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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation Quest Foundation		A Employer identification number 20-1844715
Number and street (or P O box number if mail is not delivered to street address) PO Box 339	Room/suite	B Telephone number (see instructions) (925) 743-1925
City or town, state or province, country, and ZIP or foreign postal code Danville, CA 94526		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 93,101,251	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,209,009			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	552,692	552,692		
4	Dividends and interest from securities	1,534,610	1,534,610		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	2,512,088			
b	Gross sales price for all assets on line 6a 34,416,249				
7	Capital gain net income (from Part IV, line 2)		3,356,459		
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)	181,568	181,568		
12	Total. Add lines 1 through 11	6,989,967	5,625,329		
13	Compensation of officers, directors, trustees, etc	226,979	22,698		227,795
14	Other employee salaries and wages	9,768	0		9,768
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).				
b	Accounting fees (attach schedule).	58,614	29,307		24,875
c	Other professional fees (attach schedule)	351,046	345,296		5,750
17	Interest				
18	Taxes (attach schedule) (see instructions)	71,826	0		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy	29,782	2,978		28,316
21	Travel, conferences, and meetings	6,524	0		6,813
22	Printing and publications				
23	Other expenses (attach schedule).	7,935	0		7,766
24	Total operating and administrative expenses. Add lines 13 through 23	762,474	400,279		311,083
25	Contributions, gifts, grants paid	4,724,832			4,333,650
26	Total expenses and disbursements. Add lines 24 and 25	5,487,306	400,279		4,644,733
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,502,661			
b	Net investment income (if negative, enter -0-)		5,225,050		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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	3,451,507	4,422,697	4,422,697
	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) ▶ _____ 121,182 Less allowance for doubtful accounts ▶ _____ 0	120,303	121,182	121,182
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	12,839,806	7,438,171	7,438,171
	b Investments—corporate stock (attach schedule)	24,829,203	25,428,171	25,428,171
	c Investments—corporate bonds (attach schedule)	24,556,226	23,466,207	23,466,207
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	30,018,804	32,047,724	32,047,724
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	210,379	177,099	177,099	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	96,026,228	93,101,251	93,101,251	
Liabilities	17 Accounts payable and accrued expenses	35,853	32,996	
	18 Grants payable	779,346	1,170,527	
	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 ▶ _____)	119,450	155,579	
	23 Total liabilities (add lines 17 through 22)	934,649	1,359,102	
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	95,091,579	91,742,149	
	25 Temporarily restricted			
	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)	95,091,579	91,742,149		
31 Total liabilities and net assets/fund balances (see instructions)	96,026,228	93,101,251		

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	95,091,579
2	Enter amount from Part I, line 27a	2	1,502,661
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	96,594,240
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,852,091
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	91,742,149

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
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	3,356,459
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
 If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	4,282,786	92,310,900	0.046395
2013	4,068,829	88,202,769	0.046130
2012	4,489,548	86,227,706	0.052066
2011	4,354,768	87,136,809	0.049976
2010	3,948,057	86,403,571	0.045693

2 Total of line 1, column (d).	2	0.240260
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048052
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	93,157,389
5 Multiply line 4 by line 3.	5	4,476,399
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	52,251
7 Add lines 5 and 6.	7	4,528,650
8 Enter qualifying distributions from Part XII, line 4.	8	4,644,733

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes sub-tables for credits/payments (6a-6d). Total tax due is 0, overpayment is 79,752.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Questions cover political activities, unrelated business income, and asset requirements.

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		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>Mary Goriup</u> Telephone no ▶ <u>(925) 743-1925</u> Located at ▶ <u>PO Box 339 Danville CA</u> ZIP+4 ▶ <u>94526</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	15		
16 At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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 checked="" type="checkbox"/> Yes <input 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"/>	1b		No
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 2015? <input type="checkbox"/>	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ 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). <input type="checkbox"/>	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 ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). <input type="checkbox"/>	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 **0**

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	89,838,598
b	Average of monthly cash balances.	1b	4,737,431
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	94,576,029
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	94,576,029
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,418,640
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	93,157,389
6	Minimum investment return. Enter 5% of line 5.	6	4,657,869

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	4,657,869
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	52,251
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	52,251
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,605,618
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,605,618
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,605,618

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	4,644,733
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,644,733
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	52,251
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,592,482

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				4,605,618
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			4,268,650	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>4,644,733</u>				
a Applied to 2014, but not more than line 2a			4,268,650	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				376,083
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				4,229,535
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).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information**(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				4,333,650

b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,170,527

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

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

Table with 2 columns: Line No. and 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).

