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

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its 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 WAYNE AND GLADYS VALLEY FOUNDATION		A Employer identification number 95-3203014
Number and street (or P.O. box number if mail is not delivered to street address) 1939 HARRISON STREET	Room/suite 510	B Telephone number 510-466-6060
City or town, state or province, country, and ZIP or foreign postal code OAKLAND, CA 94612-3532		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 459,398,600.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		681.	681.		STATEMENT 1
4 Dividends and interest from securities		9,459,737.	9,459,737.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		974,423.			
b Gross sales price for all assets on line 6a 242,486,912.					
7 Capital gain net income (from Part IV, line 2)			974,423.		
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		16,449.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		10,451,290.	10,434,841.		
13 Compensation of officers, directors, trustees, etc		867,375.	433,688.		433,687.
14 Other employee salaries and wages		38,740.	19,370.		19,370.
15 Pension plans, employee benefits		262,603.	131,301.		131,302.
16a Legal fees STMT 4		1,034.	517.		517.
b Accounting fees STMT 5		50,480.	25,240.		25,240.
c Other professional fees STMT 6		95,218.	47,609.		47,609.
17 Interest					
18 Taxes STMT 7		200,000.	0.		0.
19 Depreciation and depletion		11,328.	0.		
20 Occupancy		117,795.	58,898.		58,897.
21 Travel, conferences, and meetings		12,356.	6,178.		6,178.
22 Printing and publications		635.	317.		318.
23 Other expenses STMT 8		810,350.	762,266.		48,084.
24 Total operating and administrative expenses. Add lines 13 through 23		2,467,914.	1,485,384.		771,202.
25 Contributions, gifts, grants paid		20,703,834.			20,703,834.
26 Total expenses and disbursements. Add lines 24 and 25		23,171,748.	1,485,384.		21,475,036.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-12,720,458.			
b Net investment income (if negative, enter -0-)			8,949,457.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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		17,023,661.	17,080,308.	17,080,308.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 12	221,865,521.	227,786,416.	231,607,647.	
	b	Investments - corporate stock STMT 13	81,139,913.	76,341,822.	94,344,710.	
	c	Investments - corporate bonds STMT 14	125,827,808.	111,939,226.	114,171,893.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 321,020.					
	Less: accumulated depreciation STMT 11 ▶ 287,874.	44,475.	33,146.	33,146.		
15	Other assets (describe ▶ STATEMENT 15)	2,218,224.	2,160,896.	2,160,896.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	448,119,602.	435,341,814.	459,398,600.		
Liabilities	17	Accounts payable and accrued expenses	2,157,304.	2,400,467.		
	18	Grants payable	130,343,334.	181,632,500.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 16)	346,521.	495,285.		
23	Total liabilities (add lines 17 through 22)	132,847,159.	184,528,252.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	315,272,443.	250,813,562.			
30	Total net assets or fund balances	315,272,443.	250,813,562.			
31	Total liabilities and net assets/fund balances	448,119,602.	435,341,814.			

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	315,272,443.
2	Enter amount from Part I, line 27a	2	-12,720,458.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	28,124.
4	Add lines 1, 2, and 3	4	302,580,109.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	51,766,547.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	250,813,562.

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	STOCKS	P	VARIOUS	VARIOUS
b	BONDS	P	VARIOUS	VARIOUS
c	TEMPORARY INVESTMENTS	P	VARIOUS	VARIOUS
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 14,164,996.		12,984,573.	1,180,423.
b 138,122,673.		138,328,673.	-206,000.
c 90,199,243.		90,199,243.	0.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			1,180,423.
b			-206,000.
c			0.
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	974,423.
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	13,304,747.	463,224,628.	.028722
2013	11,187,438.	459,339,989.	.024355
2012	27,936,670.	449,891,376.	.062096
2011	38,948,864.	458,454,689.	.084957
2010	41,440,892.	480,532,018.	.086240

2 Total of line 1, column (d)	2	.286370
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	.057274
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	452,329,441.
5 Multiply line 4 by line 3	5	25,906,716.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	89,495.
7 Add lines 5 and 6	7	25,996,211.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	21,475,036.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	178,989.
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	178,989.
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	178,989.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	349,407.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	349,407.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	170,418.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 170,418. 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
b 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of RICHARD M. KINGSLAND Telephone no. (510)-466-6060 Located at 1939 HARRISON STREET, SUITE 510, OAKLAND, CA ZIP+4 94612-3532		
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		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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ 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 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? ☐ Yes ☒ No If "Yes," list the years N/A 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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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) 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

5b

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 17		867,375.	216,816.	8,636.

