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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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning OCT 1, 2015, and ending SEP 30, 2016

Name of foundation
THE GROVE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 1667

City or town, state or province, country, and ZIP or foreign postal code
LOS ALTOS, CA 94023-1667

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 101,174,023. (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

A Employer identification number
77-0108124

B Telephone number
650-523-1300

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	35,291,080.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,205,540.	1,205,540.		STATEMENT 1
4	Dividends and interest from securities	209,843.	209,843.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,554,964.			
b	Gross sales price for all assets on line 6a	62,533,932.			
7	Capital gain net income (from Part IV, line 2)		4,647,846.		
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)				
11	Other income	<753.>	<999.>		STATEMENT 3
12	Total. Add lines 1 through 11	39,260,674.	6,062,230.		
13	Compensation of officers, directors, trustees, etc	202,951.	40,590.		162,361.
14	Other employee salaries and wages	445,306.	11,880.		424,529.
15	Pension plans, employee benefits	168,333.	3,883.		164,450.
16a	Legal fees STMT 4	11,832.	0.		9,731.
b	Accounting fees STMT 5	32,500.	3,250.		29,250.
c	Other professional fees STMT 6	255,340.	185,739.		59,489.
17	Interest				
18	Taxes STMT 7	55,000.	0.		0.
19	Depreciation and depletion	22,284.	0.		
20	Occupancy	183,869.	0.		183,869.
21	Travel, conferences, and meetings	27,875.	0.		27,875.
22	Printing and publications	323.	0.		323.
23	Other expenses STMT 8	411,596.	0.		412,030.
24	Total operating and administrative expenses. Add lines 13 through 23	1,817,209.	245,342.		1,473,907.
25	Contributions, gifts, grants paid	9,878,400.			16,308,400.
26	Total expenses and disbursements. Add lines 24 and 25	11,695,609.	245,342.		17,782,307.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	27,565,065.			
b	Net investment income (if negative, enter -0-)		5,816,888.		
c	Adjusted net income (if negative, enter -0-)			N/A	

523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions.

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2015.05060 THE GROVE FOUNDATION

317001

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	2,424,742.	34,440,642.	34,440,642.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	250,000.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 40,000.			
	Less: allowance for doubtful accounts ▶ 0.	40,000.	40,000.	40,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	61,546,401.	52,664,737.	52,664,737.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,387,424.	9,951,997.	13,712,525.
	14 Land, buildings, and equipment basis ▶ 390,494.			
	Less accumulated depreciation STMT 11 ▶ 385,931.	26,846.	4,563.	4,563.
	15 Other assets (describe ▶ STATEMENT 12)	297,447.	311,556.	311,556.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	76,972,860.	97,413,495.	101,174,023.
	17 Accounts payable and accrued expenses	116,242.	102,720.	
	18 Grants payable	8,975,000.	2,545,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	9,091,242.	2,647,720.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	67,881,618.	94,765,775.	
	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	67,881,618.	94,765,775.	
	31 Total liabilities and net assets/fund balances	76,972,860.	97,413,495.	

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	67,881,618.
2	Enter amount from Part I, line 27a	2	27,565,065.
3	Other increases not included in line 2 (itemize) ▶ RETURNED GRANT	3	8,000.
4	Add lines 1, 2, and 3	4	95,454,683.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES ON INVESTMENTS	5	688,908.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	94,765,775.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b PASS THROUGH CAPITAL GAIN		P	01/01/00	09/30/16
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 60,640,648.		57,886,086.	2,754,562.	
b 1,893,284.			1,893,284.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		
a			2,754,562.	
b			1,893,284.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		4,647,846.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	20,655,183.	87,573,469.	.235861
2013	14,943,362.	98,239,160.	.152112
2012	13,109,703.	107,597,907.	.121840
2011	12,864,364.	114,970,323.	.111893
2010	14,096,165.	122,489,090.	.115081

2 Total of line 1, column (d)	2	.736787
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	.147357
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	78,335,239.
5 Multiply line 4 by line 3	5	11,543,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	58,169.
7 Add lines 5 and 6	7	11,601,415.
8 Enter qualifying distributions from Part XII, line 4	8	17,782,307.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	58,169.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	58,169.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	58,169.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 123,727.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	153,727.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	95,558.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	95,558. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 13	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► LESLIE DOROSIN Telephone no. ► 650-523-1330 Located at ► P.O. BOX 1667, LOS ALTOS, CA ZIP+4 ► 94023-1667		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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 ► _____, _____, _____ 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

(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)?

N/A

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?

N/A

☐ 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?

