

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation Quest Foundation		A Employer identification number 20-1844715	
Number and street (or P O box number if mail is not delivered to street address) PO Box 339	Room/suite	B Telephone number (see instructions) (925) 743-1925	
City or town, state or province, country, and ZIP or foreign postal code Danville, CA 94526		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 94,195,645		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	415,999			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	279,527	279,527		
	4 Dividends and interest from securities	1,647,692	1,647,692		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	758,603			
	b Gross sales price for all assets on line 6a	32,252,752			
	7 Capital gain net income (from Part IV, line 2)		1,239,758		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	52,888	52,888			
12 Total. Add lines 1 through 11	3,154,709	3,219,865			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	233,082	23,308		209,774
	14 Other employee salaries and wages	12,358	0		12,358
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	56,387	28,193		23,431
	c Other professional fees (attach schedule)	342,755	342,755		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	99,873	5,963		10
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	46,273	4,627		4,911
	21 Travel, conferences, and meetings	8,446	0		4,934
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,913	0		4,124
	24 Total operating and administrative expenses. Add lines 13 through 23	807,087	404,846		259,542
	25 Contributions, gifts, grants paid	4,907,260			5,038,988
26 Total expenses and disbursements. Add lines 24 and 25	5,714,347	404,846		5,298,530	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,559,638				
b Net investment income (if negative, enter -0-)		2,815,019			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	4,422,697	7,316,889	7,316,889
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 225,456 Less allowance for doubtful accounts ▶ _____ 0	121,182	225,456	225,456
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	7,438,171	447,948	447,948
	b Investments—corporate stock (attach schedule)	25,428,171	25,693,740	25,693,740
	c Investments—corporate bonds (attach schedule)	23,466,207	23,937,474	23,937,474
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	32,047,724	36,507,174	36,507,174
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	177,099	66,964	66,964	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	93,101,251	94,195,645	94,195,645	
Liabilities	17 Accounts payable and accrued expenses	32,996	77,032	
	18 Grants payable	1,170,527	1,038,798	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	155,579	235,475	
	23 Total liabilities (add lines 17 through 22)	1,359,102	1,351,305	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	91,742,149	92,844,340	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	91,742,149	92,844,340		
31 Total liabilities and net assets/fund balances (see instructions) .	93,101,251	94,195,645		

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	91,742,149
2 Enter amount from Part I, line 27a	2	-2,559,638
3 Other increases not included in line 2 (itemize) ▶ _____	3	3,661,829
4 Add lines 1, 2, and 3	4	92,844,340
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	92,844,340

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 See Additional Data Table				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,239,758
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	4,592,482	93,157,389	0.049298
2014	4,282,786	92,310,900	0.046395
2013	4,068,829	88,202,769	0.046130
2012	4,489,548	86,227,706	0.052066
2011	4,354,768	87,136,809	0.049976

2 Total of line 1, column (d)	2	0.243865
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048773
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	91,505,610
5 Multiply line 4 by line 3	5	4,463,003
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,150
7 Add lines 5 and 6	7	4,491,153
8 Enter qualifying distributions from Part XII, line 4	8	5,298,530

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax due'. Total amount owed is 51,602, with 51,602 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', '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 2016 or the taxable year beginning in 2016?', 'Did any persons become substantial contributors during the tax year?'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of Mary Gorup Telephone no (925) 743-1925
Located at PO Box 339 Danville CA ZIP+4 94526
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
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2016 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 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	85,112,662
b	Average of monthly cash balances.	1b	7,494,014
c	Fair market value of all other assets (see instructions).	1c	292,420
d	Total (add lines 1a, b, and c).	1d	92,899,096
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	92,899,096
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,393,486
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	91,505,610
6	Minimum investment return. Enter 5% of line 5.	6	4,575,281

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	4,575,281
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	28,150
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,150
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,547,131
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,547,131
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,547,131

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	5,298,530
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	5,298,530
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	28,150
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,270,380

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,547,131
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			4,229,535	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>5,298,530</u>				
a Applied to 2015, but not more than line 2a			4,229,535	
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 2016 distributable amount.				1,068,995
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				3,478,136
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				5,038,988
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,038,798

