CL A	1,833,669	3,584,350
MC CORMICK & CO INC	1,190,736	1,810,120
MCDONALD'S CORP	52,915	177,570
MEDTRONIC PLC	1,865,208	2,292,192
MICROSOFT CORP	4,347,886	9,649,150
MONDELEZ INTERNATIONAL	17,431	56,723
MOODY'S CORP	1,199,094	1,750,500
NIKE INC	69,864	385,528

FORM 990PF, PART II. - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PHILIP MORRIS INTERNAT-W/I	290,730	467,320
PROCTER & GAMBLE CO	4,114,574.	4,844,184
TARGET CORP	137,395	244,533
TJX COMPANIES INC NEW	1,386,701	1,682,224
UNION PACIFIC CORP	1,298,163.	2,225,503
UNITED TECHNOLOGIES CORP	1,194,865.	1,171,280
VERSUM MATERIALS INC - W/I	446,149	533,610
WALGREENS BOOTS ALLIANCE INC	3,819,702	3,020,186
WALMART INC	154,880	279,450
WATERS CORP	810,943	1,131,900
WELLS FARGO & COMPANY	49,538	92,160
TOTALS	<u>48,700,886.</u>	<u>67,221,259</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALPHABET INC	209,752	204,020
APPLE INC	606,566	598,943
ARCHER DANIELS MIDLAND C	266,410	257,973
BOEING CO	200,120	195,714
EI DU PONT DE NEMOUR & CO	259,570	252,842
GENERAL ELEC CAP CORP	251,963	246,360
INTEL CORP	248,610	242,950
JOHNSON & JOHNSON	248,647	249,342
MICROSOFT CORP	247,222	247,512
ORACLE CORP	199,428	194,042
PEPSICO INC	200,612	199,196
PRAXAIR INC	105,496	102,280
PROCTER & GAMBLE CO/THE	299,249	294,639
TEXAS INSTRUMENTS INC	100,187	98,434
3M COMPANY	203,886	198,848
UNILEVER CAPITAL CORP	249,575	246,843
UNITED PARCEL SERVICE	257,345	252,048
UNITED TECHNOLOGIES CORP	100,174	98,134
TOTALS	<u>4,254,812</u>	<u>4,180,120</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES MSCI EMERGING MARKETS	235,767	273,420
HIRTLE CALLAGHAN	208,632.	1,211,671
HIRTLE CALLAGHAN PE	753,609	1,112,300
TOTALS	<u>1,198,008</u>	<u>2,597,391.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGES DEFERRED TAXES ACCRUAL	33,539.
CHANGES IN PREPAID INSURANCE	257
TOTAL	<u>33,796</u>

ATTACHMENT 12FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

777 S FLAGLER DR EAST TOWER STE 909 WEST PALM BEACH, FL

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JENNIE K SCAIFE 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	CHAIRMAN/TRUSTEE 1 00	10,000	0	0
JOSHUA I ARMSTRONG 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	VP/TRUSTEE 1 00	10,356	0	0
ELVASIO VACCARO 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	VP/TRUSTEE 1 00	10,558	0	0
DAVID ZYWIEC 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	PRESIDENT 40 00	235,000	26,400	0
GRAND TOTALS		265,914	26,400	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JEANNETTE BERIAU 777 S FLAGLER DRIVE EAST TOWER, SUITE 909 WEST PALM BEACH, FL 33401	EMPLOYEE 40.00	70,600	8,112 0.
	TOTAL COMPENSATION	<u>70,600</u>	<u>8,112</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HENRY H ARMSTRONG ASSOCIATES, INC ONE GATEWAY CENTER, SUITE 1825 PITTSBURGH, PA 15222	INVESTMENT	324,518
TOTAL COMPENSATION		<u>324,518.</u>

ATTACHMENT 16FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SCAIFE FAMILY FOUNDATION
777 SOUTH FLAGLER DR
SOUTH PALM BEACH, FL 33401

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE

SEE ATTACHMENT 20

SUBMISSION DEADLINES

SEE ATTACHMENT 20

RESTRICTIONS OR LIMITATIONS ON AWARDS

SEE ATTACHMENT 20

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

d

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
4 PAWS FOR ABILITY 253 DAYTON AVE XENIA, OH 45385	OPERATING SUPPORT	25,000
ABILITY CENTER OF GREATER TOLEDO 5605 MONROE ST SYLVANIA, OH 43560	PROGRAM SUPPORT	55,678
AMERICA'S VETDOGS -VETERAN'S K-9 CORPS, INC 317 E MAIN STREET SMITHTOWN, NY 11787	PROGRAM SUPPORT	25,000
ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON, WY 83002	OPERATING SUPPORT	15,000
ANIMAL RECOVERY MISSION INC PO BOX 403344 MIAMI, FL 33140	OPERATING SUPPORT	100,000
BIG BROTHERS BIG SISTERS OF GREATER PITTSBURGH 5989 CENTRE AVE PITTSBURGH, PA 15206	OPERATING SUPPORT	15,000