6b

X

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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		163,200.	38,791.	960.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REBEKAH BUTLER	CO-EXECUTIVE DIRECTOR			
P.O. BOX 1667, LOS ALTOS, CA 94023	30.00	163,200.	22,096.	960.
CHEN ZHANG	ACCOUNTANT			
P.O. BOX 1667, LOS ALTOS, CA 94023	34.00	79,198.	25,888.	0.
DAVID WOLFF	IT MANAGER			
P.O. BOX 1667, LOS ALTOS, CA 94023	34.00	75,962.	20,837.	960.
JOSE SANTOS	PROGRAM ASSOCIATE			
P.O. BOX 1667, LOS ALTOS, CA 94023	37.50	74,083.	16,272.	560.

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LEARNING FOR ACTION		
P.O. BOX 411490, SAN FRANCISCO, CA 94141	PROGRAM CONSULTANT	90,825.
C. DANENE SORACE		
503 WEST CHESTNUT STREET, LANCASTER, PA 17603	PROGRAM CONSULTANT	73,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	57,083,763.
b	Average of monthly cash balances	1b	8,691,873.
c	Fair market value of all other assets	1c	13,752,525.
d	Total (add lines 1a, b, and c)	1d	79,528,161.
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	79,528,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,192,922.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,335,239.
6	Minimum investment return. Enter 5% of line 5	6	3,916,762.

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	3,916,762.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	58,169.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	58,169.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,858,593.
4	Recoveries of amounts treated as qualifying distributions	4	8,000.
5	Add lines 3 and 4	5	3,866,593.
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	3,866,593.

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	17,782,307.
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	17,782,307.
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	5	58,169.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,724,138.

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				3,866,593.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	8,617,663.			
b From 2011	7,741,457.			
c From 2012	7,814,424.			
d From 2013	10,208,196.			
e From 2014	16,384,084.			
f Total of lines 3a through e	50,765,824.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 17,782,307.				
a Applied to 2014, but not more than line 2a			0.	
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				3,866,593.
e Remaining amount distributed out of corpus	13,915,714.			
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:	64,681,538.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
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	8,617,663.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	56,063,875.			
10 Analysis of line 9:				
a Excess from 2011	7,741,457.			
b Excess from 2012	7,814,424.			
c Excess from 2013	10,208,196.			
d Excess from 2014	16,384,084.			
e Excess from 2015	13,915,714.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 15

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	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 Paid during the year				
10 BOOKS A HOME 1238 WESTMINSTER AVE E PALO ALTO, CA 94303		PC	GENERAL SUPPORT	10,000.
ABLE WORKS 1836 BAY ROAD, SUITE B EAST PALO ALTO, CA 94303		PC	PROJECT SUPPORT	10,000.
ACT FOR WOMEN AND GIRLS PO BOX 536 VISALIA, CA 93279-0536		PC	GENERAL SUPPORT	27,000.
ACTERRA ACTION FOR A SUSTAINABLE EARTH 3921 E BAYSHORE RD PALO ALTO, CA 94303-4326		PC	GENERAL SUPPORT	5,000.
ADVOCATES FOR YOUTH 2000 M ST NW WASHINGTON, DC 20036-3307		PC	GENERAL SUPPORT	330,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			16,308,400.
b Approved for future payment				
GENESEE VALLEY EDUCATIONAL PARTNERSHIP 80 MUNSON ST LE ROY, NY 14482		PC	PROJECT SUPPORT	45,000.
Total	▶ 3b			45,000.

Form 990-PF (2015)

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

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

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

14-13-17
Date

CFO
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

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

MAGA E. KISRIV

Firm's name ► **HOOD & STRONG LLP**

Firm's address ► 275 BATTERY ST, STE 900
SAN FRANCISCO, CA 94111

Firm's EIN	94-1254756
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Phone no. **415.781.0793**

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization

THE GROVE FOUNDATION

Employer identification number

77-0108124

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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

THE GROVE FOUNDATION**77-0108124****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	PACKARD FOUNDATION 343 2ND STREET LOS ALTOS, CA 94022	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	FORD FOUNDATION 320 EAST 43RD STREET NEW YORK, NY 10017	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	EVA GROVE P.O. BOX 1667 LOS ALTOS, CA 94023	\$ 34,941,080.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

77-0108124

[illegible]

