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C&E

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2017

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation
SCAIFE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
777 S FLAGLER DRIVE, EAST TOWER, 909

City or town, state or province, country, and ZIP or foreign postal code
WEST PALM BEACH, FL 33401

A Employer identification number
25-1427015

B Telephone number (see instructions)
(561) 659-1188

C If exemption application is pending, check here. **6**

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

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

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

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

H Check type of organization Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 103,251,450**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,251,176	1,251,176		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	106,939			
b	Gross sales price for all assets on line 6a	6,995,482			
7	Capital gain net income (from Part IV, line 2)		106,939		ATCH 21
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	156,903	156,903		
12	Total Add lines 1 through 11	1,515,018	1,515,018		
13	Compensation of officers, directors, trustees, etc.	265,653	38,754		226,899
14	Other employee salaries and wages	69,114	7,605		61,509
15	Pension plans, employee benefits	99,329	11,448		87,881
16a	Legal fees (attach schedule) ATCH 3	10,419			10,419
b	Accounting fees (attach schedule) ATCH 4	48,472	24,236		24,236
c	Other professional fees (attach schedule) [5]	426,640	426,640		
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	253,636			
19	Depreciation (attach schedule) and depletion	44,051			
20	Occupancy	147,023	16,945		130,078
21	Travel, conferences, and meetings	2,341			2,341
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	32,394	1,998		30,386
24	Total operating and administrative expenses. Add lines 13 through 23.	1,399,072	527,626		573,749
25	Contributions, gifts, grants paid	2,904,000		ATCH 18 & 22	2,904,000
26	Total expenses and disbursements Add lines 24 and 25	4,303,072	527,626	0	3,477,749
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,788,054			
b	Net investment income (if negative, enter -0-)		987,392		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 06 2018 Revenue

Operating and Administrative 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
Assets	1	Cash - non-interest-bearing	33,922	17,865	17,865
	2	Savings and temporary cash investments	7,409,606	9,576,366	9,576,366
	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 ATCH 8	132,816		
	10a	Investments - U S and state government obligations (attach schedule)[9]	13,505,110 .	8,099,116	8,099,116
	b	Investments - corporate stock (attach schedule) ATCH 10	49,243,974	49,604,839	67,082,299 .
	c	Investments - corporate bonds (attach schedule) ATCH 11	2,570,601 .	3,810,491	3,810,491 .
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 12	1,948,212 .	1,345,594	14,548,132 .	
14	Land, buildings, and equipment basis ▶ ATCH 20 379,366				
	Less accumulated depreciation ▶ ATCH 20 262,185	154,491 .	117,181	117,181 .	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	74,998,732 .	72,571,452	103,251,450	
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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0 .	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31				
	24	Unrestricted	75,178,683	63,770,895	
	25	Temporarily restricted	-179,951 .	8,800,557	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	74,998,732	72,571,452		
31	Total liabilities and net assets/fund balances (see instructions)	74,998,732	72,571,452		

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	74,998,732
2	Enter amount from Part I, line 27a	2	-2,788,054
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	360,774
4	Add lines 1, 2, and 3	4	72,571,452
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,571,452

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	SEE PART IV SCHEDULE & ATCH 21					
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(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						
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	106,939	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,386,523	80,377,433	0.054574
2015	3,410,644	80,526,490	0.042354
2014	4,258,947	85,278,961	0.049941
2013	4,131,803	80,348,652	0.051423
2012	3,298,236	74,693,978	0.044157
2	Total of line 1, column (d)		2 0.242449
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 0.048490
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 85,519,223
5	Multiply line 4 by line 3.		5 4,146,827
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 9,874
7	Add lines 5 and 6.		7 4,156,701
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 3,477,749

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total amount owed is 104,956.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 11 Yes No 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 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW SCAIFEFAMILY ORG 13 X
14 The books are in care of SCAIFE FAMILY FOUNDATION Telephone no 561-659-1188 Located at ATTACHMENT 14 ZIP+4 33401
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH 24 X 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 X 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 X 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 Yes No 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 2017? 1c Yes No 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes X No If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b Yes 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
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017) 3b Yes No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b Yes No X

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		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	5b	
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)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		265,653	26,400	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		70,600	8,112.	0
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
ATCH 17		299,921
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 NOT APPLICABLE	
2	
3	
4	

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

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

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	86,787,233
b	Average of monthly cash balances	1b	34,313
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	86,821,546
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	86,821,546
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,302,323
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	85,519,223
6	Minimum investment return. Enter 5% of line 5	6	4,275,961