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
NONE				

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
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET, 40TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT MANAGER	558,779.
UNION BANK - 350 CALIFORNIA STREET, 11TH FLOOR, SAN FRANCISCO, CA 94104	CUSTODIAL SERVICE	95,218.
CAMBRIDGE ASSOCIATES	INVESTMENT	
P.O. BOX 10317, UNIONDALE, NY 11555	ADVISOR/CONSULTANT	91,563.
BLACKROCK INSTITUTIONAL TRUST CO.		
P.O. BOX 905973, CHARLOTTE, NC 28290	INVESTMENT MANAGER	63,840.
MARCUM LLP - 101 MONTGOMERY STREET, STE 1900, SAN FRANCISCO, CA 94104	AUDIT/TAX	50,480.
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	452,863,141.
b	Average of monthly cash balances	1b	6,354,566.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	459,217,707.
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	459,217,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,888,266.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	452,329,441.
6	Minimum investment return. Enter 5% of line 5	6	22,616,472.

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	22,616,472.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	178,989.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	178,989.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,437,483.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,437,483.
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	22,437,483.

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	21,475,036.
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	21,475,036.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,475,036.

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.

Form 990-PF (2015)

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				22,437,483.
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	17,777,071.			
b From 2011	16,286,476.			
c From 2012	5,716,080.			
d From 2013				
e From 2014				
f Total of lines 3a through e	39,779,627.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 21,475,036.				
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				21,475,036.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	962,447.			962,447.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	38,817,180.			
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	16,814,624.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	22,002,556.			
10 Analysis of line 9:				
a Excess from 2011	16,286,476.			
b Excess from 2012	5,716,080.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				20,703,834.
Total			3a	20,703,834.
b Approved for future payment				
SEE ATTACHED SCHEDULE				71,112,500.
Total			3b	71,112,500.

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
INTEREST INCOME	681.	681.	
TOTAL TO PART I, LINE 3	681.	681.	

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
DIVIDEND INCOME	9,459,737.	0.	9,459,737.	9,459,737.	
TO PART I, LINE 4	9,459,737.	0.	9,459,737.	9,459,737.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	16,449.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,449.	0.	

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	1,034.	517.		517.
TO FM 990-PF, PG 1, LN 16A	1,034.	517.		517.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT FEES	44,805.	22,403.		22,402.	
TAX PREPARATION FEES	5,675.	2,837.		2,838.	
TO FORM 990-PF, PG 1, LN 16B	50,480.	25,240.		25,240.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAL FEES	95,218.	47,609.		47,609.	
TO FORM 990-PF, PG 1, LN 16C	95,218.	47,609.		47,609.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX PAID 06-15-16	200,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	200,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGER FEES	714,182.	714,182.		0.	
OFFICE EXPENSE	32,377.	16,189.		16,188.	
INSURANCE	58,132.	29,066.		29,066.	
DUES	990.	495.		495.	
AUTOMOBILE EXPENSE	4,664.	2,332.		2,332.	

WAYNE AND GLADYS VALLEY FOUNDATION

95-3203014

BANK CHARGES	5.	2.	3.
TO FORM 990-PF, PG 1, LN 23	810,350.	762,266.	48,084.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
DECREASE IN ACCOUNTS PAYABLE	6,592.
INCREASE IN EXCISE TAX RECEIVABLE	21,532.
TOTAL TO FORM 990-PF, PART III, LINE 3	28,124.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
DECREASE IN INTEREST RECEIVABLE	78,862.
DECREASE IN EXCISE TAX RECEIVABLE	148,764.
INCREASE IN GRANTS PAYABLE	51,289,166.
INCREASE IN INCENTIVE/RETENTION PAYABLE	249,755.
TOTAL TO FORM 990-PF, PART III, LINE 5	51,766,547.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEXUS ES 330 2005	34,522.	28,035.	6,487.	6,487.
FURNITURE	86,226.	86,226.	0.	0.
FURNITURE	46,254.	46,254.	0.	0.
FURNITURE	3,117.	3,117.	0.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.	0.
PROPERTY, PLANT & EQUIPMENT	2,498.	2,498.	0.	0.
PROPERTY, PLANT & EQUIPMENT	330.	330.	0.	0.
PROPERTY, PLANT & EQUIPMENT	1,006.	1,006.	0.	0.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.	0.
PROPERTY, PLANT & EQUIPMENT	11,305.	10,175.	1,130.	1,130.
PROPERTY, PLANT & EQUIPMENT	36,467.	10,938.	25,529.	25,529.
	321,020.	287,874.	33,146.	33,146.