Name of organization

Employer identification number

THE GROVE FOUNDATION

77-0108124

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 info once) ▶ \$

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

THE GROVE FOUNDATION

77-0108124

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD STREET NEW YORK, NY 10004-2400		PC	PROJECT SUPPORT	10,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA 39 DRUMM ST SAN FRANCISCO, CA 94111-4805		PC	PROJECT SUPPORT	105,000.
AMERICAN LUNG ASSOCIATION IN CALIFORNIA 333 HEGENBERGER ROAD, SUITE 450 OAKLAND, CA 94621		PC	GENERAL SUPPORT	13,000.
ASIAN AMERICANS ADVANCING JUSTICE LOS ANGELES 1145 WILSHIRE BLVD 2ND FLOOR LOS ANGELES, CA 90017-1900		PC	PROJECT SUPPORT	70,000.
ASIAN AMERICANS ADVANCING JUSTICE-ASIAN LAW CAUCUS 55 COLUMBUS AVE SAN FRANCISCO, CA 94111-2101		PC	PROJECT SUPPORT	5,000.
BAY AREA FRIENDSHIP CIRCLE 3900 FABIAN WAY PALO ALTO, CA 94303-4605		PC	GENERAL SUPPORT	1,000.
BERKELEY REPERTORY THEATRE 2025 ADDISON ST BERKELEY, CA 94704-1103		PC	GENERAL SUPPORT	5,000.
BLACK WOMEN FOR WELLNESS PO BOX 292516 LOS ANGELES, CA 90029-7516		PC	GENERAL SUPPORT	10,000.
CABRILLO COLLEGE FOUNDATION 6500 SOQUEL DR APTOS, CA 95003-3119		SO III FI	PROJECT SUPPORT	110,000.
CALIFORNIA LATINAS FOR REPRODUCTIVE JUSTICE P.O. BOX 861766 LOS ANGELES, CA 90086		PC	GENERAL SUPPORT	15,000.
Total from continuation sheets				15,926,400.

THE GROVE FOUNDATION

77-0108124

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CARDEA SERVICES 614 GRAND AVE STE 400 OAKLAND, CA 94610-3562		PC	PROJECT SUPPORT	240,000.
CENTER FOR REPRODUCTIVE RIGHTS INC 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038		PC	GENERAL SUPPORT	100,000.
CENTER ON RACE POVERTY & ENVIRONMENT 47 KEARNY ST STE 804 SAN FRANCISCO, CA 94108-5528		PC	PROJECT SUPPORT	15,000.
CITY COLLEGE OF NEW YORK 160 CONVENT AVENUE, SHEPARD 154 NEW YORK, NY 10031		PC	PROJECT SUPPORT	180,000.
CITY OF REDWOOD CITY 2600 MIDDLEFIELD ROAD REDWOOD CITY, CA 94063		GOV	GENERAL SUPPORT	60,000.
COASTSIDE OPPORTUNITY CENTER INC PO BOX 1089 EL GRANADA, CA 94018-1089		PC	PROJECT SUPPORT	30,000.
COLLECTIVE ROOTS GARDEN PROJECT INC PO BOX 50784 EAST PALO ALTO, CA 94303-0667		PC	GENERAL SUPPORT	2,500.
COLORADO YOUTH MATTER 1650 FRANKLIN ST LOWER LEVEL DENVER, CO 80218-1127		PC	PROJECT SUPPORT	175,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	PROJECT SUPPORT	105,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC 1861 BAY ROAD EAST PALO ALTO, CA 94303		PC	PROJECT SUPPORT	115,000.
Total from continuation sheets				

523631
04-01-15

THE GROVE FOUNDATION

77-0108124

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMPUTERS FOR EVERYONE INC 3723 HAVEN AVE STE 200, MENLO PARK, CA 94025-1011		PC	GENERAL SUPPORT	1,000.
CORA: COMMUNITY OVERCOMING RELATIONSHIP ABUSE PO BOX 5090 SAN MATEO, CA 94402		PC	GENERAL SUPPORT	60,000.
COUNTY OF SAN MATEO 555 COUNTY CENTER, 4TH FLOOR REDWOOD CITY, CA 94063		GOV	PROJECT SUPPORT	4,000.
DAY WORKER CENTER OF MOUNTAIN VIEW 113 ESCUELA AVENUE MOUNTAIN VIEW, CA 94040		PC	GENERAL SUPPORT	7,000.
EAST PALO ALTO SENIOR CENTER INC 560 BELL ST EAST PALO ALTO, CA 94303-1701		PC	PROJECT SUPPORT	30,000.
EDUCATION TRAINING AND RESEARCH ASSOCIATES 4 CARBONERO WAY SCOTT VALLEY, CA 95066-4200		PC	PROJECT SUPPORT	5,000.
EL CAMINO YOUTH SYMPHONY ASSOCIATION 4055 FABIAN WAY PALO ALTO, CA 94303		PC	GENERAL SUPPORT	8,000.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND, INC. 800 3RD AVE FL 25 NEW YORK, NY 10022-7604		PC	GENERAL SUPPORT	11,000.
EXHALE 1714 FRANKLIN ST. #100-141 OAKLAND, CA 94612		PC	GENERAL SUPPORT, PROJECT SUPPORT	66,000.
EYES OPEN IOWA 4000 WESTOWN PARKWAY, STE 204 WEST DES MOINES, IA 50266		PC	GENERAL SUPPORT, PROJECT SUPPORT	200,500.
Total from continuation sheets				