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

1	Minimum investment return from Part X, line 6	1	4,275,961
2a	Tax on investment income for 2017 from Part VI, line 5	2a	19,748
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,748
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,256,213
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,256,213
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,256,213

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,477,749
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,477,749
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,477,749

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,256,213
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				4,995
d From 2015				
e From 2016				386,401
f Total of lines 3a through e	391,396			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,477,749				
a Applied to 2016, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				3,477,749
e Remaining amount distributed out of corpus. . .				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	391,396			391,396
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions.				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				387,068
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013 . . .				
b Excess from 2014 . . .				
c Excess from 2015 . . .				
d Excess from 2016 . . .				
e Excess from 2017 . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include: 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))

N/A

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

N/A

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

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

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

N/A

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

ATTACHMENT 22

c Any submission deadlines:

ATTACHMENT 22

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

ATTACHMENT 22

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				
ATCH 18				
Total				3a 2,904,000
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

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

Table with 2 columns: 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.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,995,482		6,888,543				P	VAR 106,939	VAR
TOTAL GAIN (LOSS)							<u>106,939</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	1,050,567	1,050,567.
INTEREST INCOME	200,609.	200,609
TOTAL	<u>1,251,176.</u>	<u>1,251,176.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	156,903.	156,903
TOTALS	<u>156,903.</u>	<u>156,903.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	10,419.			10,419
TOTALS	<u>10,419</u>			<u>10,419</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT, COMPLIANCE AND TAX SERV	48,472.	24,236.		24,236
TOTALS	<u>48,472.</u>	<u>24,236</u>		<u>24,236</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FISCAL AGENTS FEES	86,340.	86,340	
MANAGED ACCOUNT FEES	340,300	340,300.	
TOTALS	<u>426,640</u>	<u>426,640</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	22,319.		
DEFERRED FEDERAL INCOME TAX	231,317.		
TOTALS	<u>253,636</u>		

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE	9,125	1,052	8,073
OFFICE EXPENSE	9,287.		9,287
TELEPHONE	3,554.	410.	3,134
UTILITIES	821.	95.	726
POSTAGE	23.		23.
LEASED EQUIPMENT	3,828	441.	3,387.
COMPUTER MAINTENANCE	575.		575
DUES & SUBSCRIPTIONS	5,181		5,181
TOTALS	<u>32,394.</u>	<u>1,998.</u>	<u>30,386.</u>

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE		
PREPAID FEDERAL EXCISE TAX		
TOTALS	<u> </u>	<u> </u>

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

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOVERNMENT BONDS	8,099,116.	8,099,116.
US OBLIGATIONS TOTAL	<u>8,099,116.</u>	<u>8,099,116</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCK SEE ATTACH 25	49,604,839.	67,082,299.
TOTALS	<u>49,604,839.</u>	<u>67,082,299.</u>

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS SEE STATEMENT 25	3,810,491	3,810,491.
TOTALS	<u>3,810,491.</u>	<u>3,810,491</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS SEE ATTACH 25	235,767.	11,843,377
OTHER EQUITY ASSETS SEE ATTACH 25	1,109,827	2,704,755
TOTALS	<u>1,345,594</u>	<u>14,548,132</u>

ATTACHMENT 13

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGES DEFERRED TAXES ACCRUAL	253,636
PRIOR PERIOD AUDIT ADJUSTMENT	107,138
TOTAL	<u>360,774.</u>

ATTACHMENT 14

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

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIE K SCAIFE 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	CHAIRMAN/TRUSTEE 1 00	10,000	0	0
JOSHUA I. ARMSTRONG 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	VP/TRUSTEE 1 00	11,128	0	0
ELVASIO VACCARO 777 S FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	VP/TRUSTEE 1 00	10,360	0	0
DAVID ZYWIEC 777 S. FLAGLER DRIVE, EAST TOWER, 909 WEST PALM BEACH, FL 33401	PRESIDENT 40 00	234,165	26,400	0
	GRAND TOTALS	<u>265,653</u>	<u>26,400</u>	<u>0</u>