TO 990-PF, PART II, LN 14

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	12
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT & MUNICIPAL BONDS	X		227,786,416.	231,607,647.
TOTAL U.S. GOVERNMENT OBLIGATIONS			227,786,416.	231,607,647.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			227,786,416.	231,607,647.

FORM 990-PF	CORPORATE STOCK	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	76,341,822.	94,344,710.
TOTAL TO FORM 990-PF, PART II, LINE 10B	76,341,822.	94,344,710.

FORM 990-PF	CORPORATE BONDS	STATEMENT	14
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	111,939,226.	114,171,893.
TOTAL TO FORM 990-PF, PART II, LINE 10C	111,939,226.	114,171,893.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	2,068,817.	1,989,957.	1,989,957.
EXCISE TAX RECEIVABLE	149,407.	170,939.	170,939.
TO FORM 990-PF, PART II, LINE 15	2,218,224.	2,160,896.	2,160,896.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	346,521.	495,285.
TOTAL TO FORM 990-PF, PART II, LINE 22	346,521.	495,285.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	CHAIRWOMAN/PRESIDENT 10.00	37,000.	0.	0.
BARBARA B. LASALLE 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
STEPHEN M. CHANDLER 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR 10.00	9,250.	0.	0.
JOHN V. STOCK 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	330,281.	83,947.	4,172.

WAYNE AND GLADYS VALLEY FOUNDATION

95-3203014

RICHARD M. KINGSLAND	DIRECTOR/CFO/VICE PRESIDEN			
1939 HARRISON STREET, SUITE #510	40.00	273,879.	70,032.	2,232.
OAKLAND, CA 94612				

CAROLYN A. WORTH	SECRETARY/ASST. VICE PRESI			
1939 HARRISON STREET, SUITE #510	40.00	142,965.	62,837.	2,232.
OAKLAND, CA 94612				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		867,375.	216,816.	8,636.
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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 18
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL, RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING THE EAST BAY AREA OF SAN FRANCISCO.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEXUS ES 330 2005	05/01/05	150DE	15.00		HV17	34,522.				34,522.	26,260.		1,775.	28,035.
2	FURNITURE	VARIOUS	200DE	7.00		HV17	86,226.				86,226.	86,226.		0.	86,226.
3	FURNITURE	VARIOUS	200DE	7.00		HV17	46,254.				46,254.	46,254.		0.	46,254.
4	FURNITURE	VARIOUS	200DE	7.00		HV17	3,117.				3,117.	3,117.		0.	3,117.
5	LEASEHOLD IMPROVEMENTS	VARIOUS	200DE	10.00		HV17	58,692.				58,692.	58,692.		0.	58,692.
6	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DE	5.00		HV17	2,498.				2,498.	2,498.		0.	2,498.
7	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DE	5.00		HV17	330.				330.	330.		0.	330.
9	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DE	5.00		HV17	1,006.				1,006.	1,006.		0.	1,006.
11	WALL HANGINGS/ART WORK	VARIOUS	200DE	5.00		HV17	38,828.				38,828.	38,828.		0.	38,828.
12	WALL HANGINGS/ART WORK	VARIOUS	200DE	5.00		HV17	1,775.				1,775.	1,775.		0.	1,775.
23	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DE	5.00		HV17	11,305.				11,305.	7,914.		2,261.	10,175.
34	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DE	5.00		HV17	36,467.				36,467.	3,646.		7,292.	10,938.
	* TOTAL 990-PF PG 1 DEPR						321,020.				321,020.	276,546.		11,328.	287,874.

528111
04-01-15

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

WAYNE AND GLADYS VALLEY FOUNDATION

IRS PAID PAYMENT SUMMARY

Fiscal 2016

9/30/2016

Payee Organization
Request Primary Contact
Project Title

Grant No.