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04-01-15

THE GROVE FOUNDATION

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAITH IN ACTION BAY AREA 1336 ARROYO AVE SAN CARLOS, CA 94070-3913		PC	PROJECT SUPPORT	110,000.
FORWARD TOGETHER 1440 BROADWAY STE 301 OAKLAND, CA 94612-2023		PC	GENERAL SUPPORT	75,000.
FOUNDATION FOR LOUISIANA 4354 S SHERWOOD FOREST BLVD STE 100 BATON ROUGE, LA 70816-4475		PC	PROJECT SUPPORT	32,500.
FRESH LIFELINES FOR YOUTH INC 568 VALLEY WAY MILPITAS, CA 95035-4106		PC	PROJECT SUPPORT	30,000.
FRESNO BARRIOS UNIDOS 4415 E TULARE ST FRESNO, CA 93702-3039		PC	PROJECT SUPPORT	25,000.
FUTURES WITHOUT VIOLENCE 383 RHODE ISLAND ST SAN FRANCISCO, CA 94103-5133		PC	GENERAL SUPPORT	5,000.
GENESEE VALLEY EDUCATIONAL PARTNERSHIP 80 MUNSON ST LE ROY, NY 14482		PC	PROJECT SUPPORT	148,945.
GEORGIA CAMPAIGN FOR ADOLESCENT POWER AND POTENTIAL, INC 1718 PEACHTREE, SUITE 465 ATLANTA, GA 30309		PC	PROJECT SUPPORT	65,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100		PC	PROJECT SUPPORT	20,000.
GREENACTION FOR HEALTH AND ENVIRONMENTAL JUSTICE 559 ELLIS STREET SAN FRANCISCO, CA 94109		PC	GENERAL SUPPORT	15,000.
Total from continuation sheets				

523631
04-01-15

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GRID ALTERNATIVES 1171 OCEAN AVENUE STE 200 OAKLAND, CA 94608-1147		PC	PROJECT SUPPORT	25,000.
GROUNDSWELL FUND 436 14TH ST STE 723 OAKLAND, CA 94612-2709		PC	GENERAL SUPPORT, PROJECT SUPPORT	76,500.
GUTTMACHER INSTITUTE INC. 125 MAIDEN LANE, 7TH FLOOR NEW YORK, NY 10038		PC	GENERAL SUPPORT	40,000.
HASTINGS COLLEGE OF THE LAW UNIV OF CA 200 MCALLISTER STREET SAN FRANCISCO, CA 94102-4707		PC	PROJECT SUPPORT	147,000.
HEALTHRIGHT 360 1735 MISSION STREET SUITE 2001 SAN FRANCISCO, CA 94103-2417		PC	PROJECT SUPPORT	190,000.
HIAS INC 333 SEVENTH AVENUE 16TH FLOOR NEW YORK, NY 10001-5004		PC	PROJECT SUPPORT	5,000.
HIP HOUSING DEVELOPMENT CORPORATION 364 S RAILROAD AVE SAN MATEO, CA 94401-4024		PC	PROJECT SUPPORT	35,000.
HUNTER COLLEGE FOUNDATION 695 PARK AVE EAST 1313 NEW YORK, NY 10065		PC	PROJECT SUPPORT	3,750,000.
IBIS REPRODUCTIVE INC 17 DUNSTER ST STE 201 CAMBRIDGE, MA 02138-5002		PC	PROJECT SUPPORT	83,330.
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION ST STE 602 SAN FRANCISCO, CA 94103-2473		PC	PROJECT SUPPORT	410,000.
Total from continuation sheets				

THE GROVE FOUNDATION

77-0108124

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INSTITUTE FOR LOCAL GOVERNMENT 1400 K ST STE 205 SACRAMENTO, CA 95814-3916		PC	PROJECT SUPPORT	35,000.
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND ST 12 NEW YORK, NY 10168-0002		PC	GENERAL SUPPORT, PROJECT SUPPORT	465,000.
INTERNATIONAL RESCUE COMMITTEE, NORTHERN CA 1460 KOLL CIRCLE, SUITE 107 SAN JOSE, CA 95112		PC	PROJECT SUPPORT	185,000.
JEWISH COMMUNITY FEDERATION OF S F MARIN PENINSULA & SONOMA COUNTIES 121 STEUART SAN FRANCISCO, CA 94105-1236		PC	PROJECT SUPPORT	75,000.
JOBTRAIN 1200 O BRIEN DRIVE MENLO PARK, CA 94025-1413		PC	GENERAL SUPPORT, PROJECT SUPPORT	185,000.
KARA 457 KINGSLEY AVE PALO ALTO, CA 94301-3222		PC	GENERAL SUPPORT	15,000.
LEGAL AID SOCIETY OF SAN MATEO CO 330 TWIN DOLPHIN DR, STE 123 REDWOOD CITY, CA 94065		PC	PROJECT SUPPORT	150,000.
LIFEMOVES 181 CONSTITUTION DRIVE MENLO PARK, CA 94025		PC	GENERAL SUPPORT	54,000.
LOS ALTOS COMMUNITY FOUNDATION 183 HILLVIEW AVE LOS ALTOS, CA 94022-3742		PC	GENERAL SUPPORT	10,000.
MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH 498 7TH AVENUE, 18TH FLOOR NEW YORK, NY 10008		PC	GENERAL SUPPORT, PROJECT SUPPORT	2,968,875.
Total from continuation sheets				

