

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

2017

Open to Public Inspection

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.

For calendar year 2017 or tax year beginning

07/01/2017, and ending

06/30/2018

Name of foundation

MUSK FOUNDATION

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

P.O. BOX 2708, DEPT 863

A Employer identification number

77-0587507

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

MENLO PARK, CA 94026

B Telephone number (see instructions)

(650) 210-5300

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeC If exemption application is pending, check here. ► D 1. Foreign organizations, check here. ►
2. Foreign organizations meeting the 85% test, check here and attach computation. ► E If private foundation status was terminated under section 507(b)(1)(A), check here. ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 328,917,732.

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) if the foundation is not required to attach Sch. B. | | | | |
| 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 Interest on savings and temporary cash investments. | 8,862. | 8,862. | | ATCH 1 |
| 4 Dividends and interest from securities | 20,513. | 20,513. | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 4,973,831. | | | |
| b Gross sales price for all assets on line 6a | 5,010,785. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 4,973,831. | | |
| 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) | | | | |
| 12 Total. Add lines 1 through 11 | 5,003,206. | 5,003,206. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 3 | 31,000. | 15,500. | | 15,500. |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) [4]. | 100,235. | | | 235. |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | | | | |
| 24 Total operating and administrative expenses | 131,235. | 15,500. | | 15,735. |
| Add lines 13 through 23. | | | | |
| 25 Contributions, gifts, grants paid | 14,711,140. | | | 14,711,140. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 14,842,375. | 15,500. | 0. | 14,726,875. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -9,839,169. | | | |
| b Net investment income (if negative, enter -0-) | | 4,987,706. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | |
|--|---|--|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 1,054,760. | 3,684,186. | 3,684,186. |
| | 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 | | | |
| | 10 a Investments - U.S. and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) ATCH. 5 | 2,660,570. | 2,521,259. | 325,233,546. |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment; basis | | | |
| Less: accumulated depreciation ► | | | | |
| (attach schedule) | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | | | | |
| 14 Land, buildings, and equipment; basis | | | | |
| Less: accumulated depreciation ► | | | | |
| (attach schedule) | | | | |
| 15 Other assets (describe ►) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 3,715,330. | 6,205,445. | 328,917,732. | |
| 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. | |
| | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ► <input checked="" 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 | 3,715,330. | 6,205,445. | |
| | 30 Total net assets or fund balances (see instructions) | 3,715,330. | 6,205,445. | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 3,715,330. | 6,205,445. | | |
| 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 | 3,715,330. | | |
| 2 Enter amount from Part I, line 27a | 2 | -9,838,169. | | |
| 3 Other increases not included in line 2 (itemize) ► ATCH. 6 | 3 | 12,329,284. | | |
| 4 Add lines 1, 2, and 3 | 4 | 6,205,445. | | |
| 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 | 6,205,445. | | |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | | (b) How acquired Purchase Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|--------------------------------------|----------------------------------|
| 1 a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69. | | | | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 4,973,831 | |
| 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?

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

 Yes No

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 | 47,812,652 | 268,042,160 | 0.178377 |
| 2015 | 52,369 | 29,907,702 | 0.001751 |
| 2014 | 570,648 | 109,360 | 5.218069 |
| 2013 | 1,297,976 | 146,665 | 8.849937 |
| 2012 | 794,547 | 150,717 | 5.271781 |

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5
- 5 Multiply line 4 by line 3.
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6.
- 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.

