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For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation MAKING WAVES FOUNDATION INC		A Employer identification number 68-0204312	
Number and street (or P O box number if mail is not delivered to street address) 3220 BLUME DRIVE STE 250		Room/suite 	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, CA 94806		B Telephone number (see instructions) (510) 237-6027	
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"/> A amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ►\$ 61,579,583		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)	

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)	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	25,002,599			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,036	1,036	1,036	
	4 Dividends and interest from securities	155,184	155,184	155,184	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	424,900			
	b Gross sales price for all assets on line 6a _____ 11,202,215				
	7 Capital gain net income (from Part IV , line 2)		424,900		
	8 Net short-term capital gain			14,778	
	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)	1,120,642		1,120,642	
	12 Total. Add lines 1 through 11	26,704,361	581,120	1,291,640	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	425,060			425,060
	14 Other employee salaries and wages	1,891,350			2,001,022
	15 Pension plans, employee benefits	667,827			667,827
	16a Legal fees (attach schedule).	15,672			15,672
	b Accounting fees (attach schedule).	19,435			19,435
	c Other professional fees (attach schedule)	111,521			111,521
	17 Interest	371,525			371,525
	18 Taxes (attach schedule) (see instructions)	11,874			
	19 Depreciation (attach schedule) and depletion	949,235		769,262	
	20 Occupancy	406,211			406,211
	21 Travel, conferences, and meetings.	21,375			21,375
	22 Printing and publications	6,769			6,769
	23 Other expenses (attach schedule).	3,789,525			3,670,157
	24 Total operating and administrative expenses. Add lines 13 through 23	8,687,379	0	769,262	7,716,574
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	8,687,379	0	769,262	7,716,574
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	18,016,982			
	b Net investment income (if negative, enter -0-)		581,120		
	c Adjusted net income (if negative, enter -0-)			522,378	

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	4,932,935	3,953,937	3,953,937
	2	Savings and temporary cash investments	2,507,050	2,506,905	2,506,905
	3	Accounts receivable ▶ <u>788</u> Less allowance for doubtful accounts ▶ _____	695,107	788	788
	4	Pledges receivable ▶ <u>1,454,160</u> Less allowance for doubtful accounts ▶ _____	38,861	1,454,160	1,454,160
	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	290,507	648,723	648,723
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,067,870	8,774,629	8,774,629
	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 ▶ <u>1,723,996</u> Less accumulated depreciation (attach schedule) ▶ <u>372,744</u>	1,839,795	1,351,252	1,351,252
Liabilities	15	Other assets (describe ▶ _____)	25,207,591	42,889,189	42,889,189
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	45,579,716	61,579,583	61,579,583
	17	Accounts payable and accrued expenses	1,674,650	1,331,628	
	18	Grants payable			
	19	Deferred revenue		12,380	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).	12,990,451	12,585,408	
	22	Other liabilities (describe ▶ _____)	353,255		
	23	Total liabilities (add lines 17 through 22)	15,018,356	13,929,416	
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	17,261,238	31,120,075	
	25	Temporarily restricted	300,122	3,530,092	
	26	Permanently restricted	13,000,000	13,000,000	
		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)	30,561,360	47,650,167	
	31	Total liabilities and net assets/fund balances (see instructions)	45,579,716	61,579,583	

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	30,561,360
2	Enter amount from Part I, line 27a	2	18,016,982
3	Other increases not included in line 2 (itemize) ▶ _____	3	13,667
4	Add lines 1, 2, and 3	4	48,592,009
5	Decreases not included in line 2 (itemize) ▶ _____	5	941,842
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	47,650,167

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 (b) D—Donation	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) F M V 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	424,900
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	14,778

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	4,496,145	19,218,409	0 233950
2013	4,023,542	21,390,353	0 188101
2012	7,207,378	21,397,136	0 336838
2011	4,616,586	10,064,576	0 458697
2010	5,365,345	944,403	5 681203

2	Total of line 1, column (d).	2	6 898789
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	1 379758
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	17,668,990
5	Multiply line 4 by line 3.	5	24,378,930
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,811
7	Add lines 5 and 6.	7	24,384,741
8	Enter qualifying distributions from Part XII, line 4.	8	21,250,522

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)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

6a

2015 estimated tax payments and 2014 overpayment credited to 2015

6b

Exempt foreign organizations—tax withheld at source

6c

Tax paid with application for extension of time to file (Form 8868).

6d

Backup withholding erroneously withheld

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

1

11,622

11,622

11,622

252

252

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?

1b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
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

1c

Did the foundation file Form 1120-POL for this year?

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b

If "Yes," has it filed a tax return on Form 990-T for this year?