Amount

Date Paid

Check #

A FRIENDLY MANOR McCarthy, Marti 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2015 programs for the needy in the East Bay and general support for the FYE 6/30/16</i>	15-031	\$25,000	11/06/2015	14562 / 14658
AIRCRAFT CARRIER HORNET FOUNDATION Jill Knowland Rapposelli P.O. Box 460 Alameda, CA 94501 <i>Various repair projects including repair of deck and water damage to exhibits within the ship.</i>	15-014	\$250,000	04/06/2016	14731
ALAMEDA HEALTH SYSTEM FOUNDATION Barnes, Debra 350 Frank H. Ogawa Plaza, Suite 900 Oakland, CA 94612 <i>Equipment for the Family Birthing Center and the Diagnostics & Interventional Services Center at Highland Hospital.</i>	13-052	\$2,500,000	08/17/2016	14837
ALAMEDA COUNTY LIBRARY FOUNDATION Smith, Tiona 2450 Stevenson Boulevard Fremont, CA 94538-2326 <i>Furnishings, equipment and technology upgrade of the San Lorenzo Library.</i>	15-011	\$100,000	10/16/2015	14540
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 1901 Fairview Street Berkeley, CA 94703 <i>Budget support for Christmas 2015 programs for the needy in the East Bay.</i>	15-032	\$25,000	11/06/2015	14573
BOYS & GIRLS CLUBS OF OAKLAND Stanley, Calvester R. P.O. Box 18770 Oakland, CA 94619-0770 <i>General operating budget support for the FYE 12/31/15</i>	15-028	\$35,000	10/09/2015	14533
BOYS & GIRLS CLUBS OF SAN LEANDRO Glotch, Robert P.O. Box 234 San Leandro, CA 94577 <i>Two year budget support for the after school Reading and Math Intervention Specialist Program</i>	14-023	\$100,000	10/02/2015	14528

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
BUILDING FUTURES WITH WOMEN & CHILDREN Varela, Liz 1395 Bancroft Avenue San Leandro, CA 94577 <i>Budget support for Christmas 2015 programs for the needy in the East Bay.</i>	15-033	\$25,000	11/06/2015	14580
CATHOLIC CHARITIES OF THE DIOCESE OF OAKLAND Fernandez, Chuck 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support for the FYE 4/30/16.</i>	16-007	\$200,000	01/21/2016	14646
CENTER FOR EARLY INTERVENTION ON DEAFNESS Dickeson, Cindy 1035 Grayson Street Berkeley, CA 94710 <i>General operating budget support for the 3 FYE 6/30/2017, 2018 & 2019.</i>	16-016	\$50,000	07/01/2016	14805
CHILDREN'S HOSPITAL & RESEARCH CENTER Biern, Betsy 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2015 programs for the needy in the East Bay.</i>	15-034	\$25,000	11/06/2015	14571
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2015 programs for the needy in the East Bay</i>	15-035	\$25,000	11/06/2015	14570
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Fr. Larry Young 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Budget support for the needs of seven urban schools in the Diocese of Oakland during the 2015-2016 school year.</i>	15-027	\$300,000	10/23/2015	14552
DOMINICAN SISTERS OF MISSION SAN JOSE Canales, Cecilia 43326 Mission Boulevard Fremont, CA 94539-5829 <i>Construction of a new retirement residence (St Joseph Priory) and renovation of Siena House.</i>	13-027	\$2,333,334	03/14/2016	14705
DOMINICAN UNIVERSITY OF CALIFORNIA Marcy, Mary 50 Acacia Avenue San Rafael, CA 94901-2298 <i>Renovation of Meadowlands Hall into a new Health Sciences Center.</i>	15-004	\$1,000,000	10/30/2015	14561

