

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491318032607		
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 XQ INSTITUTE			A Employer identification number 47-4422640			
Number and street (or P O box number if mail is not delivered to street address) 248 3RD STREET NO 319		Room/suite	B Telephone number (see instructions) (510) 813-9750			
City or town, state or province, country, and ZIP or foreign postal code OAKLAND, CA 94607			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) \$ 21,051,093		J Accounting method Cash Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here		
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) (see instructions))			(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)	57,406,148			
	2	Check if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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)	14,265	0	14,265		
12	Total. Add lines 1 through 11	57,420,413	0	14,265		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	362,514	0	362,514	0
	14	Other employee salaries and wages	1,243,672	0	1,243,672	0
	15	Pension plans, employee benefits	1,204,954	0	1,204,954	0
	16a	Legal fees (attach schedule)	382,036	0	382,036	0
	b	Accounting fees (attach schedule)	262,096	0	262,096	0
	c	Other professional fees (attach schedule)	9,544,166	0	9,544,166	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion	669,130	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings	2,160,014	0	2,160,014	0
	22	Printing and publications	54	0	54	0
	23	Other expenses (attach schedule)	27,410,755	0	-15,145,241	42,555,996
	24	Total operating and administrative expenses. Add lines 13 through 23	43,239,391	0	14,265	42,555,996
	25	Contributions, gifts, grants paid	6,500			6,500
	26	Total expenses and disbursements. Add lines 24 and 25	43,245,891	0	14,265	42,562,496
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	14,174,522			
	b	Net investment income (if negative, enter -0-)		0		
	c	Adjusted net income(if negative, enter -0-)			0	
For Paperwork Reduction Act Notice, see instructions.			Cat No 11289X		Form 990-PF (2016)	

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	2,330,505	20,118,311	20,118,311
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>16,877</u>			
		Less allowance for doubtful accounts ▶ _____		16,877	16,877
	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) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	261,993	297,432	297,432
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ <u>1,404,186</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>785,713</u>	948,758	618,473	618,473	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,541,256	21,051,093	21,051,093	
Liabilities	17	Accounts payable and accrued expenses	553,456	3,905,425	
	18	Grants payable			
	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	553,456	3,905,425	
	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	2,987,800	17,145,668	
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			
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)	2,987,800	17,145,668	
31		Total liabilities and net assets/fund balances (see instructions) .	3,541,256	21,051,093	

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	2,987,800
2	Enter amount from Part I, line 27a	2	14,174,522
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,162,322
5	Decreases not included in line 2 (itemize) ▶ _____	5	16,654
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	17,145,668

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			

(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			
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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	
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	25,595,454	8,019,546	3 191634
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	3 191634
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	3 191634
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,417,002
5 Multiply line 4 by line 3	5	36,438,892
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	36,438,892
8 Enter qualifying distributions from Part XII, line 4	8	42,917,996

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	0
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	0
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	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address XQSUPERSCHOOL.ORG	13	Yes	
14	The books are in care of XQ INSTITUTE Telephone no (510) 813-9750			

Located at **248 3RD STREET NO 319 OAKLAND CA** ZIP+4 **94607**

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 X	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☒ Yes	☐ No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b No
Organizations relying on a current notice regarding disaster assistance check here.			☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ 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 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?				7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALEXANDRA BERRY 248 3RD STREET 319 OAKLAND, CA 94607	CHIEF OF STAFF 40 00	246,284	7,745	0
HILLARY LIEPA 248 3RD STREET 319 OAKLAND, CA 94607	CAMPAIGN LEAD 40 00	214,193	9,462	0
BEVERLY J WATSON 248 3RD STREET 319 OAKLAND, CA 94607	CHIEF OPERATING OFFI 40 00	179,167	5,693	0
ANN C SINCLAIR 248 3RD STREET 319 OAKLAND, CA 94607	BOARD LIAISON 40 00	136,890	9,011	0
KAAMIL BEY 248 3RD STREET 319 OAKLAND, CA 94607	OPERATIONS LEAD 40 00	141,899	1,100	0

Total number of other employees paid over \$50,000. 10

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
MEDIA ARTS LAB 12539 BEATRICE STREET LOS ANGELES, CA 90066	BRANDING AND CREATIVE	11,230,541
OMD USA LLC 195 BROADWAY 20TH FLOOR NEW YORK, NY 10007	MEDIA PLACEMENT AND STRATEGY SERVICES	5,933,286
SYPARTNERS 475 BRENNAN STREET SAN FRANCISCO, CA 94102	SCHOOL DESIGN TOOLKITS AND MODULES	4,908,079
E2K EVENTS & ENTERTAINMENT 445 N WHISMAN ROAD 100 MOUNTAIN VIEW, CA 94043	EVENT MANAGEMENT SERVICES	3,173,464
MOXIE PICTURES 3137 S LA CIENEGA BLVD LOS ANGELES, CA 90016	VIDEO AND DOCUMENTARY PRODUCTION	2,549,643
Total number of others receiving over \$50,000 for professional services. ►		35