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JEANNETTE BERIAU 777 S. FLAGLER DRIVE EAST TOWER, SUITE 909 WEST PALM BEACH, FL 33401	EMPLOYEE 40 00	70,600.	8,112	0
	TOTAL COMPENSATION	<u>70,600</u>	<u>8,112.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HENRY H ARMSTRONG ASSOCIATES, INC. ONE GATEWAY CENTER, SUITE 1825 PITTSBURGH, PA 15222	INVESTMENT	299,921
	TOTAL COMPENSATION	<u>299,921</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ABILITY CENTER OF GREATER TOLEDO 5605 MONROE ST SYLVANIA, OH 43560	NONE PC	PROGRAM SUPPORT	54,000
AMERICA'S VETDOGS- VETERAN'S K-9 CORPS, INC 317 E MAIN STREET SMITHTOWN, NY 11787	NONE PC	PROGRAM SUPPORT	20,000
ANIMAL ADOPTION CENTER PO BOX 8532 JACKSON, WY 83002	NONE PC	OPERATING SUPPORT	15,000
ANIMAL RECOVERY MISSION INC PO BOX 403344 MIAMI, FL 33140	NONE PC	OPERATING SUPPORT	100,000
BIG BROTHERS BIG SISTERS OF GREATER PITTSBURGH 5989 CENTRE AVE PITTSBURGH, PA 15206	NONE PC	PROGRAM SUPPORT	15,000
BOYS & GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PARKWAY, SUITE 204 WEST PALM BEACH, FL 33407	NONE PC	PROGRAM SUPPORT	30,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CANINE ASSISTED THERAPY INC 1040 NE 45TH STREET OAKLAND PARK, FL 33334	NONE PC	PROGRAM SUPPORT	20,000
CANINE PARTNERS FOR LIFE 334 FAGGS MANOR RD COCHRANVILLE, PA 19330	NONE PC	PROGRAM SUPPORT	45,000
CASA OF ALLEGHENY COUNTY 564 FORBES AVE , SUITE 902 PITTSBURGH, PA 15219	NONE PC	PROGRAM SUPPORT	40,000
CENTER FOR IMMIGRATION STUDIES 1629 K STREET NW, SUITE 600 WASHINGTON, DC 20006	NONE PC	OPERATING SUPPORT	110,000
CHILDREN'S HOME OF PITTSBURGH 5618 KENTUCKY AVE PITTSBURGH, PA 15232	NONE PC	OPERATING SUPPORT	10,000
CHILDREN'S HOME SOCIETY OF FLORIDA 3333 FOREST HILL BLVD WEST PALM BEACH, FL 33406	NONE PC	PROGRAM SUPPORT	10,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CIRCLE TAIL INC 8834 CAREY LANE PLEASANT PLAIN, OH 45162	NONE PC	OPERATING SUPPORT	20,000
DELAWARE VALLEY GOLDEN RETRIEVER RESCUE, INC 60 VERA CRUZ RD REINHOLDS, PA 17569	NONE PC	OPERATING SUPPORT	40,000
EQUINE-ASSISTED THERAPIES OF SOUTH FLORIDA P O BOX 273542 BOCA RATON, FL 33427	NONE PC	PROGRAM SUPPORT	15,000
EQUINE RESCUE & ADOPTION FOUNDATION, INC P O BOX 1199 PALM CITY, FL 34991	NONE PC	CAPITAL SUPPORT	5,000
FAMILIES FIRST OF PALM BEACH COUNTY INC 3333 FOREST HILL BLVD 2ND FLOOR WEST PALM BEACH, FL 33406	NONE PC	PROGRAM SUPPORT	5,000
GLADE RUN FOUNDATION P O BOX 70 ZELIENOPLE, PA 16063	NONE PC	PROGRAM SUPPORT	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	NONE PC	CANINE ASSISTANCE PROGRAM	120,000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	NONE PC	CHILDREN'S PROGRAM TRAINING ACADEMY	50,000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	NONE PC	MEDICAL ASSISTANCE PROGRAM-SIMS	80,000
HAZELDEN BETTY FORD FOUNDATION P O BOX 11 CENTER CITY, MN 55012	NONE PC	EQUINE ASSISTANCE PROGRAM	30,000
HEART AND SOUL ANIMAL SANCTUARY 369 MONTEZUMA AVE SANTA FE, NM 87501	NONE PC	OPERATING SUPPORT	15,000
HORSE HAVEN OF TENNESSEE INC 2417 REAGAN RD KNOXVILLE, TN 37931	NONE PC	OPERATING SUPPORT	10,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
H O R S E OF CT INC 43 WILBUR ROAD WASHINGTON, CT 06777	NONE PC	OPERATING SUPPORT	10,000