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

Did the foundation have at least \$5,000 in assets at any time during the year?If "Yes," complete Part II, col (c), and Part XV

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
CA

8b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes

No

No

No

No

No

No

Yes

Yes

Yes

No


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>WWW.MAKING-WAVES.ORG</u>	13	Yes	
14	The books are in care of ► <u>ORGANIZATION</u> Telephone no ► <u>(510) 237-6027</u> Located at ► <u>3220 BLUME DRIVE STE 250 RICHMOND CA</u> ZIP+4 ► <u>94806</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 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?	16	Yes	No
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 ►				

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)? 1b		
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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? 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). 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>). 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input 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	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?	<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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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
MELISSA FRIES 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	DIR COLLEGE 40 00	216,000	18,030	
CHARLES MEADE 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	DIR OF DEV 40 00	159,376	18,774	
PETER MACEWAN 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	ASSOCIATE PR 40 00	114,496	12,374	
EMILY GARLOCK 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	ASSOC DIR 40 00	109,672	11,209	
CONSUELO DELA ROSA 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	FINANCE MANA 40 00	102,700	13,310	

Total number of other employees paid over \$50,000. 	27
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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	(c) Compensation
STUDIO BONDY ARCHITECTURE	ARCHITECT	691,270
110 LINDEN ST OAKLAND, CA 94607		
FORTE SYSTEMS INC	IT CONSULTING	614,936
3260 BLUME DRIVE STE 324 RICHMOND, CA 94806		
DIEDE CONSTRUCTION	CONSTRUCTION	147,508
12393 N HWY 99 W FRONTAGE RD RICHMOND, CA 95240		
ABM BUILDING SOLUTIONS	FACILITY SERV	123,407
PO BOX 843748 LOS ANGELES, CA 90084		
NORCAL VOICE AND DATA	COMMUNICATIONS	120,425
3349 MORETTI DRIVE CONCORD, CA 94519		
Total number of others receiving over \$50,000 for professional services. ▶		3

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 ACADEMIC COACHING, GRANTS AND/OR SCHOLARSHIPS, TRAINING IN PERSONAL DEVELOPMENT, PROVIDING NEW RECREATIONAL AND CULTURE DEVELOPMENT AND CAREER OPPORTUNITY EXPOSURE	4,050,387
2 DEVELOPMENT EXPENDITURES	730,899
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 THE FOUNDATION HAS ACQUIRED TEN PARCELS OF REAL ESTATE IN CALIFORNIA THAT WILL MORE THAN DOUBLE THE SIZE OF THE CAMPUS USED BY MAKING WAVES ACADEMY. THE FOUNDATION HAS AND IS ACTIVELY PURSUING DEFINITE PLANS TO CONVERT THE REAL ESTATE FROM ITS PRESENT COMMERCIAL RENTAL USE TO USE AS A SCHOOL CAMPUS. HOWEVER, THE ZONING AND REGULATORY APPROVAL PROCESS REQUIRED TO ADAPT THE REAL ESTATE TO SCHOOL USE IS EXTENSIVE. THE FOUNDATION EXPECTS THAT WITHIN THREE TO FIVE YEARS THE REGULATORY PROCESS AND CONSTRUCTION WILL HAVE BEEN COMPLETED AND THE REAL ESTATE WILL HAVE BEEN FULLY CONVERTED FROM COMMERCIAL USE TO EDUCATIONAL USE.	13,533,948
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. ▶	13,533,948
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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	8,557,305
b	Average of monthly cash balances.	1b	6,725,267
c	Fair market value of all other assets (see instructions).	1c	2,655,489
d	Total (add lines 1a, b, and c).	1d	17,938,061
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	17,938,061
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	269,071
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,668,990
6	Minimum investment return. Enter 5% of line 5.	6	883,450

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	
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
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	

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	7,716,574
b	Program-related investments—total from Part IX-B.	1b	13,533,948
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	21,250,522
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	21,250,522

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				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ _____				
a Applied to 2014, 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 2015 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
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

1999-07-21

☒

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
522,378	514,283			1,036,661
444,021	437,141			881,162
21,250,522	4,496,145	4,023,542	5,053,270	34,823,479
21,250,522	4,496,145	4,023,542	5,053,270	34,823,479
60,476,901	45,579,716	50,700,612	57,502,473	214,259,702
41,464,068	26,977,759	26,686,058	27,244,425	122,372,310
588,967	640,613	713,012	713,238	2,655,830

Part XV

1

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

☒

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

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

Form **990-PF** (2015)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

(1) Cash.

(2) Other assets.

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees. . . .