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 MOVEMENT BUILDING & PUBLIC AWARENESS - XQ HELD REGIONAL WORKSHOPS WITH VARIOUS STAKEHOLDERS TO DISCUSS AND PLAN THEIR REIMAGINED HIGH SCHOOLS. XQ ALSO REGULARLY CONVENED STUDENTS TO HEAR WHAT THEY WANTED FROM THEIR HIGH SCHOOL (HS) EXPERIENCES. THESE CONVERSATIONS GAVE XQ INSIGHTS TO INFORM FUTURE SCHOOL DESIGN, IDENTIFY AMBASSADORS, AND AMPLIFY STUDENT VOICES. THROUGH VARIOUS COMMUNICATIONS, XQ HIGHLIGHTED EXEMPLARS IN EDUCATION ACROSS THE COUNTRY TO CONNECT WITH PEOPLE OF ALL AGES AND BACKGROUNDS, AND INSPIRE AND ENCOURAGE WIDESPREAD PARTICIPATION. XQ ALSO RENOVATED A SCHOOL BUS TO CREATE A NATIONWIDE TRAVELING EXHIBIT. THE INTERACTIVE EXPERIENCE INVITED VISITORS TO LEARN ABOUT THE HISTORY OF HS AND VISUALIZE SCHOOLS OF THE FUTURE. THE BUS VISITED 32 STATES. THE TOUR ALSO FOCUSED ON COLLECTING, PRODUCING, AND DISTRIBUTING STORIES FROM COMMUNITIES, TEAMS, AND STUDENTS. XQ PARTNERED WITH PUBLISHERS TO DISTRIBUTE THESE STORIES SO THAT A BROADER AUDIENCE COULD BE INSPIRED TO RETHINK HS.	38,308,516
2 SCHOOL DESIGN R&D AND SUPER SCHOOLS - XQ. THE SUPER SCHOOL PROJECT LAUNCHED AS A NATIONAL OPEN CALL FOR TEAMS TO SUBMIT DESIGNS FOR NEW OR REDESIGNED PUBLIC HIGH SCHOOLS. XQ CREATED AN EXTENSIVE SET OF RESOURCES TO SUPPORT PARTICIPANTS, INCLUDING 13 ONLINE KNOWLEDGE MODULES, EACH OFFERING RESEARCH-BASED BEST PRACTICES IN KEY AREAS OF HIGH SCHOOL DESIGN, AND A SERIES OF PODCASTS FEATURING IN-DEPTH CONVERSATIONS WITH EDUCATION LEADERS AND INNOVATORS. NEARLY 10,000 PEOPLE JOINED TEAMS AND XQ RECEIVED 696 PROPOSALS, WHICH WERE ASSESSED BY A DIVERSE PANEL OF JUDGES USING A RIGOROUS RUBRIC. XQ MORE THAN DOUBLED ITS COMMITMENT, AWARDING NEARLY \$102 MILLION, \$10 MILLION EACH TO 10 TEAMS, AND CLOSE TO \$2 MILLION TO THREE ADDITIONAL TEAMS. THE COHORT IS DIVERSE IN SIZE, LOCATION, AND APPROACH, AND INCLUDES DISTRICT AND CHARTER SCHOOLS. EACH TEAM RECEIVES CUSTOMIZED, ONGOING SUPPORT FROM XQ THAT INCLUDES EVALUATION AND PERFORMANCE FRAMEWORKS, SELF-ASSESSMENT TOOLS.	4,930,875
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	0
b	Average of monthly cash balances.	1b	11,276,556
c	Fair market value of all other assets (see instructions).	1c	314,309
d	Total (add lines 1a, b, and c).	1d	11,590,865
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	11,590,865
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	173,863
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,417,002
6	Minimum investment return. Enter 5% of line 5.	6	570,850

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	42,562,496
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	355,500
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	42,917,996
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	42,917,996

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				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
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. **2015-06-26**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	42,917,996	25,595,454	0	0	68,513,450
d Amounts included in line 2c not used directly for active conduct of exempt activities	6,500	0	0	0	6,500
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	42,911,496	25,595,454	0	0	68,506,950
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	380,567	138,419	0	0	518,986
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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	6,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

Print/Type preparer's name MAGA E KISRIV	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN P01008919
Firm's name ▶ HOOD & STRONG LLP				Firm's EIN ▶ 94-1254756
Firm's address ▶ 275 BATTERY ST STE 900 SAN FRANCISCO, CA 94111				Phone no (415) 781-0793