HOSANNA INDUSTRIES, INC 109 RINARD LANE ROCHESTER, PA 15074	NONE PC	PROGRAM SUPPORT	25,000
HUMANE ANIMAL RESCUE 6926 HAMILTON AVENUE PITTSBURGH, PA 15208	NONE PC	OPERATING SUPPORT	175,000
IRETA 611 WILLIAM PENN PL PITTSBURGH, PA 15219	NONE PC	MEDICAL STUDENT PROGRAM	64,000
JACK THE BIKE MAN INC P O BOX 17565 WEST PALM BEACH, FL 33416	NONE PC	OPERATING SUPPORT	40,000
K-9 FOR WARRIORS, INC 114 CAMP K9 ROAD PONTE VEDRA, FL 32081	NONE PC	OPERATING SUPPORT	75,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LIGHTHOUSE GUILD INTERNATIONAL 250 W 64TH ST SUITE 1010 NEW YORK, NY 10023	NONE PC	PROGRAM SUPPORT	250,000
LOST OUR HOME PET FOUNDATION INC 2323 SOUTH HARDY DRIVE TEMPE, AZ 85282	NONE PC	OPERATING SUPPORT	20,000
MAKE-A-WISH FOUNDATION OF GREATER PITTSBURGH AND WEST VIRGINIA 707 GRANT STREET 37TH FLOOR PITTSBURGH, PA 15219	NONE PC	PROGRAM SUPPORT	44,000
MEALS ON WHEELS OF NORTHAMPTON COUNTY 4240 FRITCH DRIVE BETHLEHEM, PA 18020	NONE PC	PROGRAM SUPPORT	2,000
NATIONAL ALLIANCE ON MENTAL ILLNESS-PALM BEACH CTY MOLLIE WILMOT CENTER - PALM HEALTHCARE PAVILION 5205 GREENWOOD AVENUE SUITE 110 WEST PALM BEACH, FL 33407	NONE PC	OPERATING SUPPORT	15,000
NATIONAL RURAL ALCOHOL AND DRUG ABUSE NETWORK, INC P O BOX 4 TORY, WI 54563	NONE PC	PROGRAM SUPPORT	60,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTON MUSEUM OF ART 1451 SOUTH OLIVE AVENUE WEST PALM BEACH, FL 33401	NONE PC	PROGRAM SUPPORT	15,000
NUMBERSUSA 1601 NORTH KENT STREET, SUITE 1100 ARLINGTON, VA 22209	NONE PC	OPERATING SUPPORT	75,000
OPERATION WARM 6 DICKINSON DRIVE, SUITE 314 CHADDS FORD, PA 19317	NONE PC	PROGRAM SUPPORT	9,000
PALM BEACH ISLAND CATS, INC P O BOX 173 PALM BEACH, FL 33480	NONE PC	OPERATING SUPPORT	2,000
PAWS 4 LIBERTY, INC 8939 PALOMINO DRIVE LAKE WORTH, FL 33467	NONE PC	OPERATING SUPPORT	40,000
PET PARTNERS 345 118TH AVENUE SE, SUITE 200 BELLEVUE, WA 98005	NONE PC	PROGRAM SUPPORT	10,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW #550 WASHINGTON, DC 20036	NONE PC	OPERATING SUPPORT	10,000
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW #550 WASHINGTON, DC 20036	NONE PC	ALLIANCE FOR CHARITABLE REFORM SUPPORT	10,000
PROENGLISH 1601 N KENT STREET, SUITE 1600 ARLINGTON, VA 22209	NONE PC	PROGRAM SUPPORT	40,000
PUPPIES BEHIND BARS 263 W 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	NONE PC	OPERATING SUPPORT	250,000
QUANTUM HOUSE 901 45TH STREET WEST PALM BEACH, FL 33407	NONE PC	PROGRAM SUPPORT	7,000
SALTWORKS THEATRE COMPANY 569 N NEVILLE STREET PITTSBURGH, PA 15213	NONE PC	PROGRAM SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEARCH AND CARE 1844 2ND AVENUE NEW YORK, NY 10128	NONE PC	PROGRAM SUPPORT	30,000
SHELTER FOR ABUSED WOMEN AND CHILDREN, INC P O BOX 10102 NAPLES, FL 34101	NONE PC	OPERATING SUPPORT	12,000
SOUTH HILLS PET RESCUE AND REHABILITATION RESORT 15 OLD 88 SOUTH PARK, PA 15129	NONE PC	OPERATING SUPPORT	25,000
SOUTHEASTERN GUIDE DOGS, INC 4210 77TH STREET E PALMETTO, FL 34221	NONE PC	PROGRAM SUPPORT	25,000
ST LUKE'S ROOSEVELT HOSPITAL CRIME VICTIMS TREATMENT CENTER 411 77TH STREET E NEW YORK, NY 10025	NONE PC	OPERATING SUPPORT	500,000
ST NICHOLAS RUSSIAN ORTHODOX CHURCH 507 CATHERINE STREET DUQUESNE, PA 15110	NONE PC	OPERATING SUPPORT	10,000