THE GROVE FOUNDATION

77-0108124

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MISSISSIPPI FIRST INC PO BOX 1159 JACKSON, MS 39215-1159		PC	PROJECT SUPPORT	40,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH ST STE 3 SAN FRANCISCO, CA 94110-1684		PC	PROJECT SUPPORT	1,000.
MURAL MUSIC & ARTS PROJECT 2043 EUCLID EAST PALO ALTO, CA 94303		PC	GENERAL SUPPORT	35,000.
NATIONAL ACADEMY OF SCIENCES 2101 CONSTITUTION AVE NW WASHINGTON, DC 20418-0007		PC	PROJECT SUPPORT	60,000.
NATIONAL COUNCIL OF LA RAZA 1126 16TH ST NW 6TH FL WASHINGTON, DC 20036-4804		PC	PROJECT SUPPORT	70,000.
NATIONAL IMMIGRATION FORUM INC 50 F STREET NW, ST 300 WASHINGTON, DC 20001-0000		PC	PROJECT SUPPORT	45,000.
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD STE 2850 LOS ANGELES, CA 90010-1938		PC	GENERAL SUPPORT	110,000.
NATIONAL PARKINSON FOUNDATION INC 200 SE 1ST STREET MIAMI, FL 33131		PC	PROJECT SUPPORT	46,250.
THE NATURE CONSERVANCY 201 MISSION STREET SAN FRANCISCO, CA 94105		PC	GENERAL SUPPORT	54,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, STE 300 WASHINGTON, DC 20036		PC	PROJECT SUPPORT	70,000.
Total from continuation sheets				

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NUESTRA CASA DE EAST PALO ALTO 1798 B BAY ROAD EAST PALO ALTO, CA 94303-1611		PC	GENERAL SUPPORT	65,000.
ONE ARIZONA 530 E MCDOWELL RD STE 107-448 PHOENIX, AZ 85004-1549		PC	PROJECT SUPPORT	50,000.
ONE EAST PALO ALTO 1798 B BAY RD EAST PALO ALTO, CA 94303-1611		PC	GENERAL SUPPORT, PROJECT SUPPORT	73,000.
ONEJUSTICE 433 CALIFORNIA ST STE 815 SAN FRANCISCO, CA 94104-2012		PC	PROJECT SUPPORT	55,000.
PANGEA LEGAL SERVICES 350 SANSOME ST STE 650 SAN FRANCISCO, CA 94104-1378		PC	PROJECT SUPPORT	40,000.
PENINSULA FAMILY SERVICE INC 24 2ND AVE SAN MATEO, CA 94401-3828		PC	PROJECT SUPPORT	40,000.
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301		PC	GENERAL SUPPORT	7,000.
PENINSULA SYMPHONY OF NORTHERN CALIFORNIA ASSOCIATION 146 MAIN ST LOS ALTOS, CA 94022-2999		PC	GENERAL SUPPORT	5,000.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 2000 M ST NW WASHINGTON, DC 20036-3307		PC	GENERAL SUPPORT	10,000.
PLANNED PARENTHOOD MAR MONTE INC 1691 THE ALAMEDA SAN JOSE, CA 95126-2203		PC	GENERAL SUPPORT, PROJECT SUPPORT	800,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 1301 CYPRESS AVE SAN MATEO, CA 94401-2007		PC	PROJECT SUPPORT	10,000.
PUEENTE DE LA COSTA SUR PO BOX 554 PESCADERO, CA 94060-0554		PC	GENERAL SUPPORT	45,000.
RAVENSWOOD CITY ELEMENTARY 2160 EUCLID AVE. EAST PALO ALTO, CA 94303 1703		PC	PROJECT SUPPORT	65,000.
RAVENSWOOD FAMILY HEALTH CENTER 1885 BAY ROAD EAST PALO ALTO, CA 94303-1611		PC	GENERAL SUPPORT	150,000.
REBUILDING TOGETHER PENINSULA 841 KAYNYNE STREET REDWOOD CITY, CA 94063-3000		PC	GENERAL SUPPORT	20,000.
REDWOOD CITY SCHOOL DISTRICT 750 BRADFORD ST. REDWOOD CITY, CA 94063-1727		GOV	PROJECT SUPPORT	201,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY 2195 HEARST AVE ROOM 120 MC 1104 BERKELEY, CA 94720-1104		PC	PROJECT SUPPORT	295,000.
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BLVD STE 620 6TH FL LOS ANGELES, CA 90024-6502		PC	PROJECT SUPPORT	30,000.
REPRODUCTIVE HEALTH ACCESS PROJECT INC PO BOX 21191 NEW YORK, NY 10025-0017		PC	PROJECT SUPPORT	115,000.
RESOURCE FOUNDATION INC 237 W 35TH ST STE 1203 NEW YORK, NY 10001-1950		PC	PROJECT SUPPORT	8,000.
Total from continuation sheets				