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	279,527	
4 Dividends and interest from securities. . . .			14	1,647,692	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	52,888	
8 Gain or (loss) from sales of assets other than inventory			18	758,603	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		2,738,710	0
13 Total. Add line 12, columns (b), (d), and (e).					2,738,710

(See worksheet in line 13 instructions to verify calculations)

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

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

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

Part XVII

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ***** 2017-10-30 ***** Signature of officer or trustee Date Title

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

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Katy Brown Firm's name Armanino LLP Firm's EIN 94-6214841 Firm's address 12657 Alcosta Blvd Ste 500 San Ramon, CA 945834600 Phone no (925) 790-2600

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
Bernstein	P		2016-12-31
Brown Brothers Harriman	P		2016-12-31
Dodge & Cox (Custodian Schwab)	P		2016-12-31
Dodge & Cox (Custodian Schwab)	D		2016-12-31
JP Morgan	P		2016-12-31
Morgan Stanley Main X3194	P		2016-12-31
Charles Schwab Sharf X6437	P		2016-12-31
UnionBanc Investments	P		2016-12-31
Morgan Stanley Credit Partners	P		2016-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,919,177		2,688,159	231,018
1,809,552		1,546,555	262,997
1,664,175		1,083,357	580,818
620,761		378,579	242,182
11,506,537		11,564,615	-58,078
3,344,924		3,175,308	169,616
3,151,771		3,460,670	-308,899
6,905,000		6,905,000	0
330,855		210,751	120,104

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			231,018
			262,997
			580,818
			242,182
			-58,078
			169,616
			-308,899
			0
			120,104

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


(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Derek Jernstedt PO Box 339 Danville, CA 94526	Executive Director 32 00	182,251	0	0
Mary Gornup PO Box 339 Danville, CA 94526	Foundation Manager 15 00	40,500	0	0
Jaci Jernstedt PO Box 339 Danville, CA 94526	Director 2 00	10,330	0	0
Jennifer Jernstedt PO Box 339 Danville, CA 94526	Asst Secretary/ Audit Comm 2 00	0	0	0
Dorothy Jernstedt PO Box 339 Danville, CA 94526	President/Director 2 00	0	0	0
Richard Becher PO Box 339 Danville, CA 94526	CFO/Director 2 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACE Charter School 1100 Shasta Avenue 250 San Jose, CA 95126	NONE	PC	For operational support	41,250
Aim High for High School PO Box 410715 San Francisco, CA 94141	None	Public Charity	For operational support	65,000
Alameda Family Services 2325 Clement Avenue Alameda, CA 94501	NONE	PC	For operational support	25,000
Art in Action 3925 Bohannon Drive Suite 300 Menlo Park, CA 94025	None	Public Charity	For operational support	6,700
Assistance League of Eugene 1149 Willamette Street Eugene, OR 97401	None	Public Charity	For operational support	25,000
Total ▶ 3a				5,038,988