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

| | | | | |
|----|--|--|----------|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . . | Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) | 1 | 99,754. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b. | | | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | Subtotal A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) | 5 | 99,754. |
| 3 | Add lines 1 and 2. | | | |
| 4 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 | Credits/Payments: | | | |
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017. | | | |
| b | Exempt foreign organizations - tax withheld at source. | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868). | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 102,404. | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 423. | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 2,227. | |
| 11 | Enter the amount of line 10 to be Credited to 2018 estimated tax ► | 11 | | |

Part VII-A Statements Regarding Activities

| | | | |
|----|--|-------------------------------------|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | Yes | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition | X | |
| 1c | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | X | |
| 2 | Did the foundation file Form 1120-POL for this year? | X | |
| 3 | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: | | |
| 4a | (1) On the foundation. ► \$ 0. | (2) On foundation managers. ► \$ 0. | |
| 4b | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0. | | |
| 5 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | X | |
| 6 | If "Yes," attach a detailed description of the activities. | | |
| 7 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | X | |
| 8a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | |
| 8b | If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 9 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | X | |
| 10 | If "Yes," attach the statement required by <i>General Instruction T</i> | | |
| 11 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: | | |
| 12 | • By language in the governing instrument, or | | |
| 13 | • 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? | | |
| 14 | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | | |
| 15 | Enter the states to which the foundation reports or with which it is registered. See instructions. ► | | |
| 16 | CA, | | |
| 17 | b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation | | |
| 18 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV. | | |
| 19 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | |

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Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|---|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions | 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 ATCH 7 ATCH 8 . . . | 12 | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MUSKFOUNDATION.ORG | 13 | X |
| 14 The books are in care of ► RONALD F. GONG Telephone no. ► 650-210-5300 | | |
| Located at ► P.O. BOX 2708 MENLO PARK, CA ZIP+4 ► 94026 | | |
| 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 | 15 | |
| 16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 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 |
|---|------------------------------|--|
| 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? | <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 type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance, check here | 1b | |
| 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 | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | 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 | 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: | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 4965); 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. | | | | 5b |
| | Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/> | | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| | If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | 6b |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | | |
| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | 7b |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | |

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 9 | | 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. ►

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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

Compensation

NONE.

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

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 NONE

2

All other program-related investments. See instructions.

3. NONE

Total. Add lines 1 through 3

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USA

7E1465 1.000

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

| | |
|---|-----------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | |
| a Average monthly fair market value of securities | 1a 323,560,259. |
| b Average of monthly cash balances | 1b 4,575,127. |
| c Fair market value of all other assets (see instructions) | 1c |
| d Total (add lines 1a, b, and c) | 1d 328,135,386. |
| 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 | 3 328,135,386. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 4,922,031. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 323,213,355. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 16,160,668. |

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 16,160,668. |
| 2a Tax on investment income for 2017 from Part VI, line 5 | 2a 99,754. |
| b Income tax for 2017. (This does not include the tax from Part VI.) | 2b |
| c Add lines 2a and 2b | 2c 99,754. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 16,060,914. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 |
| 5 Add lines 3 and 4 | 5 16,060,914. |
| 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 16,060,914. |

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 14,726,875. |
| 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 14,726,875. |
| 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 14,726,875. |

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.

COPY

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 | | | | 16,060,914. |
| 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 | 787,011. | | | |
| b From 2013 | 1,290,643. | | | |
| c From 2014 | 565,180. | | | |
| d From 2015 | | | | |
| e From 2016 | 34,631,240. | | | |
| f Total of lines 3a through e | 37,274,074. | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 14,726,875. | | | | |
| 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. | | | | 14,726,875. |
| e Remaining amount distributed out of corpus. | 1,334,039. | | | 1,334,039. |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).) | 35,940,035. | | | |
| 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. | | | | |
| 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 | 35,940,035. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2013 | 743,615. | | | |
| b Excess from 2014 | 565,180. | | | |
| c Excess from 2015 | | | | |
| d Excess from 2016 | 34,631,240. | | | |
| e Excess from 2017 | | | | |

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

NOT APPLICABLE

| | | | | | |
|-----|---|--|--|--|-----------------------------|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ► | | | | |
| b | Check box to indicate whether the foundation is a private operating foundation described in section | | | | 4942(j)(3) or 4942(j)(5) |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | | | | |
| 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 | Compile 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)(ii) | | | | |
| 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)(ii) | | | | |
| (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).)