Part VII 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) of the Code (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)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

***** 2016-10-27 *****

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name John Panetta	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00365375
	Firm's name ▶ Armanino LLP	Firm's EIN ▶ 94-6214841			
	Firm's address ▶ 12657 Alcosta Blvd Ste 500 San Ramon, CA 945834600	Phone no (925) 790-2600			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	(d) Date sold (mo, day, yr)
Bernstein	P		2015-12-31
Brown Brothers Harriman	P		2015-12-31
Dodge & Cox (custodian Schwab)	P		2015-12-31
Dodge & Cox (custodian Schwab)	D		2015-12-31
JP Morgan	P		2015-12-31
JP Morgan	D		2015-12-31
Morgan Stanley Main x3194	P		2015-12-31
Morgan Stanley Main x3184 Cash Alt	P		2015-12-31
Charles Schwab Sharf x6437	P		2015-12-31
UnionBanc Investments	P		2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,743,505		1,463,635	279,870
3,019,001		2,501,777	517,224
1,635,193		1,180,644	454,549
894,338		426,874	467,464
9,608,905		9,523,547	85,358
1,894,097		1,437,144	456,953
5,610,502		5,266,975	343,527
158,384		126,442	31,942
4,435,731		3,670,870	764,861
5,050,000		5,050,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			279,870
			517,224
			454,549
			467,464
			85,358
			456,953
			343,527
			31,942
			764,861
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
Morgan Stanley Credit Partners x9118	P		2015-12-31
Morgan Stanley Credit Partners	P		2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
298,237		284,706	13,531
68,356		127,176	-58,820