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bay Area Community Resources 3219 Pierce St Richmond, CA 94804	None	Public Charity	For operational support	90,800
Bay Area Women's Sports Initiative 1922 The Alameda Suite 420 San Jose, CA 95126	None	Public Charity	For operational support	16,498
Big Brother Big Sister Bay Area 649 Mission Street 5th Floor San Francisco, CA 94105	None	Public Charity	For operational support	25,000
Big Sky Youth Empowerment Project Inc PO Box 6757 Bozeman, MT 59771	None	Public Charity	For operational support	56,438
Boys & Girls Clubs of Marin and S Sonoma 117 Paul Dr Suite B San Rafael, CA 94903	None	Public Charity	For operational support	36,345
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys & Girls Clubs of Marin and S Sonoma 117 Paul Dr Suite B San Rafael, CA 94903	None	Public Charity	For operational support	38,655
Boys & Girls Clubs of Sonoma Valley 100 West Verano Ave Sonoma, CA 95476	None	Public Charity	For operational support	50,000
Breakthrough Silicon Valley 1635 Park Avenue San Jose, CA 95126	None	Public Charity	For operational support	50,000
Cal Performances 101 zellerbach Hall 4800 berkeley, CA 94720	None	Public Charity	For operational support	20,000
California Academy of Sciences 55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	None	Public Charity	For operational support	40,000
Total 				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA of San Mateo County 330 Twin Dolphin Drive Suite 139 Redwood City, CA 94065	None	Public Charity	For operational support	21,920
CASA Inc P O Box 1418 kenwood, CA 95451	None	Public Charity	For operational support	35,000
Castlemont Comm Transformation School 8711 MacArthur Blvd Oakland, CA 94605	None	Public Charity	For operational support	23,046
Center for Early Intervention on Deafness CEID 1035 Grayson Street Berkeley, CA 94710	None	Public Charity	For operational support	50,000
Challenge Day 2520 Stanwell Drive Suite 160 Concord, CA 94520	None	Public Charity	For operational support	48,272
Total 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Chartwell School 2511 Numa Watson Road Seaside, CA 93955	NONE	public Charity	For operational support	36,070
Child Advocates of Silicon Valley Inc 509 Valley Way Milpitas, CA 95035	None	Public Charity	For operational support	50,000
Children's Center 1713 Penn Lane Oregon City, OR 97045	None	Public Charity	For operational support	40,000
Children's Ctr for Visually Impaired 3101 Main Street Kansas City, MT 64111	None	Public Charity	For operational support	12,500
Children's Home Aid 125 S Wacker Drive Suite 1400 Chicago, IL 60606	NONE	PC	For operational support	33,395
Total ▶ 3a				5,038,988

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CollegeSpring 145 Natoma Street Floor 3 San Francisco, CA 94105	None	Public Charity	For operational support	25,000
Community School for Creative Education 2111 International Blvd Oakland, CA 94606	NONE	PC	For operational support	8,257
Compass Family Services 49 Powell Street 3rd floor San Francisco, CA 94102	None	Public Charity	For operational support	25,000
Completely Kids 2566 St Marys Avenue Omaha, NE 68105	NONE	PC	For operational support	4,000
Court Appointed Special Advocates 2151 Salvio St Suite 295 Walnut Creek, CA 94520	None	Public Charity	For operational support	15,000
Total				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cristo Rey San Jose 1390 Five Wounds Lane San Jose, CA 95116	None	Public Charity	For operational support	30,000
De Marillac Academy 175 Golden Gate Avenue San Francisco, CA 94102	None	Public Charity	For operational support	30,000
Diablo Ballet PO Box 4700 Walnut Creek, CA 94596	NONE	PC	For operational support	12,000
Diablo Valley Young Life 2363 Boulevard Circle Suite 102 Walnut Creek, CA 94595	None	Public Charity	For operational support	10,000
Discovery Counseling Center 115A Town Country Drive Danville, CA 94526	None	Public Charity	For operational support	40,000
Total ▶ 3a				5,038,988