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for the two FYE 12/31/2016 and 2017.</i>	16-013	\$50,000	03/30/2016	14726
EAST OAKLAND YOUTH DEVELOPMENT CENTER Jackson, Regina 8200 International Boulevard Oakland, CA 94621 <i>Renovation and expansion of the facility.</i>	13-049	\$1,250,000	02/11/2016	14688
FAMILY AID-CATHOLIC EDUCATION Toups, Phil 2121 Harrison Street, Suite 100 Oakland, CA 94612 <i>Budget support for the FACE tuition assistance program for three school years.</i>	15-017	\$100,000	07/14/2016	14817
FRIENDS OF THE MILTON-FREEWATER PUBLIC LIBRARY Wells, Erin 8 SW 8th Avenue Milton-Freewater, OR 97862-1501 <i>Library upgrades.</i>	16-002	\$50,000	02/11/2016	14665
FRIENDS OF THE MILTON-FREEWATER PUBLIC LIBRARY Wells, Erin 8 SW 8th Avenue Milton-Freewater, OR 97862-1501 <i>Library upgrades.</i>	16-002	\$50,000	02/18/2016	14670
FRIENDS OF THE MILTON-FREEWATER PUBLIC LIBRARY Wells, Erin 8 SW 8th Avenue Milton-Freewater, OR 97862-1501 <i>Library upgrades.</i>	16-002	\$50,000	06/20/2016	14784
FUTURES EXPLORED INCORPORATED Sanford, Will 3547 Wilkinson Lane Lafayette, CA 94549 <i>Relocation costs for the new Concord facility</i>	15-026	\$25,000	06/09/2016	14782
GIRLVENTURES Hoffman, Taara The Women's Building 3543 18th Street, # 18 San Francisco, CA 94110 <i>General Operating budget support for four years, beginning with the FYE 12/31/15.</i>	15-019	\$25,000	07/07/2016	14812

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
HANDS OF HOPE Paterson, Barbara J. P. O. Box 88 Yuba City, CA 95992 <i>General operating budget support for the FYE 6/30/16 (approved as a Christmas 2015 gift).</i>	15-036	\$30,000	11/06/2015	14575
THE KING'S ACADEMY Meadows, Scott 562 N. Britton Avenue Sunnyvale, CA 94085-3841 <i>The expansion of the Robotics Education Program during the 2015-2016 school year.</i>	15-029	\$5,000	10/02/2015	14516
KIPP BAY AREA SCHOOLS Thompson, Beth Sutkus 1404 Franklin Street, Suite 500 Oakland, CA 94612 <i>Renovation costs for the existing building at KIPP Bridge Academy in West Oakland</i>	16-020	\$250,000	08/04/2016	14830
LEROY GREENE ACADEMY Meyer, Dan 2950 W. River Drive Sacramento, CA 95833 <i>Purchase of a new scoreboard, batting cage and/or other needs of the athletic department</i>	16-004	\$18,000	12/18/2015	14617
MARINE TOYS FOR TOTS FOUNDATION Brewer, Joshua L. c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2015 programs for the needy in Alameda and Contra Costa Counties</i>	15-037	\$12,500	11/06/2015	14564
MARINE TOYS FOR TOTS FOUNDATION Brewer, Joshua L. c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2015 programs for the needy in Alameda and Contra Costa Counties</i>	15-037	\$12,500	11/06/2015	14565
MERCY RETIREMENT AND CARE CENTER Tamra Schmoltzer 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2015 programs for the needy in the East Bay.</i>	15-038	\$25,000	11/06/2015	14577
NATIONAL DISASTER SEARCH DOG FOUNDATION Tosch, Debra 6800 Wheeler Canyon Road Santa Paula, CA 93060 <i>Construction of a new National Training Center</i>	12-044	\$100,000	03/18/2016	14709

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
OAKLAND SCHOOL FOR THE ARTS Darwish, Elise 530 Eighteenth Street Oakland, CA 94612 <i>Equipment and tenant improvements for OSA at the leased Sweet's Ballroom in Oakland.</i>	14-021	\$50,000	09/22/2016	14874
OAKLAND ZOO Parrott, Joel J. P.O. Box 5238 9777 Golf Links Road Oakland, CA 94605 <i>Construction of the California Trail expansion of the Zoo.</i>	13-029	\$3,750,000	10/23/2015	14554
OAKLAND ZOO Parrott, Joel J. P.O. Box 5238 9777 Golf Links Road Oakland, CA 94605 <i>Construction of the California Trail expansion of the Zoo.</i>	13-029	\$3,750,000	04/27/2016	14747
POGO PARK Maher, Toody 2604 Roosevelt Avenue Richmond, CA 94804 <i>The renovation of Elm Playlot in Richmond</i>	16-006	\$50,000	04/27/2016	14748
RANCHO SANTA FE ATTACK SOCCER CLUB Allyne, Neville 616 Stevens Avenue Solana Beach, CA 92075 <i>Budget support for the scholarship program of the Rancho Santa Fe Attack Soccer Club</i>	16-010	\$7,500	02/18/2016	14669
SALESIAN COLLEGE PREPARATORY Chambers, Timothy J. 2851 Salesian Avenue Richmond, CA 94804 <i>Upgrading of the electrical system for the campus</i>	15-018	\$100,000	06/23/2016	14785
SALVATION ARMY - Alameda County Command Williams, Dan 130 Doolittle Drive, Suite 12 PO Box 2058 San Leandro, CA 94577 <i>Budget support for Christmas 2015 programs for the needy in the East Bay</i>	15-039	\$25,000	11/06/2015	14568
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Bova, Blase 9235 San Leandro Street Oakland, CA 94603 <i>Remodeling of the SVdP kitchen on San Pablo Avenue</i>	13-048	\$30,000	07/07/2016	14808