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,531
			-58,820

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Dorothy Jemstedt PO Box 339 Danville, CA 94526	President/Director 2 00	0	0	0
Richard Becher PO Box 339 Danville, CA 94526	CFO/Director 2 00	0	0	0
Derek Jemstedt PO Box 339 Danville, CA 94526	Executive Director 32 00	180,626	0	0
Jaci Jemstedt PO Box 339 Danville, CA 94526	Director 2 00	6,004	0	0
Jennifer Jemstedt PO Box 339 Danville, CA 94526	Asst Secretary/ Audit Committee Chair 2 00	0	0	0
Mary Gorup PO Box 339 Danville, CA 94526	Foundation Manager 15 00	40,350	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
E Oakland Youth Development Center 8200 International Boulevard Oakland, CA 94621	None	Public Charities	Grants and Allocations	39,250
Esperanza Elementary School 10315 E St Oakland, CA 94603	None	Public Charities	Grants and Allocations	22,728
Boys & Girls Club of the Peninsula 401 Pierce Rd Menlo Park, CA 94025	None	Public Charities	Grants and Allocations	25,000
Oregon Health & Science Foundation 1121 SW Salmon Street Suite 200 Portland, OR 97205	None	Public Charities	Grants and Allocations	30,126
Relief Nursery 1720 West 25th Avenue Eugene, OR 97405	None	Public Charities	Grants and Allocations	35,000
Portland State University Fdn PO Box 751 Portland, OR 97207	None	Public Charities	Grants and Allocations	25,000
GATE Academy 1 St Vincent Drive San Rafael, CA 94903	None	Public Charities	Grants and Allocations	4,735
Reading Partners 180 Grand Ave Suite 800 Oakland, CA 94612	None	Public Charities	Grants and Allocations	40,860
Palo Alto Preparatory School 2462 Wyandotte Street Mountain View, CA 94043	None	Public Charities	Grants and Allocations	15,750
BELL 60 Clayton St Dorchester, MA 02122	None	Public Charities	Grants and Allocations	17,798
Waterside Workshops 84 Bolivar Drive Berkeley, CA 94710	None	Public Charities	Grants and Allocations	8,596
zSharp 564 MARKET STREET SUITE 623 San Francisco, CA 94104	None	Public Charities	Grants and Allocations	2,933
Super Stars Literacy 333 Hegenberger Rd Ste 503 Oakland, CA 94621	None	Public Charities	Grants and Allocations	25,500
LEAP Therapeutic Wilderness Adv 806 SW Broadway Suite 300 Portland, OR 97205	None	Public Charities	Grants and Allocations	10,125
Project Leap The Way 3939 Priority Way South Drive Suite 200 Indianapolis, IN 46240	None	Public Charities	Grants and Allocations	15,000
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dover Elementary School 1870 19th Street San Pablo,CA 94806	None	Public Charities	Grants and Allocations	22,380
Crossroads Ministries 502 N Main Street POBox 191 Goldfield,IA 50542	None	Public Charities	Grants and Allocations	4,550
Santa Barbara Education Fund 1330 State Street Suite 201 Santa Barbara,CA 93101	None	Public Charities	Grants and Allocations	15,000
YMCA of the East Bay 263 South 20th Street Richmond,CA 94804	None	Public Charities	Grants and Allocations	17,000
Living Yoga 5100 SW Macadam Suite 360 Portland,OR 97239	None	Public Charities	Grants and Allocations	10,000
Diablo Ballet PO Box 4700 Walnut Creek,CA 94596	None	Public Charities	Grants and Allocations	12,000
El Sistema USA Salinas 820 Park Row 672 Salinas,CA 93901	None	Public Charities	Grants and Allocations	50,000
Dr William Cobb Elementary 2725 California Street San Francisco,CA 94115	None	Public Charities	Grants and Allocations	6,500
Reach for the Future PO Box 30851 Spokane,WA 99223	None	Public Charities	Grants and Allocations	10,000
Lincoln Park Zoo 2001 North Clark Street Chicago,IL 60614	None	Public Charities	Grants and Allocations	45,971
Montalvo Arts Center 15400 Montalvo Road PO Box 158 Saratoga,CA 95070	None	Public Charities	Grants and Allocations	21,000
The Field Museum 1400 South Lake Shore Drive Chicago,IL 60605	None	Public Charities	Grants and Allocations	31,051
California Academy of Sciences 55 Music Concourse Drive Golden Gate Park San Francisco,CA 94118	None	Public Charities	Grants and Allocations	20,000