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
BOYS & GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHEAST PARKWAY, SUITE 204 WEST PALM BEACH, FL 33407	N/A PC		PROGRAM SUPPORT	30,000
CANINE ASSISTED THERAPY, INC 1040 NE 45TH STREET OAKLAND PARK, FL 33334	N/A PC		PROGRAM SUPPORT	20,050
CANINE COMPANION FOR INDEPENDENCE 8150 CLARCONA OCOEE RD ORLANDO, FL 32818	N/A PC		PROGRAM SUPPORT	40,000
CANINE PARTNERS FOR LIFE 334 FAGGS MANOR RD COCHRANVILLE, PA 19330	N/A PC		PROGRAM SUPPORT	50,000
CASA OF ALLEGHENY COUNTY 564 FORBES AVE , SUITE 902 PITTSBURGH, PA 15219	N/A PC		PROGRAM SUPPORT	40,000
CENTER FOR FAMILY SERVICES OF PALM BEACH COUNTY 4101 PARKER AVE WEST PALM BEACH, FL 33405	N/A PC		PROGRAM SUPPORT	50,000

ATTACHMENT 17 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR IMMIGRATION STUDIES 1629 K STREET NW, SUITE 600 WASHINGTON, DC 20006	N/A PC		OPERATING SUPPORT	110,000
CHILDREN'S HOME OF PITTSBURGH 5618 KENTUCKY AVE PITTSBURGH, PA 15232	N/A PC		OPERATING SUPPORT	10,000
CIRCLE TAIL, INC 8834 CAREY LANE PLEASANT PLAIN, OH 45162	N/A PC		OPERATING SUPPORT	20,000
CRIME VICTIMS TREATMENT CENTER 40 EXCHANGE PLACE NEW YORK, NY 10005	N/A PC		OPERATING SUPPORT	1,277,792
DOGS FOR DIABETICS, INC 1647 WILLOW PASS RD #157 CONCORD, CA 94520	N/A PC		OPERATING SUPPORT	20,000
EQUINE RESCUE & ADOPTION FOUNDATION, INC P O BOX 1199 PALM CITY, FL 34991	N/A PC		CAPITAL SUPPORT	15,000

ATTACHMENT 17 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVERGLADES GOLDEN RETRIEVER RESCUE, INC 1530 W BOYNTON BEACH • BOYNTON BEACH, FL 33424	N/A PC		OPERATING SUPPORT	25,000
FAIR SHAKE FOR YOUTH, INC • 210 WEST 101TH STREET NEW YORK, NY 10025	N/A PC		OPERATING SUPPORT	10,000
FAMILIES FIRST OF PALM BEACH COUNTY, INC 3333 FOREST HILL BLVD 2ND FLOOR WEST PALM BEACH, FL 33406	N/A PC		PROGRAM SUPPORT	5,000
GENESIS ASSISTANCE DOGS, INC PO 3101 WEST PALM BEACH, FL 33402	N/A PC		OPERATING SUPPORT	10,000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	N/A PC		CANINE ASSISTANCE PROGRAM	120,000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 • CENTER CITY, MN 55012	N/A PC		CHILDREN'S PROGRAM TRAINING ACADEMY	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	N/A PC	EQUINE ASSISTANCE PROGRAM	50 000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	N/A PC	MEDICAL STUDENT PROGRAM --SIMS	80 000
H O R S E OF CT, INC 43 WILBUR ROAD WASHINGTON, CT 06777	N/A PC	OPERATING SUPPORT	12 000
HOSANNA INDUSTRIES, INC 109 RINARD LANE ROCHESTER, PA 15074	N/A PC	OPERATING SUPPORT	25,000
HUMANE ANIMAL RESCUE 6926 HAMILTON AVENUE PITTSBURGH, PA 15208	N/A PC	OPERATING SUPPORT	175,000
IRETA 611 WILLIAM PENN PL PITTSBURGH, PA 15219	N/A PC	MEDICAL STUDENT PROGRAM	64,000

