efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317031049

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.
▶ 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 01-01-2018 , and ending 12-31-2018

Name of foundation
Phoebe Snow Foundation

A Employer identification number
68-0315880

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

B Telephone number (see instructions)
(415) 384-2288

City or town, state or province, country, and ZIP or foreign postal code
Mill Valley, CA 94941

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), *line 16*) ▶$ 63,330,694

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

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))*

		Line	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,701	5,701		
	4	Dividends and interest from securities	458,481	458,481		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,209,746			
	b	Gross sales price for all assets on line 6a 19,324,138				
	7	Capital gain net income (from Part IV, line 2)		5,209,746		
	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)	624,349	363,595		
	12	**Total.** Add lines 1 through 11	6,298,277	6,037,523		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	24,128			24,128
	b	Accounting fees (attach schedule)	21,080			21,080
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,157	5,157		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10,585	4,653		5,932
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,950	9,810		51,140
	25	Contributions, gifts, grants paid	8,134,600			8,134,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,195,550	9,810		8,185,740
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,897,273			
	b	**Net investment income** (if negative, enter -0-)		6,027,713		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	12,079,348	14,474,584	14,474,584
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)		19,530,028	19,530,028
b	Investments—corporate stock (attach schedule)	43,118,680	18,415,533	18,415,533
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)	16,114,531	10,177,668	10,177,668
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	6,016,300	732,881	732,881
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	77,328,859	63,330,694	63,330,694
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	390,332	71,503	
23	**Total liabilities**(add lines 17 through 22)	390,332	71,503	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	76,938,527	63,259,191	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	76,938,527	63,259,191	
31	**Total liabilities and net assets/fund balances** (see instructions)	77,328,859	63,330,694	

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	76,938,527
2	Enter amount from Part I, line 27a	2	-1,897,273
3	Other increases not included in line 2 (itemize) ▶	3	807,154
4	Add lines 1, 2, and 3	4	75,848,408
5	Decreases not included in line 2 (itemize) ▶	5	12,589,217
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	63,259,191

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	2018-12-31
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	19,324,138		14,114,392	5,209,746
b				
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				5,209,746
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	5,209,746
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))
2017	15,839,250	78,434,095	0 20194
2016	6,709,789	80,109,759	0 08376
2015	11,216,035	85,520,673	0 13115
2014	6,876,894	90,469,859	0 07601
2013	9,611,779	88,415,638	0 10871

2	**Total** of line 1, column (d)	2	0 601574
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 120315
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	65,411,100
5	Multiply line 4 by line 3	5	7,869,936
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,277
7	Add lines 5 and 6	7	7,930,213
8	Enter qualifying distributions from Part XII, line 4	8	8,185,740

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	60,277
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	60,277
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	60,277
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	107,276		
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	107,276
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	46,999
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 46,999 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition)	1b		No
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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.	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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Lori Kulvin Crawford Telephone no ▶(415) 384-2288

Located at ▶591 Redwood Highway Ste 3250 Mill Valley CA ZIP+4 ▶94941

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

		Line	Yes	No
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?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

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

		Line	Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?.	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 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 ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No

		Line	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).*	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 2018?	4b		No

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		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No
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 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, 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
J Scully 591 Redwood Highway Ste 3250 Mill Valley, CA 94941	Pres/Dir 1 00	0		
R Scully 591 Redwood Highway Ste 3250 Mill Valley, CA 94941	VP/Dir 1 00	0		
Lori Kulvin Crawford 591 Redwood Highway Ste 3250 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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	40,543,167
b	Average of monthly cash balances.		1b	15,623,271
c	Fair market value of all other assets (see instructions).		1c	10,240,770
d	**Total** (add lines 1a, b, and c).		1d	66,407,208
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	66,407,208
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	996,108
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	65,411,100
6	**Minimum investment return.** Enter 5% of line 5.		6	3,270,555

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	3,270,555
2a	Tax on investment income for 2018 from Part VI, line 5.	2a 60,277		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	60,277
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	3,210,278
4	Recoveries of amounts treated as qualifying distributions.		4	167,369
5	Add lines 3 and 4.		5	3,377,647
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	3,377,647

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	8,185,740
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	8,185,740
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	60,277
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	8,125,463

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				3,377,647
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 5,618,115				
b From 2014. 2,572,420				
c From 2015. 7,117,662				
d From 2016. 2,756,351				
e From 2017. 11,930,853				
f **Total** of lines 3a through e.	29,995,401			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 8,185,740				
a Applied to 2017, 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 2018 distributable amount.				3,377,647
e Remaining amount distributed out of corpus	4,808,093			
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	34,803,494			
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				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 2013 not applied on line 5 or line 7 (see instructions) . . .	5,618,115			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	29,185,379			
10 Analysis of line 9				
a Excess from 2014. . . . 2,572,420				
b Excess from 2015. . . . 7,117,662				
c Excess from 2016. . . . 2,756,351				
d Excess from 2017. . . . 11,930,853				
e Excess from 2018. . . . 4,808,093				