Rythmix Cultural Works 2513 Blanding Avenue Alameda,CA 94501	None	Public Charities	Grants and Allocations	5,481
St Joseph the Provider School 1125 Turin Ave Youngstown,OH 44510	None	Public Charities	Grants and Allocations	17,000
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Ujima Family Recovery 1901 Church Lane San Pablo, CA 94806	None	Public Charities	Grants and Allocations	60,000
REALM Charter School 2023 8th Street Berkeley, CA 94710	None	Public Charities	Grants and Allocations	30,000
Bayview Hunters Point YMCA 1601 Lane Street San Francisco, CA 94124	None	Public Charities	Grants and Allocations	15,445
College Summit 703 Market St Suite 1201 San Francisco, CA 94103	None	Public Charities	Grants and Allocations	50,000
Discovery Counseling Center 115A Town Country Drive Danville, CA 94526	None	Public Charities	Grants and Allocations	30,000
Challenge Day 2520 Stanwell Drive Suite 160 Concord, CA 94520	None	Public Charities	Grants and Allocations	47,872
Childhaven 316 Broadway Seattle, WA 98122	None	Public Charities	Grants and Allocations	25,000
Assistance League of Omaha 3569 Leavenworth Omaha, NE 68105	None	Public Charities	Grants and Allocations	25,000
Dovetail Learning 825 Gravenstein Hwy North Suite 2 Sebastopol, CA 95472	None	Public Charities	Grants and Allocations	38,000
Parenting Now 86 Centennial Loop Eugene, OR 97401	None	Public Charities	Grants and Allocations	37,222
Child Advocates of Silicon Valley Inc 509 Valley Way Milpitas, CA 95035	None	Public Charities	Grants and Allocations	40,000
GirlVentures 3543 18th Street Suite 18 San Francisco, CA 94110	None	Public Charities	Grants and Allocations	23,000
Hope Center for Kids 2200 North 20th Street Omaha, NE 68110	None	Public Charities	Grants and Allocations	25,000
NatureBridge 28 Geary Street Suite 650 San Francisco, CA 94108	None	Public Charities	Grants and Allocations	50,000
Salmon Creek Hospital Foundation 2211 NE 139th St PO Box 5245 Vancouver, WA 98686	None	Public Charities	Grants and Allocations	23,288
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Northwest Academy 1130 SW Main Street Portland, OR 97205	None	Public Charities	Grants and Allocations	55,000
Direction Services Inc PO Box 51360 Eugene, OR 97405	None	Public Charities	Grants and Allocations	61,125
The Bay Area Urban Network 735 105th Ave Oakland, CA 94603	None	Public Charities	Grants and Allocations	30,000
Boys & Girls Clubs of Marin and S Sonoma 117 Paul Dr Suite B San Rafael, CA 94903	None	Public Charities	Grants and Allocations	75,000
The Laurel School 350 Ninth Avenue San Francisco, CA 94118	None	Public Charities	Grants and Allocations	15,000
Project Kindle Inc 28245 Ave Crocker Suite 104 Valencia, CA 91355	None	Public Charities	Grants and Allocations	10,000
Boys & Girls Clubs of Sonoma Valley 100 West Verano Ave Sonoma, CA 95476	None	Public Charities	Grants and Allocations	40,000
Down Syndrome Connection of the Bay Area 101-J Town Country Dr Danville, CA 94526	None	Public Charities	Grants and Allocations	75,000
Friends of Civic Arts Education Fdn 1666 N Main Street Walnut Creek, CA 94596	None	Public Charities	Grants and Allocations	18,950
Assistance League of Diablo Valley 1301 Alhambra Avenue Martinez, CA 94553	None	Public Charities	Grants and Allocations	30,000
New Vision Renewable Energy POBox 425 Philippi, WV 26416	None	Public Charities	Grants and Allocations	8,000
Spark 555 De Haro Street Suite 330 San Francisco, CA 94107	None	Public Charities	Grants and Allocations	35,000
Community School for Creative Education 2111 International Blvd Oakland, CA 94606	None	Public Charities	Grants and Allocations	11,744
Bridge Meadows 8502 N Wayland Ave Portland, OR 97203	None	Public Charities	Grants and Allocations	50,000
St Francis Center of Redwood City 151 Buckingham Ave Redwood City, CA 94063	None	Public Charities	Grants and Allocations	20,000
Total			3a	4,333,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