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ST NICHOLAS RUSSIAN ORTHODOX CHURCH 507 CATHERINE STREET DUQUESNE, PA 15110	NONE PC	OPERATING SUPPORT - ENDOWMENT	10,000
UNIVERSITY OF CALIFORNIA - SAN DIEGO 5060 SHOREHAM PLAZA, SUITE 200 SAN DIEGO, CA 92122	NONE PC	MEDICAL STUDENT PROGRAM	60,000
UNIVERSITY OF FLORIDA, COLLEGE OF VETERINARY MEDICINE 2015 SW 16TH AVENUE GAINESVILLE, FL 32608	NONE PC	PROGRAM SUPPORT	50,000
URBAN YOUTH IMPACT 2823 NORTH AUSTRALIAN AVENUE WEST PALM BEACH, FL 33407	NONE PC	OPERATING SUPPORT	5,000
WAYSIDE HOUSE 378 NE 6TH AVENUE DELRAY BEACH, FL 33483	NONE PC	PROGRAM SUPPORT	10,000
WHITE OAK ANIMAL SAFE HAVEN, INC 2295 LINCOLN WAY WHITE OAK, PA 15131	NONE PC	OPERATING SUPPORT	5,000

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

ATTACHMENT 18 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOMEN'S CENTER & SHELTER OF GREATER PITTSBURGH P O BOX 9024 PITTSBURGH, PA 15224	NONE PC	OPERATING SUPPORT	30,000
TOTAL CONTRIBUTIONS PAID			<u>2,904,000</u>

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

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS INCOME			14	156,903	
TOTALS				<u>156,903</u>	

FEDERAL FOOTNOTES

ATTACHMENT 20

PART I, LINE 19- DEPRECIATION

PART II, LINE 14- LAND, BUILDINGS, AND EQUIPMENT

PART II, LINE 14- ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	219,290
FURNITURE AND EQUIPMENT	160,076

SUBTOTAL FIXED ASSETS	379,366
LESS: ACCUMULATED DEPRECIATION	(262,185)

NET FIXED ASSETS	117,181
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DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/17 WAS \$44,051

FEDERAL FOOTNOTES

ATTACHMENT 21

SUMMARY OF CAPITAL GAINS/LOSSES YEAR END 12/31/2017

	FAIR MARKET VALUE		
	ACCOUNT	ACCOUNT	TOTAL :
	9790636	7000112	
TOTAL PROCEEDS	6,950,962	44,520	6,995,482
LESS TAX BASIS	6,835,940	52,603	6,888,543
	-----	-----	-----
NET REALIZED			
GAIN/(LOSS)	115,022	(8,083)	106,939
TOTAL GAIN/(LOSS) :	106,939		

FEDERAL FOOTNOTES

ATTACHMENT 22

INFORMATION REGARDING GRANT AND LOAN PROGRAM

SCAIFE FAMILY FOUNDATION GRANT AWARDS WILL SUPPORT AND DEVELOP PROGRAMS THAT STRENGTHEN FAMILIES, ADDRESS ISSUES SURROUNDING THE HEALTH AND WELFARE OF WOMEN AND CHILDREN, PROMOTE ANIMAL WELFARE, AND THAT DEMONSTRATE THE BENEFICIAL INTERACTION BETWEEN HUMANS AND ANIMALS. THE FOUNDATION WILL CONSIDER GRANTS DIRECTED TOWARD EARLY INTERVENTION AND PREVENTION EFFORTS IN THE AREA OF DRUG AND ALCOHOL ADDICTION. CONSIDERATION MAY BE GIVEN TO ORGANIZATIONS THAT ENCOURAGE PRIVATE CONSERVATION. THE FOUNDATION WILL REMAIN FLEXIBLE IN ORDER TO OFFER SUPPORT IN AREAS OF IMPORTANCE AS DETERMINED BY THE TRUSTEES. THE FOUNDATION WILL NOT CONSIDER GRANTS TO INDIVIDUALS. PROPOSALS FOR THE FOLLOWING ARE USUALLY DECLINED: EVENT SPONSORSHIPS, ENDOWMENTS, CAPITAL CAMPAIGNS, RENOVATIONS OR GOVERNMENT AGENCIES.

