

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

2016

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Scully Memorial Foundation
591 Redwood Highway #3215
Mill Valley, CA 94941

Employer identification number 46-2014396
Telephone number (see instructions) 415-383-6600
If exemption application is pending, check here
1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
If private foundation status was terminated under section 507(b)(1)(A), check here
If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

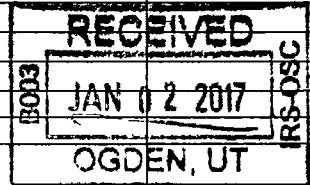
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 537,749,657.
J Accounting method: Cash, Accrual, Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest, Dividends, Gross rents, Net gain/loss, Gross sales price, Capital gain, Other income, Total, Administrative and operating expenses, and Excess of revenue over expenses.

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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	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments					
	3	Accounts receivable	169,271,143.	182,341,799.	182,341,799.		
		Less: allowance for doubtful accounts	136,394.				
	4	Pledges receivable	22,818.	136,394.	136,394.		
		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 sch)					
		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) Statement 8	126,726.	27,093.	27,093.		
	b	Investments – corporate stock (attach schedule) Statement 9		9,999,600.	9,999,600.		
	c	Investments – corporate bonds (attach schedule) Statement 10	14,241,609.	14,041,285.	14,041,285.		
	11	Investments – land, buildings, and equipment basis		8,987,914.	8,987,914.		
	Less: accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule) Statement 11						
14	Land, buildings, and equipment, basis	239,694,634.	321,938,205.	321,938,205.			
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe See Statement 12)	110,135.	277,367.	277,367.			
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	423,467,065.	537,749,657.	537,749,657.			
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses	86,190.	93,007.			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe See Statement 13)		215,760.			
	23	<b>Total liabilities</b> (add lines 17 through 22)	86,190.	308,767.			
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>						
	24	Unrestricted	256,210,673.	352,015,716.			
	25	Temporarily restricted		18,254,972.			
	26	Permanently restricted	167,170,202.	167,170,202.			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>						
	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	<b>Total net assets or fund balances</b> (see instructions)	423,380,875.	537,440,890.				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	423,467,065.	537,749,657.				

**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	423,380,875.
2	Enter amount from Part I, line 27a	2	75,109,403.
3	Other increases not included in line 2 (itemize) See Statement 14	3	38,950,612.
4	Add lines 1, 2, and 3	4	537,440,890.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30</b>	6	537,440,890.

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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 (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Sale of Publicly Traded Securities	P	Various	Various
b Realized Gain from Investment Psps	P	Various	Various
c Realized Gain from Investment Psps	P	Various	Various
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 55,548,506.		56,351,543.	-803,037.
b 5,134,203.			5,134,203.
c 2,325,187.			2,325,187.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-803,037.
b			5,134,203.
c			2,325,187.
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	6,656,353.
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 does not qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	17,692,939.	305,954,315.	0.057829
2014	675,392.	186,567,338.	0.003620
2013	10,031.	15,512,053.	0.000647
2012			
2011			

2 Total of line 1, column (d)	2	0.062096
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.020699
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	439,758,930.
5 Multiply line 4 by line 3	5	9,102,570.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	99,611.
7 Add lines 5 and 6	7	9,202,181.
8 Enter qualifying distributions from Part XII, line 4	8	48,255,232.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 • Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	99,611.
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	0.
3 Add lines 1 and 2		3	99,611.
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	99,611.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	126,684.	
b Exempt foreign organizations – tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	126,684.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,073.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	27,073.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by 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? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	Yes	No
11			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
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
13		X	
14	The books are in care of <u>Lori Kulvin Crawford</u> Telephone no <u>415-383-6600</u> Located at <u>591 Redwood Highway, Ste 3215 Mill Valley CA</u> ZIP + 4 <u>94941</u>		
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 <u>N/A</u>		<input type="checkbox"/>
15			N/A
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>	Yes	No
16			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
1 a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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 2016?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d). See Statement 15  Yes  No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  N/A

5 b	X
6 b	X
7 b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

**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		0

**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 N/A ----- -----	
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 N/A ----- -----	
2 ----- -----	
All other program-related investments. See instructions 3 ----- -----	
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.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	160,237,813.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	69,941,590.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	216,276,364.
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	446,455,767.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	446,455,767.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,696,837.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	439,758,930.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	21,987,947.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	21,987,947.
<b>2 a</b> Tax on investment income for 2016 from Part VI, line 5	<b>2 a</b>	99,611.
<b>b</b> Income tax for 2016 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	99,611.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	21,888,336.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	21,888,336.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	21,888,336.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	48,255,232.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	48,255,232.
<b>5</b> 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)	<b>5</b>	99,611.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	48,155,621.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				21,888,336.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only			6,816,582.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4. ▶ \$ <u>48,255,232.</u>				
<b>a</b> Applied to 2015, but not more than line 2a			6,816,582.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2016 distributable amount				21,888,336.
<b>e</b> Remaining amount distributed out of corpus	19,550,314.			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,550,314.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
<b>7</b> 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)	0.			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	19,550,314.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016	19,550,314.			