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 2018, enter the date of the ruling . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a 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))

J Scully

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Grant Statement See Grant Statement See Grant Statement, CA 94941	N/A	PC	See Grant Statement	8,134,600
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	5,701	
4 Dividends and interest from securities. . . .			14	458,481	
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	5,209,746	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Exchange Loss/Gain			18	250	
b Excise Tax Provision					260,754
c Partnership Income			14	363,345	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				6,037,523	260,754

13 **Total.** Add line 12, columns (b), (d), and (e). 13 6,298,277

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11b	Current year change in excise tax provision

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
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) (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

******	2019-11-13	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☑ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Michael Fontanello				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 2018 Accounting Fees Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Fees	21,080	0	0	21,080

TY 2018 Investments Corporate Stock Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Charter Communications	3,459,536	3,459,536
Equinix	1,693,698	1,693,698
Liberty Global C	3,715,695	3,715,695
Tower Bersama Infrastructure Tbk	437,707	437,707
Liberty Global A	108,834	108,834
The Charles Schwab Corp.	2,458,576	2,458,576
Alphabet Inc-C	2,589,025	2,589,025
Zillow Group Inc.-A	182,294	182,294
Zillow Group Inc-C	1,329,518	1,329,518
Liberty Formula One-C	2,440,650	2,440,650

TY 2018 Investments Government Obligations Schedule

Name:	Phoebe Snow Foundation
EIN:	68-0315880
Software ID:	18007218
Software Version:	2018v3.1
US Government Securities - End of Year Book Value:	19,530,028
US Government Securities - End of Year Fair Market Value:	19,530,028
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2018 Investments - Other Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
San Francisco Partners LP	FMV	7,587,848	7,587,848
SPO Advisory Partners LP	FMV	2,589,820	2,589,820

TY 2018 Legal Fees Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	24,128	0	0	24,128

TY 2018 Other Assets Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued Interest Receivable		63,102	63,102
Prepaid Federal Excise Tax		46,999	46,999

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317031049

TY 2018 Other Expenses Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advertising	1,600			1,600
Bank Fees	4,398	4,398		
Fees and Licenses	255	255		
Insurance	4,295			4,295
Postage	37			37

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317031049

TY 2018 Other Income Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Exchange Loss/Gain	250	250	
Excise Tax Provision	260,754		
Partnership Income	363,345	363,345	

TY 2018 Other Increases Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Description	Amount
Transfer of Assets from Artemis Rising Foundation	807,154

TY 2018 Other Liabilities Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred Federal Excise Tax Liability	390,277	69,077
Federal Excise Tax Payable	55	2,426

TY 2018 Taxes Schedule

Name: Phoebe Snow Foundation

EIN: 68-0315880

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes W/H	4,347	4,347		
State Taxes	810	810		

Phoebe Snow Foundation

Name	Address	City	State	ZIP	Foundation Status	Purpose of Grant	Amount
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	150,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	25,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	250,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	150,000 00
Kiss the Ground	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	50,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	150,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	150,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	300,000 00
Creative Visions Foundation	18820 Pacific Coast Highway	Malibu	CA	90265	PC	Social Issues Project	250,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	100,000 00
Buddhist Film Foundation	P O Box 22755	Oakland	CA	94609	PC	Social Issues Project	100,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	100,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	50,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	50,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	100,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	20,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	25,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	25,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	250,000 00
Buddhist Film Foundation	P O Box 22755	Oakland	CA	94609	PC	Social Issues Project	100,000 00
Utah Film Center	50 West 300 South Suite 1125	Salt Lake City	UT	84101	PC	Social Issues Project	52,500 00
HAVEN	P O Box 752	Bozeman	MT	59771	PC	Social Issues Project	75,000 00
Kartemquin Educational Films	1901 W Wellington	Chicago	IL	60657	PC	Social Issues Project	250,000 00
IDA	3470 Wilshire Blvd #980	Los Angeles	CA	90010	PC	Social Issues Project	50,000 00
New York Women in Television & Films Inc	6 East 39th Street, Suite 1200	New York	NY	10016	PC	Social Issues Project	20,000 00
Footsteps Inc	114 John Street #930	New York	NY	10272	PC	General Support	25,000 00
Barnard College	3009 Broadway	New York	NY	10027	PC	General Support	100,000 00
Women's Media Center	P O Box 70967	Washington	DC	20024-0967	PC	General Support	200,000 00
Teach for America-Bay Area	P O Box 398296	San Francisco	CA	94139-8296	PC	General Support	25,000 00
Starcross Community	34500 Annapolis Road	Annapolis	CA	95412	PC	General Support	24,000 00
UCSF Benioff Childrens Hospital	UCSF Lockbox 45339	San Francisco	CA	94145-0339	PC	General Support	1,000 00
How Women Lead	1 Adrian Terrace	San Rafael	CA	94903	PC	General Support	10,000 00
Vietnam Veterans Memorial Fund	1235 South Clark Street Ste 190	Arlington	VA	22202	PC	General Support	1,000 00
VDay	4104 24th Street #4515	San Francisco	CA	94114	PC	General Support	20,000 00
San Francisco Art Institute	800 Chestnut Street	San Francisco	CA	94133	PC	General Support	250,000 00
Entertainment Industry Foundation	10880 Wilshire Blvd Ste 1400	Los Angeles	CA	90024	PC	General Support	100,000 00
Stanford University School of Medicine	326 Galvez Street	Stanford	CA	94305	PC	General Support	1,320,000 00
Vision Of Hope	1555 34th Ave	Oakland	CA	94601-3062	PC	General Support	5,000 00