<table border="1"> <tr> <td data-bbox="14 38 414 84">Recipient</td> </tr> <tr> <td data-bbox="14 84 414 154">Name and address (home or business)</td> </tr> </table>	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
Recipient						
Name and address (home or business)						
a <i>Paid during the year</i>						
Raising A Reader 330 Twin Dolphin Dr Suite 147 Redwood City, CA 94065	None	Public Charities	Grants and Allocations	30,000		
St Mary's Academy 1615 SW Fifth Avenue Portland, OR 97201	None	Public Charities	Grants and Allocations	25,000		
The Ruth Bancroft Garden 1552 Bancroft Rd Walnut Creek, CA 94598	None	Public Charities	Grants and Allocations	20,000		
Youth Enrichment Strategies 3029 Macdonald Ave Richmond, CA 94804	None	Public Charities	Grants and Allocations	50,000		
The Youth Foundation PO Box 339 Danville, CA 94526	None	Public Charities	Grants and Allocations	50,000		
Huckleberry Youth Programs 3310 Geary Blvd San Francisco, CA 94118	None	Public Charities	Grants and Allocations	50,000		
New Leaders 505 14th St Suite 250 Oakland, CA 94612	None	Public Charities	Grants and Allocations	125,000		
Mission Graduates 3040 16th Street San Francisco, CA 94103	None	Public Charities	Grants and Allocations	65,218		
Teen Esteem PO Box 966 Danville, CA 94526	None	Public Charities	Grants and Allocations	10,000		
Center for Early Intervention on Deafness CEID 1035 Grayson Street Berkeley, CA 94710	None	Public Charities	Grants and Allocations	50,000		
Alameda Family Services 2325 Clement Avenue Alameda, CA 94501	None	Public Charities	Grants and Allocations	25,000		
Education For Change Public Schools 3265 Logan Street Oakland, CA 94601	None	Public Charities	Grants and Allocations	25,436		
Friends of the Children NY 204A West 115th Street New York, NY 10026	None	Public Charities	Grants and Allocations	52,500		
Partnership 4 Kids 1004 Farnam Street Suite 200 Omaha, NE 68102	None	Public Charities	Grants and Allocations	7,500		
McCallum Theatre 73000 Fred Waring Drive Palm Desert, CA 92260	None	Public Charities	Grants and Allocations	30,000		
Total ▶ 3a				4,333,650		