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dovetail Learning 825 Gravenstein Hwy North Suite 2 Sebastopol, CA 95472	None	Public Charity	For operational support	50,000
Down Syndrome Connection of the Bay Area 101-J Town Country Dr Danville, CA 94526	None	Public Charity	For operational support	75,000
East Bay College Fund 2030 Franklin Street Suite 210 Oakland, CA 94612	None	Public Charity	For operational support	30,000
Eastside College Prep 1041 Myrtle Street East Palo Alto, CA 94303	None	Public Charity	For operational support	86,000
Eastside College Prep 1041 Myrtle Street East Palo Alto, CA 94303	None	Public Charity	For operational support	86,000
Total 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Education for Change Public Schools 3265 Logan Street Oakland, CA 94601	None	Public Charity	For operational support	25,000
El Sistema USASalinas 820 Park Row 672 Salinas, CA 93901	NONE	PC	For operational support	50,000
Elevate Oregon 4916 NE 122nd Ave Portland, OR 97230	None	Public Charity	For operational support	50,000
First Graduate 3130 20th St Suite 275 San Francisco, CA 94110	NONE	PC	For operational support	50,000
Fit Kids Foundation 2682 Middlefield Road Unit P Redwood City, CA 94063	None	Public Charity	For operational support	20,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Forest Home Ministries 40000 Valley of the Falls Dr Forest Falls, CA 92339	None	Public Charity	For operational support	30,000
friends of children SF bay area 44 NE Morris portland, OR 97212	None	Public Charity	For operational support	50,000
Friends of Civic Arts Education Fdn 1666 N Main Street Walnut Creek, CA 94596	None	Public Charity	For operational support	25,000
Friends of the Children NY 204A West 115th Street New York, NY 10026	None	Public Charity	For operational support	52,500
Friends of the Children Portland 44 NE Morris Portland, OR 97212	None	Public Charity	For operational support	135,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Giant Steps Therapeutic Equestrian Ctr PO Box 4855 Petaluma, CA 94955	None	Public Charity	For operational support	25,000
GirlVentures 3543 18th Street Suite 18 San Francisco, CA 94110	None	Public Charity	For operational support	30,000
Global Glimpse 101 Broadway Suite 301 Oakland, CA 94607	None	Public Charity	For operational support	15,000
Guitars Over Guns Organization 169 East Flagler Road Suite 1134 Miami, FL 33131	None	Public Charity	For operational support	15,000
Healthy Moves 115 W 8th Avenue Suite 216 Eugene, OR 97401	None	Public Charity	For operational support	5,000
Total 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hope Center for Kids 2200 North 20th Street Omaha, NE 68110	None	Public Charity	For operational support	30,000
Juma Ventures 131 Steuart Street Suite 201 San Francisco, CA 94105	None	Public Charity	For operational support	20,000
Junior Achievement Northern CA 3003 Oak Road Ste 109 Walnut Creek, CA 94597	None	Public Charity	For operational support	22,760
Kate's Club 1330 West Peachtree Street NW Suite 520 Atlanta, GA 30309	None	Public Charity	For operational support	30,000
Kids' Country 120A Town Country Dr Danville, CA 94526	NONE	PC	For operational support	50,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Kristi Yamaguchi's Always Dream Fdn 125 Railroad Ave S-203 Danville, CA 94526	None	Public Charity	For operational support	25,000
LEAP Therapeutic Wilderness Adventures 806 SW Broadway Suite 300 Portland, OR 97205	None	Public Charity	For operational support	15,000
Lighthouse Community Charter School 444 Hegenberger Rd Oakland, CA 94621	NONE	PC	For operational support	65,000
Lincoln Park Zoo 2001 North Clark Street Chicago, IL 60614	NONE	PC	For operational support	48,945
Living Yoga 5100 SW Macadam Suite 360 Portland, OR 97239	None	Public Charity	For operational support	20,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Marin Community Clinics 1177 E Francisco Blvd B San Rafael, CA 94901	NONE	PC	For operational support	25,000
Melrose Leadership Academy 4730 Fleming Avenue Oakland, CA 94619	None	Public Charity	For operational support	35,000
Mentor Tutor Connection PO Box 1473 Los Altos, CA 94023	None	Public Charity	For operational support	20,000
Mission Graduates 3040 16th Street San Francisco, CA 94103	None	Public Charity	For operational support	70,750
Montalvo Arts Center 15400 Montalvo Road PO Box 158 Saratoga, CA 95070	None	Public Charity	For operational support	4,511
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Music in Schools Today 582 Market Street Suite 213 San Francisco, CA 94104	None	Public Charity	For operational support	15,000
National Council on Crime & Delinquency 1970 Broadway Oakland, CA 94612	NONE	PC	For operational support	12,227
NatureBridge 28 Geary Street Suite 650 San Francisco, CA 94108	None	Public Charity	For operational support	50,000
New Leaders 505 14th St Suite 250 Oakland, CA 94612	None	Public Charity	For operational support	125,000
Northwest Academy 1130 SW Main Street Portland, OR 97205	None	Public Charity	For operational support	56,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Oakland children's Fairyland 699 Bellevue Avenue Oakland, CA 94610	NONE	PC	For operational support	18,080
Oakland Public Education Fund Po Box 21748 Oakland, CA 94602	NONE	PC	For operational support	34,000
Oakland Schools Foundation PO Box 339 Danville, CA 94526	none	Public Charity	For operational support	74,000
Oakland Unity Middle School 7200 bancroft avenue ste 261 oakland, CA 94606	NONE	PC	For operational support	17,780
Off the Street Club 25 N Karlov Ave Chicago, IL 60624	None	Public Charity	For operational support	40,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Off The Street Club 25 N Karlov Ave Chicago, IL 60624	NONE	PC	For operational support	40,000
Open Meadow Alternative Schools 25 N Karlov Ave Chicago, IL 60624	NONE	PC	For operational support	25,000