ELON MUSK

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines:

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

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MUSK FOUNDATION

77-0587507

Form 990-PF (2017)

Page 11

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| ATCH 10 | | | | |
| Total | | | ► 3a | 14,711,140. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ► 3b | |

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7E1491 1.000

Form 990-PF (2017)

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MUSK FOUNDATION

77-0587507

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Form 990-PF (2017)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 5,003,206. | |
| 13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.) | | | | 13 | 5,003,206. |

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

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

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

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

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

b If "Yes," complete the following schedule.

| b II Yes, complete the following screen: | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

► ELON MUSK

Signature of officer or trustee

Date

BRIDGE DENSE

Till

May the IRS discuss this return with the preparer shown below?
See instructions. Yes No

| | | | | | |
|----------|--|----------------------|------|---|--------------------------|
| Paid | Print/Type preparer's name RONALD F GONG | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P00191544 |
| Preparer | Firm's name ► CATALYST FAMILY OFFICE, LLC | | | Firm's EIN ► 83-1356013 | |
| Use Only | Firm's address ► P.O. BOX 2708 MENLO PARK, CA 94026 | | | Phone no. 650 210-5300 | |

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

| Kind of Property | Depreciation allowed/allowable | Description | | | P or Q | Date acquired | Date sold |
|--|--------------------------------|---------------------|---|---------------------------|--------------|---------------|--------------------------|
| | | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | | | |
| Gross sale price less expenses of sale | | | | | | | |
| 5,010,785. | | | 13,900 SHRS TESLA INC PROPERTY TYPE: SECURITIES 36,954. | | | 04/02/2010 | 08/17/2017 4,973,831. |
| TOTAL GAIN(LOSS) | | | | | | | 4,973,831. |

COPY

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

ATTACHMENT 1

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| MORGAN STANLEY | 8,862. | 8,862. |
| TOTAL | <u>8,862.</u> | <u>8,862.</u> |

COPY

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

ATTACHMENT 2

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| MORGAN STANLEY | 20,513. | 20,513. |
| TOTAL | <u>20,513.</u> | <u>20,513.</u> |

COPY

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> |
|--------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING/TAX/PROF FEES | 31,000. | 15,500. | | 15,500. |
| TOTALS | <u>31,000.</u> | <u>15,500.</u> | | <u>15,500.</u> |

COPYATTACHMENT 3ATTACHMENT 3
PAGE 18

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-----------------------|---|--------------------------------|
| FILING FEE-FORM 199 | 10. | 10. |
| FILING FEE-FORM RRF-1 | 225. | 225. |
| FEDERAL ESTIMATED TAX | 100,000. | |
| TOTALS | <u>100,235.</u> | <u>235.</u> |

COPYATTACHMENT 4ATTACHMENT 4
PAGE 19

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|------------------------------|-----------------------|
| MORGAN STANLEY | 2,521,259. | 325,233,546. |
| TOTALS | <u>2,521,259.</u> | <u>325,233,546.</u> |

COPY

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|---|--------------------|
| UNREALIZED GAIN/ (LOSS) OF STOCK TRANSFER | 12,329,284. |
| TOTAL | <u>12,329,284.</u> |

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MUSK FOUNDATION

2017 FORM 990-PF 77-0587507
ATTACHMENT 7

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION
FIDELITY CHARITABLE

THE FOUNDATION TREATED DISTRIBUTIONS MADE TO FIDELITY CHARITABLE
("THE FUND"), A DONOR ADVISED FUND, AS QUALIFYING DISTRIBUTIONS
DURING THE YEAR ENDED JUNE 30, 2018.