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

Name	Address	City	State	ZIP	Foundation Status	Purpose of Grant	Amount
Utah Film Center	50 W 300 South Suite 1125	Salt Lake City	UT	84101	PC	General Support	150,000 00
WomenOne Ltd	19 East 88th Street Apt 9C	New York	NY	10128	PC	General Support	150,000 00
Oceana, Inc	1025 Connecticut Ave NW Suite 200	Washington	DC	20036	PC	General Support	100,000 00
HELP USA	115 East 13th Street	New York	NY	10003	PC	General Support	50,000 00
Project A L S	801 Riverside Drive #6G	New York	NY	10032	PC	General Support	25,000 00
The Retreat	13 Goodfriend Dr	East Hampton	NY	11937	PC	General Support	25,000 00
CHP 11-99 Foundation	2244 North State College Blvd	Fullerton	CA	92831-1361	PC	General Support	500 00
Stanford University - GSB	655 Knight Way	Stanford	CA	94305-7298	PC	General Support	50,000 00
Harvard University	Mailbox #100	Cambridge	MA	02138	PC	General Support	10,000 00
Media Matters for America	455 MassachusettesAve, NW Ste 600	Washington	DC	20001	PC	General Support	20,000 00
Giants Community Fund	24 Willie Mays Plaza	San Francisco	CA	94107	PC	General Support	5,000 00
East Bay Center for the Performing Arts	339 11th St	Richmond	CA	94801	PC	General Support	1,000 00
Success Academy Charter Schools	95 Pine Street Floor 6	New York	NY	10005	PC	General Support	50,000 00
EdVoice Institute for Research&Education	1107 9th Street, Suite 680	Sacramento	CA	95814	PC	General Support	100,000 00
Vision Of Hope	1555 34th Ave	Oakland	CA	94601-3062	PC	General Support	10,000 00
Treasure Island Museum	One Avenue of the Palms, Room 111	San Francisco	CA	94130	PC	General Support	5,000 00
Coastwatch Wildlife Society	1309 Bridgeway	Sausalito	CA	94965-1917	PC	General Support	5,000 00
Horatio Alger Association	99 Canal Center Plaza Suite 320	Alexandria	VA	22314	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
Roxie Theatre	3125 16th Street	San Francisco	CA	94103	PC	General Support	25,000 00
Special Operations Fund	901 N Stuart Street Ste 200	Arlington	VA	22203	PC	General Support	10,000 00
International FOP Association, Inc	185 Devonshire Street Suite 302	Boston	MA	02110	PC	General Support	5,000 00
San Francisco Art Institute	800 Chestnut Street	San Francisco	CA	94133	PC	General Support	5,000 00
Good Plus Foundation, Inc	306 W 37th Street 8th Floor	New York	NY	10018-2488	PC	General Support	25,000 00
UCSF Foundation	P O Box 45339	San Francisco	CA	94145-0339	PC	General Support	20,000 00
Starcross Community	34500 Annapolis Road	Annapolis	CA	95412	PC	General Support	12,000 00
March for Our Lives Foundation	16130 Ventura Blvd Ste 320	Encino	CA	91436	PC	General Support	10,000 00
East Bay Center for the Performing Arts	339 11th St	Richmond	CA	94801	PC	General Support	5,000 00
HELP USA	115 East 13th Street	New York	NY	10003	PC	General Support	25,000 00
Trustees of Tufts College	Lincoln Filene Hall	Medford	MA	02155-7028	PC	General Support	75,000 00
Barnard College	3009 Broadway	New York	NY	10027	PC	General Support	200,000 00
Princeton Universtiy Athletics	P O Box 5357	Princeton	NJ	08543-5357	PC	General Support	5,000 00
Joyful Heart Foundation	25 Broadway 9th Floor	New York	NY	10004	PC	General Support	100,000 00
Geena Davis Institute on Gender in Media	4712 Admiralty Way Ste 455	Marina del Rey	CA	90292	PC	General Support	50,000 00
CODEPINK	2010 Linden Ave	Venice	CA	90291	PC	General Support	25,000 00
Perfect Earth Project Inc	962 Springs Fireplace Road	East Hampton	NY	11937	PC	General Support	25,000 00
New York Women in Television & Films Inc	6 East 39th Street Suite 1200	New York	NY	10016	PC	General Support	25,000 00
Academy Museum Foundation	8949 Wilshire Boulevard	Beverly Hills	CA	90211-1972	PC	General Support	200,000 00
Women's Media Center	P O Box 70967	Washington	DC	20024-0967	PC	General Support	25,000 00