GRANT REQUESTS TO THE FOUNDATION SHOULD BE IN LETTER FORM SIGNED BY THE ORGANIZATION'S PRESIDENT, OR AUTHORIZED REPRESENTATIVE, AND HAVE THE APPROVAL OF THE ORGANIZATION'S BOARD OF DIRECTORS. THE LETTER SHOULD INCLUDE A CONCISE DESCRIPTION OF THE SPECIFIC PROGRAM FOR WHICH FUNDS ARE REQUESTED. ADDITIONAL INFORMATION MUST INCLUDE A BUDGET FOR THE PROGRAM AND FOR THE ORGANIZATION, A LIST OF THE BOARD OF DIRECTORS, A COPY OF THE ORGANIZATION'S CURRENT RULING LETTER EVIDENCING TAX EXEMPTION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE SERVICE CODE AND A COPY OF THE MOST RECENT 990 FILED WITH THE IRS. ALSO, IF AVAILABLE, THEIR LATEST AUDITED FINANCIAL STATEMENT AND ANNUAL REPORT. ADDITIONAL INFORMATION MAY BE REQUESTED IF NEEDED FOR FURTHER EVALUATION.

THE FOUNDATION NORMALLY CONSIDERS GRANTS AT SEMI ANNUAL MEETINGS. REQUESTS FOR THE SPRING MEETING SHOULD BE RECEIVED BY MARCH 1ST AND SEPTEMBER 1ST FOR THE FALL MEETING. HOWEVER, REQUESTS MAY BE SUBMITTED AT ANY TIME AND WILL BE ACTED UPON AS EXPEDITIOUSLY AS POSSIBLE.

GRANT APPLICATION LETTERS SHOULD BE ADDRESSED TO:

MR. DAVID A ZYWIEC, PRESIDENT
SCAIFE FAMILY FOUNDATION
777 SOUTH FLAGLER DRIVE
SUITE 909, EAST TOWER
WEST PALM BEACH, FLORIDA 33401

FEDERAL FOOTNOTES

777 SOUTH FLAGLER DRIVE
SUITE 909, EAST TOWER
WEST PALM BEACH, FLORIDA 33401

FEDERAL FOOTNOTES

ATTACHMENT 23

ALL OF THE GRANTEEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER INTERNAL REVENUE CODE (IRC) SECTION 501 (C) (3), AND HAVE THE STATUS OF PUBLIC CHARITIES, WITHIN THE MEANING OF IRC SECTION 509 (A) (1), (2) OR (3).

FEDERAL FOOTNOTES

ATTACHMENT 24

COMPENSATION OF OFFICERS AND EMPLOYEES SALARIES AS WELL AS THE RELATED EMPLOYEE BENEFITS ARE ALLOCATED BASED ON THE TIME SPENT IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE VERSUS TIME SPENT IN THE PRODUCTION OF INCOME. PROFESSIONAL FEES AND OTHER COSTS WHICH CAN BE DIRECTLY ALLOCATED TO A SPECIFIC CATEGORY ARE CLASSIFIED AS SUCH. OTHER COSTS SUCH AS OCCUPANCY EXPENSE ARE ALLOCATED BASED ON THE PERCENTAGE OF TIME SPENT ON EXEMPT FUNCTIONS BY ALL EMPLOYEES VERSUS TIME SPENT ON ALL ACTIVITIES ACCOUNTING FEES ARE PRORATED 50/50 BASED UPON THE TIME SPENT ON INVESTMENT COMPARED TO PROGRAM BY THE ACCOUNTANTS.

FEDERAL FOOTNOTES

ATTACHMENT 25

SUMMARY OF INVESTMENTS

	ACCOUNT	ACCOUNT	ACCOUNT	TOTAL
	7000112	8089802	9790636	
CORPORATE STOCK	7,568,309	-	59,513,990	67,082,299
CASH EQUIVALENTS	444,987	149,404	8,981,975	9,576,366
MUTUL FUNDS FIXED INCOME	-	-	11,843,377	11,843,377
ALTERNATIVE INVESTMENTS	-	2,704,755	-	2,704,755
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TOTAL OF INVESTMENTS	8,013,296	2,854,159	80,339,342	91,206,797
TOTAL FAIR MARKET VALUE OF INVESTMENTS			91,206,797	