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

**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 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

None

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

None

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

**c** Any submission deadlines.

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 17				
<b>Total</b>				▶ <b>3 a</b> 48,225,000.
b Approved for future payment				
<b>Total</b>				▶ <b>3 b</b>





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**  
▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

Scully Memorial Foundation

Employer identification number

46-2014396

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

**Schedule B (Form 990, 990-EZ, or 990-PF) (2016)**

Name of organization

Employer identification number

Scully Memorial Foundation

46-2014396

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scully 1994 Family Trust No. 2 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	\$ 113,718,897.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	---	\$ ---	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)





Name of organization

Scully Memorial Foundation

Employer identification number

46-2014396

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$ \_\_\_\_\_ N/A  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

**Statement 1**  
**Form 990-PF**  
**Explanation of Amended Return**

Form 926 Return by a U.S. Transferor of Property to a Foreign Corporation was omitted with the original filing of this return.

**Statement 2**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income			
Total	<u>\$ 1,138,637.</u>	<u>\$ 1,138,637.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees				
Total	<u>\$ 8,167.</u>	<u>\$ 0.</u>	<u>\$ 8,167.</u>	<u>\$ 8,167.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees				
Total	<u>\$ 17,560.</u>	<u>\$ 0.</u>	<u>\$ 17,560.</u>	<u>\$ 17,560.</u>

**Statement 5**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees				
Total	<u>\$ 385,020.</u>	<u>\$ 385,020.</u>	<u>\$ 385,020.</u>	<u>\$ 0.</u>

## Scully Memorial Foundation

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**Statement 6**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Deferred Excise Tax	\$ 215,760.			
Excise Tax	99,633.			
Foreign Tax W/H	70,731.	\$ 70,731.		
<b>Total</b>	<b>\$ 386,124.</b>	<b>\$ 70,731.</b>		<b>\$ 0.</b>

**Statement 7**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fees and Licenses	\$ 330.	\$ 330.		
Insurance	4,492.			\$ 4,492.
Postage & Delivery	13.			13.
<b>Total</b>	<b>\$ 4,835.</b>	<b>\$ 330.</b>		<b>\$ 4,505.</b>

**Statement 8**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treas, 0.75% 1/15/17	Mkt Val	\$ 4,999,600.	\$ 4,999,600.
US Treas, 0.875% 12/31/16	Mkt Val	5,000,000.	5,000,000.
	Total	<u>\$ 9,999,600.</u>	<u>\$ 9,999,600.</u>

**Statement 9**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Liberty Global PLC, 104,000 Sh	Mkt Val	\$ 3,088,800.	\$ 3,088,800.
Lilac Group, 18,175 Sh	Mkt Val	384,765.	384,765.
Oasis Petroleum Inc, 698,000 Sh	Mkt Val	10,567,720.	10,567,720.
	Total	<u>\$ 14,041,285.</u>	<u>\$ 14,041,285.</u>

**Statement 10**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Citigroup Inc, 4.45% 1/10/17	Mkt Val	\$ 1,751,260.	\$ 1,751,260.
Comcast Corp, 6.5% 1/15/17	Mkt Val	1,856,020.	1,856,020.
General Electric, 2.9% 1/9/17	Mkt Val	1,000,390.	1,000,390.
John Deere, 2.0% 1/13/17	Mkt Val	860,353.	860,353.
Pfizer Inc, 0.9% 1/15/17	Mkt Val	1,600,000.	1,600,000.
PNC Bank, 1.125% 1/27/17	Mkt Val	799,544.	799,544.
Toyota Motor Credit, 2.05% 1/12/17	Mkt Val	1,120,347.	1,120,347.
	Total	\$ 8,987,914.	\$ 8,987,914.