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Bova, Blase 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2015 programs for the needy in the East Bay.</i>	15-040	\$25,000	11/06/2015	14569
SPECIAL OLYMPICS NORTHERN CALIFORNIA, INC. Thompson, Rebecca 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523-4343 <i>Budget support for the Special Olympics East Bay Region Sports Competitions for five years</i>	13-053	\$25,000	10/23/2015	14553
ST. AUGUSTINE HIGH SCHOOL Hearn, Edwin J. 3266 Nutmeg Street San Diego, CA 92104-5199 <i>Construction of a Gymnasium & Student Activity Center (Phase2A)</i>	13-040	\$1,250,000	03/18/2016	14710
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition assistance for the three school years 2013/14, 2014/15 and 2015/16.</i>	14-003	\$400,000	10/02/2015	14525
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for the 2016-2017 school year.</i>	16-017	\$400,000	07/07/2016	14810
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2015 programs for the needy in the East Bay</i>	15-041	\$25,000	11/06/2015	14567
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Anguay, Melanie 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2015 programs for the needy in the East Bay</i>	15-042	\$25,000	11/06/2015	14572
ST. VINCENT de PAUL VILLAGE Bolstad, Bill 3350 E Street San Diego, CA 92102-3332 <i>Budget support for Christmas 2015 programs for the needy in the San Diego area</i>	15-043	\$25,000	11/06/2015	14574

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
STUDENTS RISING ABOVE Martin, Lynne Koll P.O. Box 29174 San Francisco, CA 94129 <i>General operating budget support for the FYE 6/30/2016</i>	16-008	\$50,000	01/14/2016	14640
TEACH FOR AMERICA, INC. Keys, Paul 940 Howard Street San Francisco, CA 94103 <i>Three years budget support for TFA's programs in Oakland and Richmond.</i>	15-015	\$450,000	08/11/2016	14836
USO Hardin, Piper 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2015 programs for US Troops and their families</i>	15-044	\$25,000	11/06/2015	14566
VOLUNTEER CENTER OF THE EAST BAY Loss, Jo A.S. 700 Ygnacio Valley Road, Suite 140 Walnut Creek, CA 94596 <i>Budget support for Christmas 2015 "Share the Spirit" program for the needy in the East Bay</i>	15-045	\$25,000	11/06/2015	14576
WEST COUNTY ADULT DAY CARE/ALZHEIMER'S RESPITE Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for three fiscal years.</i>	15-024	\$20,000	10/16/2015	14541
WEST COUNTY ADULT DAY CARE/ALZHEIMER'S RESPITE Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the three fiscal years ending 12/31/2015 - 2017.</i>	15-024	\$20,000	07/07/2016	14811
WILDLAND FIREFIGHTER FOUNDATION Minor, Vickie 2048 Airport Way Boise, ID 83705 <i>Budget support for services to injured or deceased firefighters & families in California wildfires.</i>	16-001	\$25,000	10/09/2015	14534
YOSEMITE CONSERVANCY Dean, Frank J. 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129 <i>Pmt. # 1 Campaign for the Mariposa Grove of Giant Sequoias at Yosemite National Park, in memory of Ruth Kingsland</i>	12-043	\$500,000	04/06/2016	14732

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
YOSEMITE CONSERVANCY Dean, Frank J. 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129 <i>Pmt. # 2 Campaign for the Mariposa Grove of Giant Sequoias at Yosemite National Park, in memory of Ruth Kingsland.</i>	12-043	\$500,000	10/09/2015	15535
YOSEMITE CONSERVANCY Dean, Frank J. 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129 <i>The purchase of 2 horse teams for the Pioneer Yosemite History Center stagecoach & related equipment/other projects</i>	14-042	\$50,000	12/03/2015	14605
YOSEMITE CONSERVANCY Dean, Frank J. 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129 <i>The Preserve the Pioneer Yosemite History Center project.</i>	16-019	\$55,000	07/07/2016	14809
Grand Total		<u>\$20,703,834</u>		