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Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
RUTGERS UNIVERSITY FOUNDATION 41 GORDON RD. SUITE A PISCATAWAY, NJ 008894-8067		PC	PROJECT SUPPORT	100,000.
SAMARITAN HOUSE 4031 PACIFIC BLVD. SAN MATEO, CA 94403		PC	PROJECT SUPPORT	50,000.
SAN MATEO COUNTY COMMUNITY COLLEGE DISTRICT 3401 CSM DRIVE SAN MATEO, CA 94402		PC	PROJECT SUPPORT	152,500.
SAN MATEO COUNTY HEALTH FOUNDATION 222 W 39TH AVE SAN MATEO, CA 94403-4364		PC	PROJECT SUPPORT	25,000.
SANTA CLARA VALLEY SCIENCE FAIR ASN PO BOX 307 LOS ALTOS, CA 94023-0307		PC	GENERAL SUPPORT	2,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVE SAN JOSE, CA 95125-2113		PC	GENERAL SUPPORT	125,000.
SEQUOIA HIGH 1201 BREWSTER AVE. REDWOOD CITY, CA 940621334		PC	PROJECT SUPPORT	75,000.
SEXUALITY INFORMATION AND EDUCATION COUNCIL OF THE UNITED STATES INC 90 JOHN STREET, SUITE 704 NEW YORK, NY 10038		PC	GENERAL SUPPORT, PROJECT SUPPORT	59,000.
SHENANDOAH VALLEY COMMUNITY RESIDENCES INC 301 N. CAMERON STREET, SUITE 103 WINCHESTER, VA 22601-4869		PC	GENERAL SUPPORT	4,500.
SHIFT NC 3710 UNIVERSITY DR. STE 310 DURHAM, NC 27707		PC	PROJECT SUPPORT	45,000.
Total from continuation sheets				

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHIN SHIN EDUCATIONAL FOUNDATION 433 CALIFORNIA ST STE 810 SAN FRANCISCO, CA 94104-2012		PC	PROJECT SUPPORT	1,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 W. EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040-1498		PC	PROJECT SUPPORT	450,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035-4709		PC	GENERAL SUPPORT	25,000.
SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC 23532 CALABASAS ROAD, SUITE A CALABASAS, CA 91302		PC	PROJECT SUPPORT	30,000.
SOUTHERN POVERTY LAW CENTER INC PO BOX 548 MONTGOMERY, AL 36101-0548		PC	PROJECT SUPPORT	75,000.
ST FRANCIS CENTER OF REDWOOD CITY 101 BUCKINGHAM AVE REDWOOD CITY, CA 94063-3210		PC	PROJECT SUPPORT	1,000.
STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS, CA 94070-3070		PC	GENERAL SUPPORT	40,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	30,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BLVD STE 300 FALLS CHURCH, VA 22042-2333		PC	PROJECT SUPPORT	50,000.
TEEN SUCCESS INC 576 VALLEY WAY MILPITAS, CA 95035-4106		PC	PROJECT SUPPORT	20,000.
Total from continuation sheets				

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC 383 MAIN AVE NORWALK, CT 06851-1543		PC	PROJECT SUPPORT	87,000.
THE FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS INC PO BOX 750 ROCKVILLE, MD 20848-0750		PC	GENERAL SUPPORT	20,000.
THE INTERNATIONAL INSTITUTE OF THE BAY AREA 2600 MIDDLEFIELD ROAD REDWOOD CITY, CA 94063		PC	PROJECT SUPPORT	55,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO 220 MONTGOMERY ST., 5TH FLOOR SAN FRANCISCO, CA 94104		PC	PROJECT SUPPORT	50,000.
TOWER FOUNDATION OF SAN JOSE STATE UNIVERSITY 1 WASHINGTON SQ SAN JOSE, CA 95192-0256		PC	PROJECT SUPPORT	5,000.
UC SANTA BARBARA FOUNDATION UNIVERSITY OF CALIFORNIA SANTA BARBARA, CA 93106-0001		PC	PROJECT SUPPORT	8,000.
UCSF FOUNDATION P.O. BOX 0248 SAN FRANCISCO, CA 94143-0248		PC	PROJECT SUPPORT	50,000.
ULTRAVIOLET EDUCATION FUND PO BOX 34756 WASHINGTON, DC 20043-4756		PC	GENERAL SUPPORT	3,000.
UNITED WAY OF THE BAY AREA 221 MAIN ST STE 300 SAN FRANCISCO, CA 94105-1911		PC	PROJECT SUPPORT	75,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION MCLAUGHLIN HALL #1722 BERKELEY, CA 94720-1722		PC	PROJECT SUPPORT	3,000.
Total from continuation sheets				