Parenting Now 86 Centennial Loop Eugene, OR 97401	None	Public Charity	For operational support	37,000
Partners Fore Golf Inc 2843 Hopyard Rd Suite 143 Pleasanton, CA 94588	NONE	PC	For operational support	14,925
Partnership 4 Kids 1004 Farnam Street Suite 200 Omaha, NE 68102	NONE	PC	For operational support	5,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Partnership for Los Angeles Schools 1055 Wilshire Blvd 1850 Los Angeles, CA 90017	NONE	PC	For operational support	50,000
Peer Health Exchange 70 Gold Street San Francisco, CA 94133	None	Public Charity	For operational support	56,464
Rancho Cielo 710 Old Stage Rd PO Box 6948 Salinas, CA 93912	None	Public Charity	For operational support	10,643
Rancho Cielo 710 Old Stage Rd PO Box 6948 Salinas, CA 93912	NONE	PC	For operational support	28,488
Reach For The Future PO Box 30851 Spokane, WA 99223	NONE	PC	For operational support	20,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Reading Partners 180 Grand Ave Suite 800 Oakland, CA 94612	None	Public Charity	For operational support	90,000
Redlands Symphony Association 1200 E Colton Ave PO Box 3080 Redlands, CA 92373	NONE	PC	For operational support	33,431
Relief Nursery 1720 West 25th Avenue Eugene, OR 97405	None	Public Charity	For operational support	17,500
Rhythmix Cultural Works 2513 Blanding Avenue Alameda, CA 94501	None	Public Charity	For operational support	2,440
Roosevelt Middle School 1926 E 19th St Oakland, CA 94606	NONE	PC	For operational support	27,781
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Roses in Concrete Community School 551 STEELE STREET OAKLAND, CA 94619	None	Public Charity	For operational support	8,319
Sacred Heart Nativity School 310 Edwards Avenue San Jose, CA 95110	None	Public Charity	For operational support	30,000
Sacred Heart Nativity School 310 Edwards Avenue San Jose, CA 95110	None	Public Charity	For operational support	30,000
Salmon Creek Hospital Foundation 2211 NE 139th St PO Box 5245 Vancouver, WA 98686	None	Public Charity	For operational support	24,475
San Francisco City Academy PO Box 16217 San Francisco, CA 94116	NONE	PC	For operational support	30,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
San Leandro Boys & Girls Clubs 401 Marina Boulevard PO Box 234 San Leandro, CA 94577	None	Public Charity	For operational support	36,480
Sanford ResearchUSD 2301 East 60th Street North Sioux Falls, SD 57104	None	Public Charity	For operational support	30,000
Santa Barbara Education Foundation 1330 State Street Suite 201 Santa Barbara, CA 93101	None	Public Charity	For operational support	25,000
Serendipity Center PO Box 33350 Portland, OR 97292	None	Public Charity	For operational support	35,000
SF Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117	NONE	PC	For operational support	100,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHELTER Inc of Contra Costa County 1333 Willow Pass Rd Suite 206 Concord, CA 94520	None	Public Charity	For operational support	50,000
Spark 555 De Haro Street Suite 330 San Francisco, CA 94107	None	Public Charity	For operational support	50,000
Special Olympics Northern CA & NV 3480 Buskirk Avenue Suite 340 Pleasant Hill, CA 94523	None	Public Charity	For operational support	25,000
St Elizabeth Elementary School 1516 33rd Ave Oakland, CA 94601	None	Public Charity	For operational support	15,000
St Francis Center of Redwood City 151 Buckingham Ave Redwood City, CA 94063	None	Public Charity	For operational support	20,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
St Joseph the Provider School 1125 Turin Ave Youngstown, OH 44510	None	Public Charity	For operational support	23,250
St Mary's Academy 1615 SW Fifth Avenue Portland, OR 97201	None	Public Charity	For operational support	50,000
Summer Search Bay Area 101 Howard Street Suite 250 San Francisco, CA 94105	None	Public Charity	For operational support	75,000
Super Stars Literacy 333 Hegenberger Road Suite 503 Oakland, CA 94621	NONE	PC	For operational support	25,500
Teach for America 940 Howard Street San Francisco, CA 94103	None	Public Charity	For operational support	150,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ted E Bear Hollow 7811 Farnam Dr Omaha, NE 68114	None	Public Charity	For operational support	25,896
Teen Esteem PO Box 966 Danville, CA 94526	None	Public Charity	For operational support	10,000
Teen Esteem PO Box 966 Danville, CA 94526	None	Public Charity	For operational support	9,255
Teen Esteem PO Box 966 Danville, CA 94526	None	Public Charity	For operational support	15,745
The Bay Area Urban Network 735 105th Ave Oakland, CA 94603	None	Public Charity	For operational support	30,000
Total 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Field Museum 1400 South Lake Shore Drive Chicago, IL 60605	NONE	PC	For operational support	25,949
The Field Museum 1400 South Lake Shore Drive Chicago, IL 60605	None	Public Charity	For operational support	48,645
The Laurel School 350 Ninth Avenue San Francisco, CA 94118	None	Public Charity	For operational support	25,000
The Ruth Bancroft Garden 1552 Bancroft Rd Walnut Creek, CA 94598	None	Public Charity	For operational support	20,000
There With Care of the Bay Area 3475 Edison Way Suite H Menlo Park, CA 94025	None	Public Charity	For operational support	30,000
Total ▶ 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Today's Youth Matter 469 Valley Way Milpitas, CA 95035	None	Public Charity	For operational support	25,000
Tutoring Chicago 2145 N Halsted Chicago, IL 60614	None	Public Charity	For operational support	15,000
UC Berkeley Haas School YEAH Program 2001 Addison St Berkeley, CA 94704	None	Public Charity	For operational support	35,000
Ujima Family Recovery Services 1901 Church Lane San Pablo, CA 94806	None	Public Charity	For operational support	60,000
United Way of Lane County 3171 Gateway Loop Springfield, OR 97477	None	Public Charity	For operational support	20,780
Total 3a				5,038,988