ATTACHMENT 7
PAGE 22

COPY

ATTACHMENT 8

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

FIDELITY CHARITABLE

THE FOUNDATION AND/OR A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES

OVER THE FUND. THE FOUNDATION DOES NOT HAVE LEGAL OWNERSHIP OF THE

FUND ASSETS. GRANTS MADE FROM THE FUND ARE MADE ONLY UPON APPROVAL BY

FIDELITY CHARITABLE. DISTRIBUTIONS TO THE FUND WILL

ACCOMPLISH THE PURPOSES DESCRIBED IN IRC SECTION 170(C)(2)(B).

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

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | CONTRIBUTIONS | | EXPENSE ACCT | |
|--|--|---------------|------------------------------|-------------------------|----|
| | | COMPENSATION | TO EMPLOYEE BENEFIT PLANS | AND OTHER ALLOWANCES | 0. |
| ELON MUSK P.O. BOX 2708, DEPT 863 MENLO PARK, CA 94026 | PRESIDENT & DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| KIMBAL MUSK P.O. BOX 2708, DEPT 863 MENLO PARK, CA 94026 | SECRETARY, TREASURER & DIR 1.00 | 0. | 0. | 0. | 0. |
| | GRAND TOTALS | 0. | 0. | 0. | 0. |

COPY

TOTAL 323 PCT. OF REVENUES AND CONTRIBUTIONS PAID DURING THIS YEAR

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ARTISTS FOR PEACE AND JUSTICE

87 WALKER ST. 165
NEW YORK, NY 10013

FOR PEACE AND SOCIAL JUSTICE

250,000

NONE

PC

FIDELITY CHARITABLE
P. O. BOX 770001
CINCINNATI, OH 45277-0003

FOR PUBLIC CHARITY SUPPORT

12,431,640

NONE

PC

NAPON MATHIAS SIDS RESEARCH GUIDE
M/S S-200
PO BOX 5371
SEATTLE, WA 98143-5005

FOR MEDICAL RESEARCH

10,000

NONE

PC

FUTURE OF LIFE INSTITUTE
PO BOX 954
WINCHESTER, MA 01890

FOR ARTIFICIAL INTELLIGENCE

2,000,000

NONE

PC

CEDARS-SINAI MEDICAL CENTER
8500 BEVERLY BLVD
LOS ANGELES, CA 90048

FOR MEDICAL RESEARCH

1,500

NONE

PC

CALIFORNIA SCIENCE CENTER FOUNDATION
1700 EXPOSITION PARK DRIVE
LOS ANGELES, CA 90037

FOR SCIENCE EDUCATION PROGRAMS

16,000

NONE

PC

TOTAL CONTRIBUTIONS PAID

16,211,140

ATTACHMENT 10
PAGE 25

COPY

Form 2220

Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

2017

► Attach to the corporation's tax return.

► Go to www.irs.gov/Form2220 for instructions and the latest information.

Name

Employer identification number
77-0587507

MUSK FOUNDATION

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

| | | | |
|----|---|----|----------|
| 1 | Total tax (see instructions) | 1 | 99,754. |
| 2a | Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 . . . | 2a | |
| b | Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method. | 2b | |
| c | Credit for federal tax paid on fuels (see instructions) | 2c | |
| d | Total. Add lines 2a through 2c | 2d | |
| 3 | Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty. | 3 | 99,754. |
| 4 | Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 | 4 | 220,696. |
| 5 | Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 | 5 | 99,754. |

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it doesn't owe a penalty. See instructions.