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes

☒ No

(a) Name of organization

(b) Type of organization

(c) Description of relationship

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**

* * * * *

2016-12-19

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use
Only**

Print/Type preparer's name
DERRICK DEBRUYNE
CPA

Preparer's Signature

Date
2016-12-20

Check if self-employed ☐

PTIN	P00591016
------	-----------

Firm's name ►
VICENTI LLOYD & STUTZMAN

Firm's EIN ▶ 95-2242818

Firm's address ▶
2210 E ROUTE 66 STE 100 GLENDORA, CA
917404676

Phone no (626) 857-7300

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SAN FRANCISCO PARTNERS LP	P	2014-07-01	2015-07-06
200 24TH STREET - REAL PROPERTY	P	2000-05-10	2015-09-16
1,500 SHARES SUPERVALU	D	2015-12-04	2015-12-15
90 SHARES ARCHER-DANIELS-MIDLAND	D	2015-12-18	2015-12-23
100 SHARES CISCO	D	2015-12-18	2015-12-29
DODGE AND COX INTERNATIONAL FUND	P	2014-12-22	2015-08-13
DODGE AND COX STOCK FUND	P	2014-09-26	2015-08-13
DODGE AND COX STOCK FUND	P	2014-12-22	2015-08-13
DODGE AND COX STOCK FUND	P	2014-12-22	2015-08-13
DODGE AND COX STOCK FUND	P	2015-03-27	2015-08-13

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)
1,022,390		1,000,000	22,390
1,372,604	372,009	1,375,866	368,747
10,170		45	10,125
3,286		3	3,283
2,766		10	2,756
92,088		93,354	-1,266
12,570		12,585	-15
9,477		9,591	-114
63,843		64,615	-772
35,791		35,063	728

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	
			22,390
			368,747
			10,125
			3,283
			2,756
			-1,266
			-15
			-114
			-772
			728

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	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DODGE AND COX STOCK FUND	P	2015-03-27	2015-08-13
DODGE AND COX STOCK FUND	P	2015-06-26	2015-08-13
DODGE AND COX INTERNATIONAL FUND	P	2014-04-16	2015-08-13
DODGE AND COX STOCK FUND	P	2014-04-16	2015-08-13
DODGE AND COX STOCK FUND	P	2014-06-26	2015-08-13

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

(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)
22,255		21,802	453
15,443		15,843	-400
4,026,232		4,250,500	-224,268
4,493,608		4,250,500	243,108
19,692		19,547	145

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			453
			-400
			-224,268
			243,108
			145

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
JOHN H SCULLY	CHAIRMAN 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
RONALD A COHAN	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
SUZANNE DUCA	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
PHILLIP GORDON	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
ESTHER HUGO	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
ALICIA MALET KLEIN	SECRETARY 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
IAN MCGUIRE	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
HAMID MOGHADAM	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
RONALD NAHAS	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
HENRY AJ RAMOS	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
REBECA RANGEL	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
SHERRY A SMITH	MANAGING DIR 40 00	215,060	30,522	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
ELI J WEINBERG	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
MIKE YUEN	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
STEVEN ROTH	CFO 40 00	210,000	29,715	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				
JONATHAN STERN	DIRECTOR 2 00	0	0	0
3220 BLUME DRIVE STE 250 RICHMOND, CA 94806				

TY 2015 Accounting Fees Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,435			19,435

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: MAKING WAVES FOUNDATION INC
EIN: 68-0204312

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IMPROVEMENTS - BLUME DRIVE		121,153		STRAIGHT LINE	8 0000	18,721			
FURNITURE & EQUIPMENT - LAKESIDE		349,528	156,458	STRAIGHT LINE	5 0000	37,538			
SOLAR PANELS - 2900 TECHNOLOGY COURT		709,204		STRAIGHT LINE	20 0000	29,550		29,550	
FURNITURE & EQUIPMENT		658,079		STRAIGHT LINE	5 0000	120,033			
SOFTWARE		18,407	11,044	STRAIGHT LINE	5 0000	3,681			
BUILDING - LAKESIDE		9,605,082	2,093,212	STRAIGHT LINE	39 0000	359,977		359,977	
BUILDING - 2900 TECHNOLOGY COURT		11,583,298	879,985	STRAIGHT LINE	39 0000	296,568		296,568	
BUILDING - 3043-3055 RESEARCH DR		499,001		STRAIGHT LINE	3 0000	83,167		83,167	
BUILDING - 3055-3075 RESEARCH DRIVE		412,842		STRAIGHT LINE	3 0000				

TY 2015 Investments Corporate Stock Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	8,774,629	8,774,629
EQUITIES		

**TY 2015 Land, Etc.
Schedule****Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MACHINERY & EQUIPMENT	1,602,843	358,321	1,244,522	1,244,522
BUILDINGS & IMPROVEMENTS	121,153	14,423	106,730	106,730
LAND				

TY 2015 Legal Fees Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	15,672			15,672

TY 2015 Mortgages and Notes Payable Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Total Mortgage Amount:

Item No.	1
Lender's Name	TERM LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	8,000,000
Balance Due	7,370,592
Date of Note	2014-03
Maturity Date	1934-02
Repayment Terms	MONTHLY
Interest Rate	0.0380
Security Provided by Borrower	SECURITIES AND DEPOSIT ACCOUNTS
Purpose of Loan	BUSINESS
Description of Lender Consideration	TERM LOAN
Consideration FMV	

Item No.	2
Lender's Name	TERM LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	6,000,000
Balance Due	5,214,816
Date of Note	2009-08
Maturity Date	2019-08
Repayment Terms	MONTHLY
Interest Rate	0.0150
Security Provided by Borrower	4123/4133 LAKESIDE DRIVE
Purpose of Loan	REFINANCE PROPERTY
Description of Lender Consideration	
Consideration FMV	

TY 2015 Other Assets Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	49,627	551,818	551,818
CONSTRUCTION IN PROGRESS	25,179	2,291,702	2,291,702
PROGRAM RELATED INVESTMENTS	25,132,785	40,045,669	40,045,669

TY 2015 Other Decreases Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Amount
UNREALIZED LOSS	456,990
PRIOR YEAR RETURN ADJ - REFUNDABLE ADVANCE	484,852

TY 2015 Other Expenses Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSES	233,209			233,209
INSURANCE	55,968			55,968
OTHER EXPENSES	817,888			817,888
GRANT TO MAKING WAVES ACADEMY	119,368			
GRANTS TO WAVEMAKERS	1,718,140			1,718,140
LLC MANAGEMENT ALLOCATION	147,421			147,421
ADVERTISING AND PROMOTION	94,742			94,742
INFORMATION TECHNOLOGY	602,789			602,789

TY 2015 Other Income Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL INCOME	824,461		824,461
RENTAL INCOME	247,724		247,724
MISCELLANEOUS REVENUE	48,457		48,457

TY 2015 Other Increases Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Amount
PRIOR YEAR RETURN ADJ - DEPRECIATION EXP	13,667

TY 2015 Other Liabilities Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED LIABILITIES	353,255	

TY 2015 Other Professional Fees Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JANITORIAL SERVICES	12,892			12,892
OTHER FEES FOR SERVICES	56,629			56,629
CONSULTANTS	21,000			21,000
RECRUITMENT	21,000			21,000

TY 2015 Taxes Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	11,874			

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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

OMB No 1545-0047

2015

Name of the organization	Employer identification number
MAKING WAVES FOUNDATION INC	68-0204312

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
--	---

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
—	See Additional Data Table 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
--	---

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
6	150 SHS OF SUPERVALU @ 6 59/SH	\$ 9 885	2015-12-04
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
---	--

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
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 68-0204312
Name: MAKING WAVES FOUNDATION INC

Form 990 Schedule B, 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
<div>1</div>	<div>DODGE & COX</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 20,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>
<div>7</div>	<div>MICHAEL ANN PARKER</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 5,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>
<div>13</div>	<div>JASMINE KIM</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 5,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>
<div>19</div>	<div>BETSY ED MCDERMOTT</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 50,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>
<div>25</div>	<div>HORATIO ALGER ASSOCIATION</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 1,341,483</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>
<div>2</div>	<div>2311 CORPORATION</div> <div>3220 BLUME DRIVE STE 250</div> <div>RICHMOND, CA 94806</div>	<div>\$ 38,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	LAURA JOHN FISHER 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
14	GALLY MAYER 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 10,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
20	KIM M RUSS SILVA 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
26	SUZANNE DUCA 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 500,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
3	ELLEN BOB PECK 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
9	JONATHAN DIANA STERN 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	KURT TAMRA MOBLEY 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
21	CHRISTINA HAMID MOGHADAM 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 128,766	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
4	SCULLY 1994 FAMILY TRUST NO 2 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 1,410,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
10	RON MARY COHAN 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
16	BOB CAROL MOMSEN 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
22	HAZEL FOUNDATION 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	ELI AND LEIGHA WEINBERG	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		
11	RON MARY NAHAS	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		
17	DEBORAH JONATHAN PARKER	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		
23	ZALEC FAMILIAN & LILIAN FOUNDATION	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		
6	PHILLIP GORDON	\$ 19,885	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		
12	KRISTIN ANN HITE	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contribution)
	3220 BLUME DRIVE STE 250		
	RICHMOND, CA 94806		

Form 990 Schedule B, 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
18			<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div> </div>
	IAN MCGUIRE		
	3220 BLUME DRIVE STE 250	\$ 25,000	
	RICHMOND, CA 94806		
24	SCULLY MEMORIAL FOUNDATION		<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div>(Complete Part II for noncash contribution)</div> </div>
	3220 BLUME DRIVE STE 250	\$ 21,175,000	
	RICHMOND, CA 94806		