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Unity School DBA Oakland High School 6038 Brann Street Oakland, CA 94605	None	Public Charity	For operational support	19,314
Upward Roots 270 Grand Avenue Suite 1 Oakland, CA 94610	None	Public Charity	For operational support	35,000
Upward Roots 270 Grand Avenue Suite 1 Oakland, CA 94610	NONE	PC	For operational support	15,000
Urban Initiatives 650 W Lake St Ste 340 Chicago, IL 60661	None	Public Charity	For operational support	16,865
Vida Verde Nature Education 3540 La Honda Road San Gregorio, CA 94074	None	Public Charity	For operational support	40,000
Total ▶				5,038,988
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Waterside Workshops 84 Bolivar Drive Berkeley, CA 94710	None	Public Charity	For operational support	15,144
We Care Services for Children 2191 Kirker Pass Road Concord, CA 94521	None	Public Charity	For operational support	15,000
Wheel to Walk Foundation PO Box 20146 Portland, OR 97294	None	Public Charity	For operational support	25,000
Wheel to Walk Foundation PO Box 20146 Portland, OR 97294	NONE	PC	For operational support	25,000
Worldreader 2030 1st Avenue Suite 100 Seattle, WA 98121	NONE	PC	For operational support	30,000
Total ▶ 3a				5,038,988