6 The corporation is using the adjusted seasonal installment method.
 7 The corporation is using the annualized income installment method.
 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

| | (a) | (b) | (c) | (d) | |
|----|---|------------|------------|------------|------------|
| 9 | Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year | 11/15/2017 | 12/15/2017 | 03/15/2018 | 06/15/2018 |
| 10 | Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column. | 24,939. | 24,939. | 24,939. | 24,937. |
| 11 | Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions. Complete lines 12 through 18 of one column before going to the next column. | 27,404. | | 25,000. | 50,000. |
| 12 | Enter amount, if any, from line 10 of the preceding column | | 2,465. | | |
| 13 | Add lines 11 and 12 | | 2,465. | 25,000. | 50,000. |
| 14 | Add amounts on lines 16 and 17 of the preceding column | | | 22,474. | 22,413. |
| 15 | Subtract line 14 from line 13. If zero or less, enter -0-. | 27,404. | 2,465. | 2,526. | 27,587. |
| 16 | If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-. | | | | |
| 17 | Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 | | 22,474. | 22,413. | |
| 18 | Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column. | 2,465. | | | |

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2017)

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PAGE 26

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Part IV Figuring the Penalty

| | (a) | (b) | (c) | (d) |
|---|-----|--|-----|-----|
| 19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions | 19 | | | |
| 20 Number of days from due date of installment on line 9 to the date shown on line 19. | 20 | | | |
| 21 Number of days on line 20 after 4/15/2017 and before 7/1/2017 | 21 | | | |
| 22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365} \times 4\% (0.04)$ | 22 | \$ | \$ | \$ |
| 23 Number of days on line 20 after 6/30/2017 and before 10/1/2017 | 23 | ATTACHMENT 1 | | |
| 24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365} \times 4\% (0.04)$ | 24 | \$ | \$ | \$ |
| 25 Number of days on line 20 after 9/30/2017 and before 1/1/2018 | 25 | SEE PENALTY COMPUTATION WHITE PAPER DETAIL | | |
| 26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365} \times 4\% (0.04)$ | 26 | \$ | \$ | \$ |
| 27 Number of days on line 20 after 12/31/2017 and before 4/1/2018 | 27 | | | |
| 28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 4\% (0.04)$ | 28 | \$ | \$ | \$ |
| 29 Number of days on line 20 after 3/31/2018 and before 7/1/2018 | 29 | | | |
| 30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times *%$ | 30 | \$ | \$ | \$ |
| 31 Number of days on line 20 after 6/30/2018 and before 10/1/2018 | 31 | | | |
| 32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times *%$ | 32 | \$ | \$ | \$ |
| 33 Number of days on line 20 after 9/30/2018 and before 1/1/2019 | 33 | | | |
| 34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times *%$ | 34 | \$ | \$ | \$ |
| 35 Number of days on line 20 after 12/31/2018 and before 3/16/2019 | 35 | | | |
| 36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365} \times *%$ | 36 | \$ | \$ | \$ |
| 37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36 | 37 | \$ | \$ | \$ |
| 38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33, or the comparable line for other income tax returns | 38 | \$ | 423 | |

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter.

These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

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2017 FORM 990-PF 77-0587507

ATTACHMENT 1

PENALTY COMPUTATION DETAIL - FORM 2220

| DATE PD | UNDERPAYMENT | BEG. DATE | END DATE | DAYS | % | PENALTY |
|---|--------------|------------|------------|------|---|-------------|
| <u>QUARTER 2, RATE PERIOD 1 (12/15/2017 - 11/15/2018)</u> | | | | | | |
| 03/07/2018 | 22,474. | 12/15/2017 | 03/07/2018 | 82 | 4 | 202. |
| TOTAL FOR QUARTER 2, RATE PERIOD 1 | | | | | | <u>202.</u> |
| <u>QUARTER 3, RATE PERIOD 1 (03/15/2018 -11/15/2018)</u> | | | | | | |
| 06/13/2018 | 22,413. | 03/15/2018 | 06/13/2018 | 90 | 4 | 221. |
| TOTAL FOR QUARTER 3, RATE PERIOD 1 | | | | | | <u>221.</u> |
| TOTAL UNDERPAYMENT PENALTY | | | | | | <u>423.</u> |

ATTACHMENT 1
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SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No. 1545-0092

2017

► Attach to Form 1041, Form 5227, or Form 990-T.

► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

► Go to www.irs.gov/F1041 for instructions and the latest information.