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSITY OF SAN FRANCISCO 2130 FULTON ST SAN FRANCISCO, CA 94117-1080		PC	PROJECT SUPPORT	5,000.
UNIVERSITY OF WASHINGTON PO BOX 356460 SEATTLE, WA 98195-6460		PC	PROJECT SUPPORT	150,000.
VMC FOUNDATION 2400 MOORPARK AVE STE 201 SAN JOSE, CA 95128-2624		PC	PROJECT SUPPORT	5,000.
WELCOMING AMERICA INC 315 WEST PONCE DE LEON AVENUE SUITE DECATUR, GA 30030-2400		PC	PROJECT SUPPORT	20,000.
WEST VIRGINIA FREE INCORPORATED 100 CAPITOL ST STE 1005 CHARLESTON, WV 25301-2601		PC	PROJECT SUPPORT, PROJECT SUPPORT	180,000.
YOUTH COMMUNITY SERVICE INC 3800 MIDDLEFIELD RD PALO ALTO, CA 94303-4716		PC	PROJECT SUPPORT	15,000.
YOUTH UNITED FOR COMMUNITY ACTION 2135 CLARKE AVE. EAST PALO ALTO, CA 94303		PC	GENERAL SUPPORT	30,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT CASH	1,205,540.	1,205,540.	
TOTAL TO PART I, LINE 3	1,205,540.	1,205,540.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIPS	196,184.	0.	196,184.	196,184.	
SECURITIES	13,659.	0.	13,659.	13,659.	
TO PART I, LINE 4	209,843.	0.	209,843.	209,843.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	<753.>	<999.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<753.>	<999.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,832.	0.		9,731.
TO FM 990-PF, PG 1, LN 16A	11,832.	0.		9,731.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,500.	3,250.		29,250.
TO FORM 990-PF, PG 1, LN 16B	32,500.	3,250.		29,250.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	255,340.	185,739.		59,489.
TO FORM 990-PF, PG 1, LN 16C	255,340.	185,739.		59,489.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	55,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	55,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	3,140.	0.		3,140.
TELEPHONE & TELECOM	14,473.	0.		14,473.
POSTAGE & SHIPPING	1,053.	0.		1,053.
TECHNOLOGY SUPPLIES	1,200.	0.		1,200.
EQUIPMENT RENTAL & MAINT	3,704.	0.		3,704.
SUBSCRIPTIONS	16,689.	0.		16,689.
WEB HOSTING	241.	0.		241.

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OTHER MISCELLANEOUS	3,102.	0.	3,102.
DUES	5,300.	0.	5,300.
INSURANCE	15,051.	0.	15,051.
PROJECTS - NON EMPLOYEE TRAVEL	124,636.	0.	124,636.
PROJECTS - INFORMATION TECHNOLOGY	4,342.	0.	4,342.
PROJECTS - CONSULTING	210,686.	0.	211,120.
PROJECTS - OTHER	1,314.	0.	1,314.
TRAINING	6,665.	0.	6,665.
TO FORM 990-PF, PG 1, LN 23	411,596.	0.	412,030.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AND GSE BONDS	X		52,664,737.	52,664,737.
TOTAL U.S. GOVERNMENT OBLIGATIONS			52,664,737.	52,664,737.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			52,664,737.	52,664,737.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CALCEF CLEAN ENERGY ANGEL FUND I, LP	COST	173,407.	137,143.
DRAPER FISHER JURVETSON FUND VII, LP	COST	241,318.	273,651.
FRANCISCO PARTNERS, L.P.	COST	<7,286.>	272,699.
ISHARES TR	FMV	0.	0.
LBA INDUSTRIAL FUND I, LLC	COST	<8,702.>	27,115.
LBA REALTY FUND II, INC.	COST	1,827,263.	2,316,111.
LBA REALTY FUND III, INC.	COST	1,500,000.	1,250,064.
LBA REALTY FUND IV, LP	COST	208,081.	1,036,437.
LBA REALTY FUND, INC.	COST	352,889.	189,020.
LEGACY VENTURE V (QP), LLC	COST	1,627,040.	2,542,960.
LEGACY VENTURE VI (QP), LLC	COST	1,872,662.	2,858,592.
MEDGENESIS	COST	500,000.	500,000.
MONTAGE CAPITAL II, L.P.	COST	469,744.	599,207.
REGIS PARTNERS FUND, LP	COST	958,939.	1,134,494.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND VIII, L.P.	COST	<133,539.>	171,248.