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA of the East Bay 263 South 20th Street Richmond, CA 94804	None	Public Charity	For operational support	35,000
YMCA of the East Bay 263 South 20th Street Richmond, CA 94804	None	Public Charity	For operational support	40,000
Youth Enrichment Strategies 3029 Macdonald Ave Richmond, CA 94804	None	Public Charity	For operational support	50,000
zSharp 564 MARKET STREET SUITE 623 San Francisco, CA 94104	None	Public Charity	For operational support	25,000
Total 3a				5,038,988

TY 2016 Accounting Fees Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	56,387	28,193		23,431

TY 2016 Investments Corporate Bonds Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bonds - Dodge & Cox	7,781,860	7,781,860
Bond Funds - Brown Brothers Harriman	4,884,650	4,884,650
Bonds - Bernstein	5,710,786	5,710,786
Bonds - MS Main	5,560,178	5,560,178

TY 2016 Investments Corporate Stock Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stock - Bernstein	4,911,298	4,911,298
Corporate Stock - JP Morgan	3,345,111	3,345,111
Corporate Stock - MS Cash Alter	6,484,275	6,484,275
Corporate Stock - Scharf #11550	10,175,621	10,175,621
Corporate Stock - MS #18331	777,435	777,435

TY 2016 Investments Government Obligations Schedule**Name:** Quest Foundation**EIN:** 20-1844715**US Government Securities - End
of Year Book Value:**

447,948

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

447,948

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

0

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

0

TY 2016 Investments - Other Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Stock Funds - Dodge & Cox	FMV	13,894,689	13,894,689
Stock Funds - Bernstein	FMV	5,473,224	5,473,224
Morgan Stanley Alternative Investments	FMV	645,337	645,337
Real Estate Income Fund - Brown Brothers	FMV	622,129	622,129
Equity Funds - Brown Brothers Harriman (See Attached)	FMV	8,806,302	8,806,302
Equity Funds - JP Morgan	FMV	4,653,034	4,653,034
Equity Funds - Dodge & Cox, Schwab	FMV	1,326,886	1,326,886
Real Estate Income Fund - MS Cash Alter	FMV	430,727	430,727
Equity Fund - MS #012231	FMV	452,618	452,618
Real Estate Income Fund - Berstein	FMV	202,228	202,228

TY 2016 Other Assets Schedule**Name:** Quest Foundation**EIN:** 20-1844715**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Interest Receivable	177,099	66,964	66,964

TY 2016 Other Expenses Schedule**Name:** Quest Foundation**EIN:** 20-1844715**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Supplies/Postage	2,117	0		525
Insurance	2,763	0		2,763
Auto Expense	593	0		305
Telephone	2,329	0		420
Miscellaneous	111	0		111

TY 2016 Other Income Schedule**Name:** Quest Foundation**EIN:** 20-1844715**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Portfolio Income	52,888	52,888	52,888

TY 2016 Other Increases Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Amount
Unrealized Gains	3,661,829

TY 2016 Other Liabilities Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Description	Beginning of Year - Book Value	End of Year - Book Value
Accrued Taxes	124,471	197,000
Accrued Expenses	31,108	38,475

TY 2016 Other Professional Fees Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management	342,755	342,755		0

TY 2016 Taxes Schedule**Name:** Quest Foundation**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Tax on Net Investment Income	93,900	0		0
State Taxes Paid	10	0		10
Foreign Taxes paid	5,963	5,963		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0047
2016

Name of the organization
Quest Foundation

Employer identification number
20-1844715

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dorothy Jernstedt PO Box 339 Danville, CA94526	\$ 415,999	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization Quest Foundation	Employer identification number 20-1844715
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Part II Noncash Property			
<small>(see instructions) Use duplicate copies of Part II if additional space is needed</small>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(see instructions)</small>	(d) Date received
1	ADT Corp/ADT, 5037 shares, Time Warner Cable Inc, 1000 shares	\$ 415,999	2016-04-25
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization Quest Foundation	Employer identification number 20-1844715
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

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

(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
_____	_____
_____	_____

(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
_____	_____
_____	_____

(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
_____	_____
_____	_____