WAYNE AND GLADYS VALLEY FOUNDATION

GRANTS AND CONTRIBUTIONS APROVED FOR FUTURE PAYMENT

For the FYE 9/30/16

	Approved	Paid	Ending Balance
	2016	2016	2016

CATHOLIC

CATHEDRAL OF ST. MARY OF THE ASSUMPTION	\$	15,000	\$	-	\$	15,000
Doug Benbow, Director of Liturgy and Christian Initiation 111 Gough Street San Francisco, CA 94109 <i>Budget support for the Docent program through 12/31/2017</i>						
SISTERS OF THE HOLY NAMES	\$	60,000	\$	-	\$	60,000
Sister Kathryn Ondryco P.O. Box 907 Los Gatos, CA 95031-0907 <i>Various capital needs for the Marie Rose Center in Campbell.</i>						

Total CATHOLIC	\$	75,000	\$	-	\$	75,000
(2 items)						

COMMUNITY SERVICES

BERKELEY FOOD AND HOUSING PROJECT	\$	25,000			\$	25,000
Terri Light, E.D. 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2016 programs for the needy in the East Bay</i>						
BUILDING FUTURES WITH WOMEN & CHILDREN / CORNERSTONE COMMUNITY DEVELOPMENT	\$	25,000			\$	25,000
Liz Varela, E.D 1395 Bancroft Avenue, Suite 13 Berkeley, CA 94577 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>						
CHILDREN'S HOSPITAL & RESEARCH CENTER FDTN	\$	25,000			\$	25,000
Betsy Biern, Senior V.P. & Chief Development Officer 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>						

	Approved. 2016	Paid 2016	Ending Balance 2016
CITY OF OAKLAND Libby Schaaf, Mayor One Frank Ogawa Plaza, Third Floor Oakland, CA 94612 <i>Contribution to Libby Schaaf's Mayor's Fund for Oakland</i>	\$ 500,000		\$ 500,000
CONTRA COSTA CRISIS CENTER Rhonda James, E.D. 307 Lennon Lane Walnut Creek, CA 94598 <i>Budget support for Christmas 2016 "Share the Spirit" program for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
DAVIS STREET FAMILY RESOURCE CENTER Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
DOWN SYNDROME CONNECTION OF THE BAY Nancy LaBelle 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for 2016 and 2017</i>	\$ 100,000	\$ 50,000	\$ 50,000
HANDS OF HOPE Barbara J Paterson, President P.O. Box 88 Yuba City, CA 95992 <i>General operating budget support for the FYE 6/30/17 (approved as a 2016 Christmas grant).</i>	\$ 30,000		\$ 30,000
MARINE TOYS FOR TOTS FOUNDATION Sgt. Antonio Castaneda, Local Coordinating Officer 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
MERCY RETIREMENT AND CARE CENTER Tamra Schmutzler, E D. 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000

	Approved 2016	Paid 2016	Ending Balance 2016
OAKLAND ELIZABETH HOUSE Tina Humphrey, E D. 6423 Colby Street Oakland, CA 94618 <i>General operating budget support for the FYE 12/31/16.</i>	\$ 15,000		\$ 15,000
ST. MARY'S CENTER Carol Johnson, E D 925 Brockhurst Street. Oakland, CA 94603 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>	\$ 50,000		\$ 50,000
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Melanie Anguay, E.D. 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2016 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
ST. VINCENT DE PAUL VILLAGE Bill Bolstad, VP of Capital Development 3350 E Street San Diego, CA 92102-2332 <i>Budget support for Christmas 2016 programs for the needy in the San Diego area</i>	\$ 25,000		\$ 25,000
SALVATION ARMY - Alameda County Command Captain Dan Williams, Alameda Co Coordinator P.O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2016 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Blase Bova, E D 9235 San Leandro Street Oakland, CA 94603 Arlington, VA 22201 <i>Budget support for Christmas 2016 programs for US Troops and their families.</i>	\$ 25,000		\$ 25,000
USO Ms Piper Hardin, Director, Major Gifts 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2016 programs for US Troops and their families.</i>	\$ 25,000		\$ 25,000

Total COMMUNITY SERVICES
(17 items)

Approved 2016	Paid 2016	Ending Balance 2016
\$ 995,000	\$ 50,000	\$ 945,000

EDUCATION

BOYS & GIRLS CLUB OF OAKLAND \$ 60,000 \$ - \$ 60,000
 Calvester R Stanley, President
 P O Box 18770
 Oakland, CA 94619-0770
General operating budget support for the two FYE 12/31/16 and 2017.