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VANGUARD ALL-WORLD EX-US	FMV	0.	0.
VANGUARD EMERGING MARKETS	FMV	0.	0.
VANGUARD TTL STK MRT ETF	FMV	0.	0.
VENTURE LENDING AND LEASING VII, LLC	COST	370,181.	403,784.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,951,997.	13,712,525.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER AND SOFTWARE- SERVER	11,224.	11,224.	0.
HIGH DEFINITION CAMCORDER	1,530.	1,530.	0.
COMPUTER - LESLIE'S LAPTOP II	2,743.	2,743.	0.
OUTSIDE SERVER	3,134.	3,134.	0.
65" LCD FOR BIG CONFERENCE RM	4,156.	4,156.	0.
46" LCD FOR CHAIRMAN'S RM	1,777.	1,777.	0.
46" LCD FOR KF HUDDLE RM	1,777.	1,777.	0.
SECURITY SYSTEM AND INSTALLATION	4,778.	4,778.	0.
AUDIO, VIDEO SYSTEM - 4 POLYCOMS(1-4),	14,553.	14,553.	0.
LAPTOP AND HARDWARE FOR JAIME	3,408.	3,408.	0.
LAPTOP AND HARDWARE FOR REBEKAH	3,415.	3,415.	0.
BIG CONFERENCE ROOM TABLE	2,559.	2,559.	0.
19 THINK CHAIRS, 1 LEAP CHAIR	13,622.	13,622.	0.
12 FILE CABINETS	3,851.	3,851.	0.
CONFERENCE ROOM CHAIRS, 16 W/ARMS	6,875.	6,875.	0.
CONFERENCE ROOM CHAIRS, 8 W/O ARMS	3,339.	3,339.	0.
TABLES IN ANDY'S ROOM, 2	2,894.	2,894.	0.
CREDENZA IN ANDY'S ROOM	2,663.	2,663.	0.
PEDESTALS, 15	5,313.	5,313.	0.
PHOTO ARTS	2,917.	2,917.	0.
TI - ARCHITECTURE	27,940.	27,940.	0.
TI - CONSTRUCTION	237,153.	237,153.	0.
LAPTOP FOR LESLIE	2,538.	2,538.	0.
LAPTOP FOR OBJ TRADE SHOW	2,083.	2,083.	0.
LAPTOP FOR KAMRAN	2,551.	2,551.	0.
LAPTOP FOR DAVID EQ-10038	2,473.	2,473.	0.
LAPTOP FOR MARSHA	2,311.	2,311.	0.
LAPTOP FOR RICK	2,066.	2,066.	0.
DESK TOP COMPUTER FOR KEN	1,842.	1,842.	0.
LAPTOP FOR REBEKAH	2,491.	2,422.	69.
LAPTOP FOR JOSE SANTOS	2,197.	2,076.	121.
LAPTOP FOR LESLIE	2,255.	1,567.	688.
SOFA AND SWIVEL CHAIR	2,868.	1,183.	1,685.

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LAPTOP FOR LUVLEEN	1,599.	599.	1,000.
LAPTOP FOR DAVID EQ-10047	1,599.	599.	1,000.
TOTAL TO FM 990-PF, PART II, LN 14	390,494.	385,931.	4,563.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	10,972.	10,972.	10,972.
ACCRUED INTEREST RECEIVABLE	286,475.	300,584.	300,584.
TO FORM 990-PF, PART II, LINE 15	297,447.	311,556.	311,556.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 13
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EXPLANATION

THE FOUNDATION INCLUDED IN QUALIFYING DISTRIBUTION AN AMOUNT GIVEN TO A DONOR ADVISED FUND OVER WHICH THE FOUNDATION OR A DISQUALIFIED PERSON HAS ADVISORY PRIVILEGES. THE FOUNDATION ADVISED WITHIN THE SAME FISCAL YEAR THAT ANY AMOUNTS GIVEN TO DONOR ADVISED FUNDS ARE TO BE GIVEN TO 501(C)(3) PUBLIC CHARITIES TO ACCOMPLISH EXEMPT PURPOSES AS DESCRIBED IN SECTION 170(C)(2)(B).

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREW S. GROVE P.O. BOX 1667 LOS ALTOS, CA 94023	CO-CHAIR (THRU 3/21/16) 20.00	0.	0.	0.
KAREN GROVE P.O. BOX 1667 LOS ALTOS, CA 94023	BOARD CHAIR 20.00	0.	0.	0.
EVA K. GROVE P.O. BOX 1667 LOS ALTOS, CA 94023	SECRETARY 8.00	0.	0.	0.
LESLIE DOROSIN P.O. BOX 1667 LOS ALTOS, CA 94023	CO-EXECUTIVE DIRECTOR/CFO 30.00	163,200.	38,791.	960.
ROBIE SPECTOR P.O. BOX 1667 LOS ALTOS, CA 94023	BOARD DIRECTOR (THRU 8/31/16) 8.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		163,200.	38,791.	960.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

ANDREW S. GROVE
EVA K. GROVE