FORM 990PF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JACK THE BIKE MAN, INC P O BOX 17565 • WEST PALM BEACH, FL 33416	PROGRAM SUPPORT	50,000
• LONGHOPE DONKEY SHELTER, INC 66 N DUTCH VALLEY RD BENNETT, CO 80102	OPERATING SUPPORT	2,000
• LOST OUR HOME PET FOUNDATION INC 2323 SOUTH HARDY DRIVE TEMPE, AZ 85282	OPERATING SUPPORT	20,000
• MAKE-A-WISH FOUNDATION OF GREATER PENNSYLVANIA AND 707 GRANT STREET, 37TH FLOOR PITTSBURGH, PA 15219	PROGRAM SUPPORT	44,000
• NAMI - PALM BEACH COUNTY 5205 GREENWOOD AVE STE 110 WEST PALM BEACH, FL 33407	OPERATING SUPPORT	15,000
• NATIONAL DISASTER SEARCH DOG FOUNDATION 6800 WHEELER CANYON RD SANTA PAULA, CA 93060	PROGRAM SUPPORT	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL RURAL ALCOHOL AND DRUG ABUSE NETWORK, INC P O BOX 4 TORY, WI 54563	N/A PC		MEDICAL STUDENT PROGRAM	85,000
NEW LEASH ON LIFE USA PO BOX 326 NARBERTH, PA 19072	N/A PC		PROGRAM SUPPORT	35,000
NORTON MUSEUM OF ART 1451 SOUTH OLIVE AVENUE WEST PALM BEACH, FL 33401	N/A PC		PROGRAM SUPPORT	15,000
NUMBERSUSA 1601 NORTH KENT STREET, SUITE 1100 ARLINGTON, VA 22209	N/A PC		OPERATING SUPPORT	75,000
OPERATION WARM 6 DICKINSON DRIVE, SUITE 314 CHADDS FORD, PA 19317	N/A PC		PROGRAM SUPPORT	9,000
PAWS 4 LIBERTY, INC 8939 PALOMINO DRIVE LAKE WORTH, FL 33467	N/A PC		OPERATING SUPPORT	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PENNSYLVANIA SPCA 350 E ERIE AVE PHILADELPHIA, PA 19134	N/A PC		CAPITAL SUPPORT	20,000
PET PARTNERS 345 118TH AVENUE SE, SUITE 200 BELLEVUE, WA 98005	N/A PC		PROGRAM SUPPORT	15,000
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW #550 WASHINGTON, DC 20036	N/A PC		OPERATING SUPPORT	10,000
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW #550 WASHINGTON, DC 20036	N/A PC		ALLIANCE FOR CHARITABLE REFORM SUPPORT	10,000
PROENGLISH 1601 N KENT STREET, SUITE 1600 ARLINGTON, VA 22209	N/A PC		PROGRAM SUPPORT	20,000
PROJECT LIFT, INC 1330 SW 34TH ST PALM CITY, FL 34990	N/A PC		OPERATING SUPPORT	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUPPIES BEHIND BARS 263 W 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	N/A PC	OPERATING SUPPORT	500,000
PUPPIES BEHIND BARS 263 W 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	N/A PC	PROGRAM SUPPORT	250,000
QUANTUM HOUSE 901 45TH STREET WEST PALM BEACH, FL 33407	N/A PC	PROGRAM SUPPORT	7,000
SALTWORKS THEATRE COMPANY 569 N NEVILLE STREET PITTSBURGH, PA 15213	N/A PC	PROGRAM SUPPORT	10,000
SEARCH AND CARE 1844 2ND AVENUE NEW YORK, NY 10128	N/A PC	PROGRAM SUPPORT	30,000
SHELTER FOR ABUSED WOMEN & CHILDREN, INC P O BOX 10102 NAPLES, FL 34101	N/A PC	OPERATING SUPPORT	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SERVING SENIORS 525 14TH ST SAN DIEGO, CA 92101	N/A PC		PROGRAM SUPPORT	10,000
SOUTHEASTERN GUIDE DOGS, INC 4210 77TH STREET E PALMETTO, FL 34221	N/A PC		PROGRAM SUPPORT	25,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 9500 GILMAN DR LA JOLLA, CA 92093	N/A PC		MEDICAL STUDENT PROGRAM	80,000
VINCEREMOS THERAPEUTIC RIDING CENTER 13300 6TH CT N LOXAHATCHEE, FL 33470	N/A PC		PROGRAM SUPPORT	45,000
WAYSIDE HOUSE 378 NE 6TH AVENUE DELRAY BEACH, FL 33483	N/A PC		PROGRAM SUPPORT	16,040
WOMEN'S CENTER & SHELTER OF GREATER PITTSBURGH P O BOX 9024 PITTSBURGH, PA 15224	N/A PC		OPERATING SUPPORT	30,000
TOTAL CONTRIBUTIONS PAID				4,212,560

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLASS ACTION SETTLEMENTS-INVESTMENTS					
DISTRIBUTIONS - INVESTMENTS			01	394	
			14	462,492	
TOTALS				462,886	

Company Name SCAIFE FAMILY FOUNDATION
EIN 25-1427015
FYE

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 14 - FIXED ASSETS and DEPRECIATION

<u>Description</u>	<u>Cost</u>	<u>Current Depreciation</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land		NONE	NONE	
Land Improvements				
Buildings				
Leasehold Improvements	219,290	44,757	149,352	69,938.
Equipment	173,035	2,029	159,619.	13,416.
Furniture & Fixtures				
Property, Plant & Equipment	<u>392,325</u>	<u>46,786</u>	<u>308,971</u>	<u>83,354.</u>
Construction in Progress		NONE	NONE	
Total Fixed Assets, line 14	<u>392,325</u>		<u>308,971</u>	<u>83,354.</u>
Total Depreciation Expense, line 19		<u>46,786</u>		

NOTE Depreciation is calculated using the straight-line method over the estimated useful life of the asset