BOYS & GIRLS CLUBS OF SAN LEANDRO \$ 4,000,000 \$ - \$ 4,000,000
 Robert Glotch, ED
 P.O Box 234
 401 Marina Boulevard
 San Leandro, CA 94577
Renovation of the Marina Boulevard facility

BOYS & GIRLS CLUBS OF SAN LEANDRO \$ 200,000 \$ - \$ 200,000
 Robert Glotch, ED
 P.O Box 234
 401 Marina Boulevard
 San Leandro, CA 94577
Budget support for After School Education Services (ASES) during 2016-17 and 2017-18.

MILTON-FREEWATER UNIFIED SCHOOL DISTRICT \$ 15,000,000 \$ - \$ 15,000,000
 Rob Clark, Superintendent
 1020 South Mill Street
 Milton-Freewater, OR 97862
Construction of a new K-3 school (the Gib Olinger Grade School) and other needs of the District.

THE PHILLIPS ACADEMY \$ 25,000 \$ - \$ 25,000
 Esther Cohen, PhD, Executive and Clinical Director
 1910 Central Avenue
 Alameda, CA 94501
General operating budget support for the FYE 6/30/17

Total EDUCATION
(5 items)

\$ -	\$ -	\$ -
\$ 19,285,000	\$ -	\$ 19,285,000

EDUCATION-CATHOLIC

	Approved 2016	Paid 2016	Ending Balance 2016
CORPUS CHRISTI SCHOOL Katie Murphy, Principal 322 Saint James Drive Piedmont, CA 94611 <i>Technology improvements for classrooms.</i>	\$ 20,000	\$ -	\$ 20,000
DIOCESE OF OAKLAND - DEPT. OF CATHOLIC SCHOOLS Father Larry Young, Interim Superintendent 2121 Harrison Street Oakland, CA 94612 <i>Budget support for both the needs of urban schools in Oakland during the 2016-2017 school year</i>	\$ 300,000	\$ -	\$ 300,000
Total EDUCATION-CATHOLIC (2 items)	\$ 320,000	\$ -	\$ 320,000

HEALTH

SHRINERS HOSPITALS FOR CHILDREN - N. Calif. Alan Anderson, Director of Development 2425 Stockton Boulevard Sacramento, CA 95817 <i>Purchase and installation of a new skeletal imaging system and related equipment.</i>	\$ 145,000		\$ 145,000
UC DAVIS FOUNDATION (Veterinary Medical Center) Michael D Lairmore, Dean, School of Veterinary Medicine One Shields Avenue Davis, CA 95616-8571 <i>Construction of the All Species Imaging Center & the Equine Performance Center.</i>	\$ 50,000,000		\$ 50,000,000
Total HEALTH (2 items)	\$ 50,145,000	\$ -	\$ 50,145,000

SPORTS

RANCHO SANTE FE ATTACK SOCCER CLUB Neville Allyne, President 616 Stevens Avenue Solana Beach, CA 92075 <i>Four years budget support for the top team of the BOI group</i>	\$ 30,000	\$ 7,500	\$ 22,500
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Total SPORTS
(1 items)

Approved 2016	Paid 2016	Ending Balance 2016
\$ 30,000	\$ 7,500	\$ 22,500

YOUTH

CENTER FOR EARLY INTERVENTION ON DEAFNESS \$ 150,000 \$ 50,000 \$ 100,000
 Cindy Dickeson, E D.
 1035 Grayson Street
 Berkeley, CA 94710
Budget support for three years

CHILDREN'S FAIRYLAND \$ 100,000 \$ 100,000
 Ms. C.J Hirschfield, ED
 699 Bellevue Avenue
 Oakland, CA 94610
Electrical, sound and other facility improvements.

NEW DAY FOR CHILDREN \$ 120,000 \$ 120,000
 Jon Blankmeyer, CEO
 P.O. Box 439
 Alamo, CA 94507
Construction of a new transitional home in Napa.

Total YOUTH
(3 items)

\$ 370,000	\$ 50,000	\$ 320,000
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GRAND TOTAL
(32 items)

\$ 71,220,000	\$ 107,500	\$ 71,112,500
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