**Statement 11**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bloom Tree Offshore F, Ltd, 2,971.94 Sh	Mkt Val	\$ 3,512,440.	\$ 3,512,440.
Bluemountain Credit Alt Fund, 41,000 Sh	Mkt Val	4,290,901.	4,290,901.
Bridgewater Prvt Invst Offshr, 37,000 Sh	Mkt Val	3,929,466.	3,929,466.
Dodge & Cox Intl Stock Fd, 340,850.11 Sh	Mkt Val	12,986,389.	12,986,389.
Eton Park Overseas Fd, Ltd, 5,200 Sh	Mkt Val	4,637,678.	4,637,678.
Goldentree Offshore Fd, Ltd, 3,000 Sh	Mkt Val	3,065,502.	3,065,502.
GSO Spcl Sit Ovrsea Fd Ltd, 3,300 Sh	Mkt Val	3,157,851.	3,157,851.
JPM Inflation Mgd Bd Fd, 530,796.84 Sh	Mkt Val	5,445,976.	5,445,976.
Matthews Asia Div-Inst, 270,758.12 Sh	Mkt Val	4,202,166.	4,202,166.
Miura Global Fd, Ltd, 3,500 Sh	Mkt Val	3,028,284.	3,028,284.
Monarch Debt Recovry Fd Ltd, 3,000 Sh	Mkt Val	3,051,715.	3,051,715.
OCH-ZIFF OZOFII Pvt Inv, 14,103.56 Sh	Mkt Val	2,467,350.	2,467,350.
SPDR S&P 500 ETF Trust, 131,820 Sh	Mkt Val	29,465,725.	29,465,725.
SPO Advisory Partners, LP	Mkt Val	178414661.	178,414,661.
Taconic Opp Offshore Fd, 2,450 Sh	Mkt Val	2,596,680.	2,596,680.
Third Pt Offshore Fd, Ltd, 29,000 Sh	Mkt Val	3,152,325.	3,152,325.
Vanguard FTSE Dev Mkt, 425,100 Sh	Mkt Val	15,533,152.	15,533,152.
Vanguard FTSE Emrg Mkt, 171,000 Sh	Mkt Val	6,118,380.	6,118,380.
Vanguard MID-CAP ETF, 225,427 Sh	Mkt Val	29,672,956.	29,672,956.
Winton Ftrs Fd Ltd, 33,500 Sh	Mkt Val	3,208,608.	3,208,608.
	Total	\$ 321938205.	\$ 321,938,205.

**Statement 12**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Interest/Dividends	\$ 259,463.	\$ 259,463.
Purchased Interest	17,904.	17,904.
Total	\$ 277,367.	\$ 277,367.

Scully Memorial Foundation

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**Statement 13**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

Deferred Excise Tax	\$ 215,760.
Total	<u>\$ 215,760.</u>

**Statement 14**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Net Unrealized Gains or Losses on Investments	\$ 38,950,612.
Total	<u>\$ 38,950,612.</u>

**Statement 15**  
**Form 990-PF, Part VII-B, Line 5c**  
**Expenditure Responsibility**

Grantee Name:	Making Waves Foundation
Address:	3220 Blume Dr Ste 250
Address:	Richmond, CA 94806
Grant Date:	Various
Grant Amount:	\$ 46475000
Grant Purpose:	Real Estate Acquisitions, Construction and General Support

Amt. Expended by Grantee: \$ 46475000

Any Diversion by Grantee: No

Dates of Reports by Grantee: Various

Date of Verification: Various

Results of Verification: Making Waves Foundation had expended all funds granted in 2016. All expenses were verified by reports provided by the recipient.

No portion of the funds were diverted from the purpose of the grant(s) to the knowledge of the grantor.

**Statement 16**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
John Scully 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	President/Dir 1.00	\$ 0.	\$ 0.	0.

**Statement 16 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Ronald A. Cohan 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Hamid Moghadam 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	Director 1.00	0.	0.	0.
Eli Weinberg 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	Director 1.00	0.	0.	0.
Lori Kulvin Crawford 591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	CFO/Sec'tary 1.00	0.	0.	0.
<b>Total</b>		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 17**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Making Waves Academy 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	PC	General Support	\$ 1,500,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	Real Estate Acquisition	17,775,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	Real Estate Expenses	875,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	Real Estate Acquisition	7,400,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	Real Estate Acquisition	14,300,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	Real Estate Construction	125,000.

## Scully Memorial Foundation

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**Statement 17 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	General Support	\$ 1,500,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	General Support	1,500,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	General Support	1,500,000.
Making Waves Foundation 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	POF	General Support	1,500,000.
Making Waves Academy 3220 Blume Dr Ste 250 Richmond CA 94806	N/A	PC	General Support	250,000.
			Total	<u>\$ 48,225,000.</u>