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

Phoebe Snow Foundation

Name	Address	City	State	ZIP	Foundation Status	Purpose of Grant	Amount
Good Plus Foundation, Inc	306 W 37th Street 8th Floor	New York	NY	10018-2488	PC	General Support	250,000 00
WomenOne Ltd	19 East 88th Street Apt 9C	New York	NY	10128	PC	General Support	150,000 00
Utah Film Center	50 W 300 South Suite 1125	Salt Lake City	UT	84101	PC	General Support	100,000 00
Representation Project	P O Box 1750	Ross	CA	94957	PC	General Support	200,000 00
Kipp Bay Area Schools	1404 Franklin Street #500	Oakland	CA	94612	PC	General Support	200,000 00
Wounded Warrior Project	P O Box 758540	Topeka	KS	66675-8540	PC	General Support	100 00
Hipster Inc	8 Alpine Lily Place	San Rafael	CA	94903	PC	General Support	25,000 00
Summer Search	P O Box 39000	San Francisco	CA	94139	PC	General Support	10,000 00
Georgetown University Gift Processing	Department Number 0734	Washington	DC	20073-0734	PC	General Support	250,000 00
San Francisco Gen Hosp Foundation	P O Box 410836	San Francisco	CA	94141-0836	PC	General Support	10,000 00
Harvard University	Mailbox #100	Cambridge	MA	02138	PC	General Support	10,000 00
SYDA Foundation	371 Brickman Road	South Fallsburg	NY	12779	PC	General Support	100,000 00
Oceana, Inc	1025 Connecticut Ave NW Suite 200	Washington	DC	20036	PC	General Support	25,000 00
Order of the Royal Hog Foundation, Inc	16 Bruce Street	Grafton	MA	01519	PC	General Support	2,500 00
							8,134,600 00

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

Supplemental Statement
Form 990-PF
Part X Qualification Under Section 4940(e)

Artemis Rising Foundation s transfer of its assets to ARF LLC a single member LLC who's sole owner is Phoebe Snow Foundation (EIN 68-0315880) meets the requirements of IRC Section 507(b)(2) and the Treasury Regulations thereunder relating to successor organizations Therefore as a successor organization, the Phoebe Snow Foundation also inherits the Chapter 42 attributes including but not limited to Artemis Rising Foundation s prior year amounts for purposes of qualifying for the 1% rate under Section 4940 and Artemis Rising Foundation s excess qualifying distributions carryover under Section 4942

Adjusted Qualifying Distributions

Calendar Year	Artemis Rising Foundation	Phoebe Snow Foundation	Total to Part X
2017	60 292	15 778 958	15 839 250
2016	82 612	6 627 177	6 709 789
2015	1 359 996	9 856 039	11 216 035
2014	1 767 305	5 109 589	6 876 894
2013	378 036	9 233 743	9 611 779

Noncharitable-Use Assets

Calendar Year	Artemis Rising Foundation	Phoebe Snow Foundation	Total to Part X
2017	124 654	78 309 441	78 434 095
2016	64 629	80 045 130	80 109 759
2015	37 225	85 483 448	85 520 673
2014	150 486	90 319 373	90 469 859
2013	123 703	88 291 935	88 415 638

Supplemental Statement
Form 990-PF
Part XIII Undistributed Income

Excess Distribution

Calendar Year	Artemis Rising Foundation	Phoebe Snow Foundation	Total to Part XIII
2017	987	11 929 866	11 930 853
2016	45 738	2 710 613	2 756 351
2015	1 319 600	5 798 062	7 117 662
2014	1 702 765	869 655	2 572 420
2013	221 851	5 396 264	5 618 115