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Friends of the Children Portland 44 NE Morris Portland, OR 97212	None	Public Charities	Grants and Allocations	135,000
Shelter Inc 1333 Willow Pass Rd Suite 206 Concord, CA 94520	None	Public Charities	Grants and Allocations	45,000
BELL 60 Clayton St Dorchester, MA 02122	None	Public Charities	Grants and Allocations	25,000
Elevate Oregon 4916 NE 122nd Ave Portland, OR 97230	None	Public Charities	Grants and Allocations	25,000
Today's Youth Matter 469 Valley Way Milpitas, CA 95035	None	Public Charities	Grants and Allocations	25,000
LEAP Therapeutic Wilderness Adventures 806 SW Broadway Suite 300 Portland, OR 97205	None	Public Charities	Grants and Allocations	15,000
Game Theory Academy 337 17th St 101 Oakland, CA 94612	None	Public Charities	Grants and Allocations	20,000
Aim High for High School PO Box 410715 San Francisco, CA 94141	None	Public Charities	Grants and Allocations	50,000
Bay Area Crisis Nursery 1506 Mendocino Drive Concord, CA 94521	None	Public Charities	Grants and Allocations	25,000
Forest Home Ministries 40000 Valley of the Falls Dr Forest Falls, CA 92339	None	Public Charities	Grants and Allocations	30,000
College Track 112 Linden Street Oakland, CA 94607	None	Public Charities	Grants and Allocations	114,000
People's Music School 931 W Eastwood Ave Chicago, IL 60640	None	Public Charities	Grants and Allocations	20,000
BUILD 2385 Bay Road Redwood City, CA 94063	None	Public Charities	Grants and Allocations	35,000
Ted E Bear Hollow 7811 Farnam Dr Omaha, NE 68114	None	Public Charities	Grants and Allocations	12,552
Ronald McDonald House Charities 620 S 38th Ave Omaha, NE 68105	None	Public Charities	Grants and Allocations	35,000
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Assistance League of Eugene 1149 Willamette Street Eugene, OR 97401	None	Public Charities	Grants and Allocations	25,000
Envision Education 111 Myrtle Street Suite 203 Oakland, CA 94607	None	Public Charities	Grants and Allocations	24,658
zSharp 564 MARKET STREET SUITE 623 San Francisco, CA 94104	None	Public Charities	Grants and Allocations	25,000
Summer Search Bay Area 101 Howard Street Suite 250 San Francisco, CA 94105	None	Public Charities	Grants and Allocations	65,000
Monterey Jazz Festival PO Box JAZZ Monterey, CA 93942	None	Public Charities	Grants and Allocations	25,000
CASA Inc 330 Twin Dolphin Drive Suite 139 Redwood City, CA 94065	None	Public Charities	Grants and Allocations	25,000
The Art of Yoga Project 555 Bryant Street 232 Palo Alto, CA 94301	None	Public Charities	Grants and Allocations	20,000
California Academy of Sciences 55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	None	Public Charities	Grants and Allocations	30,000
Bay Area Community Resources 3219 Pierce St Richmond, CA 94804	None	Public Charities	Grants and Allocations	50,000
Fit Kids Foundation 2682 Middlefield Road Unit P Redwood City, CA 94063	None	Public Charities	Grants and Allocations	8,584
Oakland School for the Arts 530 18th Street Oakland, CA 94612	None	Public Charities	Grants and Allocations	10,000
There With Care of the Bay Area 3475 Edison Way Suite H Menlo Park, CA 94025	None	Public Charities	Grants and Allocations	25,000
Contra Costa Kops for Kids 1430 Willow Pass Road Suite 130 Concord, CA 94520	None	Public Charities	Grants and Allocations	5,000
Playworks Northern California 650 5th Street Suite 311 San Francisco, CA 94107	None	Public Charities	Grants and Allocations	50,000
San Leandro Boys & Girls Clubs 401 Marina Boulevard PO Box 234 San Leandro, CA 94577	None	Public Charities	Grants and Allocations	34,800
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Upward Roots 270 Grand Avenue Suite 1 Oakland, CA 94610	None	Public Charities	Grants and Allocations	15,000
The First Tee of Oakland 11425 Golf Links Rd Oakland, CA 94605	None	Public Charities	Grants and Allocations	20,000
Super Stars Literacy 333 Hegenberger Road Suite 503 Oakland, CA 94621	None	Public Charities	Grants and Allocations	25,500
Boys & Girls Clubs of the Peninsula 401 Pierce Rd Menlo Park, CA 94025	None	Public Charities	Grants and Allocations	30,000
Cantare Con Vivo 1611 Telegraph Ave Suite 801 Oakland, CA 94612	None	Public Charities	Grants and Allocations	25,000
KIPP Bay Area Schools 1404 Franklin Street 500 Oakland, CA 94612	None	Public Charities	Grants and Allocations	75,000
America SCORES Bay Area 1610 Harrison Street San Francisco, CA 94103	None	Public Charities	Grants and Allocations	17,500
Jumpstart 65 Battery Street 2nd Floor San Francisco, CA 94111	None	Public Charities	Grants and Allocations	30,000
Women's Center for Advancement 222 South 29th Street Omaha, NE 68131	None	Public Charities	Grants and Allocations	10,000
Mercy Housing 1999 Broadway Suite 1000 Denver, CO 80202	None	Public Charities	Grants and Allocations	18,720
Vida Verde Nature Education 3540 La Honda Road San Gregorio, CA 94074	None	Public Charities	Grants and Allocations	40,000
Urban Initiatives 650 W Lake St Ste 340 Chicago, IL 60661	None	Public Charities	Grants and Allocations	30,000
The Athenian School 2100 Mt Diablo Scenic Blvd Danville, CA 94506	None	Public Charities	Grants and Allocations	46,888
Mind Body Awareness Project 3700 East 12th Street Suite 3B Oakland, CA 94601	None	Public Charities	Grants and Allocations	15,000
Music In Schools Today 582 Market Street Suite 213 San Francisco, CA 94104	None	Public Charities	Grants and Allocations	10,000
Total ▶ 3a				4,333,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Kindering 16120 NE 8th Street Bellevue, WA 98008	None	Public Charities	Grants and Allocations	25,000
St Anne's 155 North Occidental Boulevard Los Angeles, CA 90026	None	Public Charities	Grants and Allocations	20,000
Marin County Foundation 5 Hamilton Landing Ste 200 Novato, CA 94949	None	Public Charities	Grants and Allocations	486,130
Rancho Cielo 710 Old Stage Rd PO Box 6948 Salinas, CA 93912	None	Public Charities	Grants and Allocations	16,616
Oakland Schools Foundation 3700 Coolidge Ave Oakland, CA 94602	None	Public Charities	Grants and Allocations	66,068
Total ▶ 3a				4,333,650