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
LAURENE POWELL JOBS 248 3RD STREET 319 OAKLAND, CA 94607	CHAIR OF THE BOARD 25 00	0	0	0
RUSSLYNN ALI 248 3RD STREET 319 OAKLAND, CA 94607	CHIEF EXECUTIVE OFFICER 25 00	0	0	0
LEON WIESELTIER 248 3RD STREET 319 OAKLAND, CA 94607	SECRETARY 3 00	0	0	0
GEOFFREY CANADA 248 3RD STREET 319 OAKLAND, CA 94607	TREASURER 3 00	0	0	0
YO-YO MA 248 3RD STREET 319 OAKLAND, CA 94607	DIRECTOR 3 00	0	0	0
MATT LORIN 248 3RD STREET 319 OAKLAND, CA 94607	PRESIDENT 55 00	223,306	6,722	0
JOSEPH J DIGIACOMO 248 3RD STREET 319 OAKLAND, CA 94607	CFO 55 00	139,208	5,617	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>				
YOUNG CHICAGO AUTHORS 1180 NORTH MILWAUKEE CHICAGO, IL 60642	N/A	PC	GENERAL SUPPORT	1,000
OLD CATHEDRAL MUSEUM 209 WALNUT STREET ST LOUIS, MO 63102	N/A	PC	GENERAL SUPPORT	2,000
FREEDOM ARTS & EDUCATION CENTER 1114 BACKER ST ST LOUIS, MO 63130	N/A	PC	GENERAL SUPPORT	500
DELTA HEALTH ALLIANCE PO BOX 277 STONEVILLE, MS 38776	N/A	PC	GENERAL SUPPORT	1,000
BB KING MUSEUM 400 SECOND STREET INDIANA, MS 38751	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				6,500

TY 2016 Accounting Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	262,096	0	262,096	0

**TY 2016 Land, Etc.
Schedule****Name:** XQ INSTITUTE**EIN:** 47-4422640

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	799,427	516,297	283,130	283,130
BUS	604,759	269,416	335,343	335,343

TY 2016 Legal Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	382,036	0	382,036	0

TY 2016 Other Decreases Schedule

Name: XQ INSTITUTE

EIN: 47-4422640

Description	Amount
PRIOR PERIOD ADJUSTMENT	16,654

TY 2016 Other Expenses Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE DESIGN & DEVELOPMENT	2,713,508	0	2,713,508	0
INSURANCE	48,113	0	48,113	0
OFFICE EXPENSES	346,293	0	346,293	0
COMPUTERS, EQUIPMENT, SOFTWARE	218,070	0	218,070	0
EMPLOYEE RECRUITMENT/DEVELOPMENT	140,495	0	140,495	0
BUS & EVENT PRODUCTION	4,954,287	0	4,954,287	0
PAID MEDIA	5,946,802	0	5,946,802	0
DOCUMENTARY PRODUCTION	2,549,643	0	2,549,643	0
BRANDING/PROD CREATIVE ASSETS	5,911,531	0	5,911,531	0
DIGITAL PRODUCTION/DIRECTION	236,608	0	236,608	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VIDEO PRODUCTION/DIRECTION	2,415,684	0	2,415,684	0
RESEARCH	6,200	0	6,200	0
PRINT PRODUCTION	511,185	0	511,185	0
VIDEO MUSIC & LICENSING	81,037	0	81,037	0
VIDEO ANIMATION/VISUAL EFFECTS	8,250	0	8,250	0
EDITORIAL	212,528	0	212,528	0
OTHER VIDEO PRODUCTION & MEDIA	1,110,521	0	1,110,521	0
EXEMPT FUNCTION EXPENSES EXCEEDING INCOME	0	0	-42,555,996	42,555,996

TY 2016 Other Income Schedule

Name: XQ INSTITUTE

EIN: 47-4422640

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS REVENUE	14,265		14,265

TY 2016 Other Professional Fees Schedule

Name: XQ INSTITUTE

EIN: 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INFORMATION TECHNOLOGY	50,998	0	50,998	0
CALL CENTER	163,111	0	163,111	0
HUMAN RESOURCE	228,863	0	228,863	0
JUDGING & REVIEWERS	18,910	0	18,910	0
READERS	325,762	0	325,762	0
TEMPORARY HIRES	23,991	0	23,991	0
MEDIA-RELATED SERVICES	761,776	0	761,776	0
CONTENT DEVELOPMENT AND ADVISOR	4,320,258	0	4,320,258	0
ADVISORY SERVICES	1,380,297	0	1,380,297	0
PRESS AND MEDIA AFFAIRS	685,000	0	685,000	0
STRATEGIC COMMUNICATION	476,739	0	476,739	0
RESEARCH AND EVALUATION	405,000	0	405,000	0
CAMPAIGN	383,104	0	383,104	0
STAKEHOLDER ENGAGEMENT	275,000	0	275,000	0
CONSULTING	40,822	0	40,822	0
PAYROLL FEES	4,535	0	4,535	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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016

Name of the organization XQ INSTITUTE	Employer identification number 47-4422640
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 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 XQ INSTITUTE	Employer identification number 47-4422640
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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	NEWSCHOOLS VENTURE FUND 1616 FRANKLIN STREET 2ND FLOOR OAKLAND, CA 94612	\$ 57,406,148	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

47-4422640

Part II	Noncash Property
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[illegible]

Name of organization XQ INSTITUTE	Employer identification number 47-4422640
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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
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(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