Name of estate or trust

MUSK FOUNDATION

Employer identification number
77-0587507

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|----------------------------------|---------------------------------|---|--|
| 1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b . | | | | |
| 1b Totals for all transactions reported on Form(s) 8949 with Box A checked | | | | |
| 2 Totals for all transactions reported on Form(s) 8949 with Box B checked | | | | |
| 3 Totals for all transactions reported on Form(s) 8949 with Box C checked | | | | |
| 4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | 4 |
| 5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | 5 |
| 6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2016 Capital Loss Carryover Worksheet | | | | 6 () |
| 7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ► | | | | 7 |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|--|----------------------------------|---------------------------------|--|--|
| 8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b . | | | | |
| 8b Totals for all transactions reported on Form(s) 8949 with Box D checked | 5,010,785. | 36,954. | | 4,973,831. |
| 9 Totals for all transactions reported on Form(s) 8949 with Box E checked | | | | |
| 10 Totals for all transactions reported on Form(s) 8949 with Box F checked | | | | |
| 11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | 11 |
| 12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | 12 |
| 13 Capital gain distributions | | | | 13 |
| 14 Gain from Form 4797, Part I | | | | 14 |
| 15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2016 Capital Loss Carryover Worksheet | | | | 15 () |
| 16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ► | | | | 16 4,973,831. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2017

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| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|---|-----|---------------------------------|-------------------------|------------|
| Caution: Read the instructions before completing this part. | | | | |
| 17 Net short-term gain or (loss) | 17 | | | |
| 18 Net long-term gain or (loss): | | | | |
| a Total for year | 18a | | | 4,973,831. |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 18b | | | |
| c 28% rate gain | 18c | | | |
| 19 Total net gain or (loss). Combine lines 17 and 18a. ► | 19 | | | 4,973,831. |

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and don't complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

| | | |
|--|----|-----|
| 20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: | 20 | () |
| a The loss on line 19, column (3) or b \$3,000 | | |

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

| | | | |
|---|----|--|--|
| 21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . | 21 | | |
| 22 Enter the smaller of line 18a or 19 in column (2) but not less than zero. | 22 | | |
| 23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . | 23 | | |
| 24 Add lines 22 and 23 | 24 | | |
| 25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ► | 25 | | |
| 26 Subtract line 25 from line 24. If zero or less, enter -0- | 26 | | |
| 27 Subtract line 26 from line 21. If zero or less, enter -0- | 27 | | |
| 28 Enter the smaller of the amount on line 21 or \$2,550 | 28 | | |
| 29 Enter the smaller of the amount on line 27 or line 28 | 29 | | |
| 30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ► | 30 | | |
| 31 Enter the smaller of line 21 or line 26 | 31 | | |
| 32 Subtract line 30 from line 26 | 32 | | |
| 33 Enter the smaller of line 21 or \$12,500 | 33 | | |
| 34 Add lines 27 and 30 | 34 | | |
| 35 Subtract line 34 from line 33. If zero or less, enter -0- | 35 | | |
| 36 Enter the smaller of line 32 or line 35 | 36 | | |
| 37 Multiply line 36 by 15% (0.15) ► | 37 | | |
| 38 Enter the amount from line 31 | 38 | | |
| 39 Add lines 30 and 36 | 39 | | |
| 40 Subtract line 39 from line 38. If zero or less, enter -0- | 40 | | |
| 41 Multiply line 40 by 20% (0.20) ► | 41 | | |
| 42 Figure the tax on the amount on line 27. Use the 2017 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 42 | | |
| 43 Add lines 37, 41, and 42 | 43 | | |
| 44 Figure the tax on the amount on line 21. Use the 2017 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 44 | | |
| 45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ► | 45 | | |

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Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

Social security number or taxpayer identification number

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis wasn't reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked). ▶

5,010,785 36,954. 4,973,831.

Note: If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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