TY 2015 Accounting Fees Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	58,614	29,307		24,875

TY 2015 Investments Corporate Bonds Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bonds - Dodge & Cox	7,414,656	7,414,656
Bond Funds - Brown Brothers Harriman	5,202,098	5,202,098
Bonds - Bernstein	5,331,962	5,331,962
Bonds - MS Main	5,517,491	5,517,491

TY 2015 Investments Corporate Stock Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stock - Bernstein	4,932,217	4,932,217
Corporate Stock - JP Morgan	3,634,140	3,634,140
Corporate Stock - MS Cash Alter	6,678,700	6,678,700
Corporate Stock - Scharf #11550	10,183,114	10,183,114

TY 2015 Investments Government Obligations Schedule**Name:** Quest Foundation**EIN:** 20-1844715**US Government Securities - End of
Year Book Value:**

443,264

**US Government Securities - End of
Year Fair Market Value:**

443,264

**State & Local Government
Securities - End of Year Book
Value:**

6,994,907

**State & Local Government
Securities - End of Year Fair
Market Value:**

6,994,907

TY 2015 Investments - Other Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Stock Funds - Dodge & Cox	FMV	11,361,709	11,361,709
Stock Funds - Bernstein	FMV	5,084,085	5,084,085
Morgan Stanley Alternative Investments	FMV	586,778	586,778
Real Estate Income Fund - Brown Brothers	FMV	684,716	684,716
Equity Funds - Brown Brothers Harriman (See Attached)	FMV	8,290,558	8,290,558
Equity Funds - JP Morgan	FMV	3,898,581	3,898,581
Equity Funds - Dodge & Cox, Schwab	FMV	1,224,031	1,224,031
Real Estate Income Fund - MS Cash Alter	FMV	340,398	340,398
Equity Fund - MS #012231	FMV	576,868	576,868

TY 2015 Other Assets Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Interest Receivable	210,379	177,099	177,099

TY 2015 Other Decreases Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Amount
Unrealized Losses	4,852,091

TY 2015 Other Expenses Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other Expenses	4,201	0		4,032
Insurance	3,734	0		3,734

TY 2015 Other Income Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Portfolio Income	181,568	181,568	181,568

TY 2015 Other Liabilities Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Beginning of Year - Book Value	End of Year - Book Value
Accrued Taxes	92,774	124,471
Accrued Expenses	26,676	31,108

TY 2015 Other Professional Fees Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management	345,296	345,296		0
Outside Contract Expenses	5,750	0		5,750

TY 2015 Taxes Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Taxes	71,826	0		0

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2015

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

Name of the organization

Q uest Foundation

Employer identification number

20-1844715

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
4947(a)(1) nonexempt charitable trust not treated as a private foundation
527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
4947(a)(1) nonexempt charitable trust treated as a private foundation
501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc , contributions totaling \$5,000 or more during the year \$

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

Name of organization Quest Foundation	Employer identification number 20-1844715
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dorothy Jernstedt	\$ 177,837	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	Dorothy Jernstedt	\$ 509,145	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	Dorothy Jernstedt	\$ 1,229,371	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	Dorothy Jernstedt	\$ 54,873	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	Dorothy Jernstedt	\$ 128,037	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	Dorothy Jernstedt	\$ 109,746	Person <input type="checkbox"/>
	PO Box 339		Payroll <input type="checkbox"/>
	Danville, CA 94526		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Quest Foundation	Employer identification number 20-1844715
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Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>Vanguard Growth ETF 1700 shares</u>	\$ 177,837	2015-12-31
2	<u>Vanguard High Dividend Yield 7800 shares</u>	\$ 509,145	2015-12-31
3	<u>Vanguard Mid-Cap ETF 10267 shares</u>	\$ 1,229,371	2015-12-31
4	<u>Time Warner Cable Inc 300 shares</u>	\$ 54,873	2015-12-31
5	<u>Time Warner Cable Inc 700 shares</u>	\$ 128,037	2015-12-31
6	<u>Time Warner Cable Inc 600 shares</u>	\$ 109,746	2015-12-31

Name of organization

Quest Foundation

Employer identification number

20-1844715

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____ _____ _____	_____ _____ _____	_____ _____ _____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 _____ _____ --	Relationship of transferor to transferee _____ _____ _____	
-	_____ _____ _____	_____ _____ _____	_____ _____ _____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 _____ _____ --	Relationship of transferor to transferee _____ _____ _____	
-	_____ _____ _____	_____ _____ _____	_____ _____ _____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 _____ _____ --	Relationship of transferor to transferee _____ _____ _____	
-	_____ _____ _____	_____ _____ _____	_____ _____ _____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 _____ _____ --	Relationship of transferor to transferee _____ _____ _____	