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Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation
**WITH FOUNDATION
FKA THE SPECIAL HOPE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2225 EAST BAYSHORE ROAD #200

City or town, state or province, country, and ZIP or foreign postal code
PALO ALTO, CA 94303

A Employer identification number
73-1644863

B Telephone number
650-320-1715

C If exemption application is pending, check here ☐

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

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

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

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

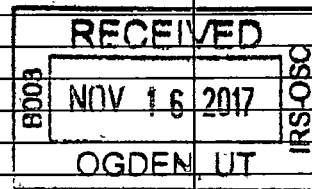
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 14789150.** (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		315622.	315622.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		720327.			
b Gross sales price for all assets on line 6a 1415118.					
7 Capital gain net income (from Part IV, line 2)			720327.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		10344.	10344.		STATEMENT 2
12 Total. Add lines 1 through 11		1046293.	1046293.		
13 Compensation of officers, directors, trustees, etc		64584.	1800.		62784.
14 Other employee salaries and wages		73343.	0.		73343.
15 Pension plans, employee benefits		471.	0.		471.
16a Legal fees STMT 3		5596.	0.		5596.
b Accounting fees STMT 4		6350.	0.		6350.
c Other professional fees STMT 5		46137.	36182.		9955.
17 Interest					
18 Taxes STMT 6		23270.	0.		23270.
19 Depreciation and depletion					
20 Occupancy		22429.	0.		22429.
21 Travel, conferences, and meetings		8845.	0.		8845.
22 Printing and publications					
23 Other expenses STMT 7		123878.	0.		123878.
24 Total operating and administrative expenses. Add lines 13 through 23		374903.	37982.		336921.
25 Contributions, gifts, grants paid		696976.			696976.
26 Total expenses and disbursements. Add lines 24 and 25		1071879.	37982.		1033897.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-25586.			
b Net investment income (if negative, enter -0-)			1008311.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	212175.	67378.	67378.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	20000.	20000.	20000.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock \$TMT 8	8816433.	9257111.	9257111.
	c	Investments - corporate bonds \$TMT 9	4637704.	4492263.	4492263.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other \$TMT 10	424392.	898016.	898016.
	14	Land, buildings, and equipment: basis ▶ 5352.			
		Less: accumulated depreciation \$TMT 11 ▶ 5352.			
	15	Other assets (describe ▶ STATEMENT 12)	50745.	54382.	54382.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	14161449.	14789150.	14789150.
	17	Accounts payable and accrued expenses	-3074.	6619.	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 13)	-391.	-391.	
	23	Total liabilities (add lines 17 through 22)	-3465.	6228.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	14164914.	14782922.	
	30	Total net assets or fund balances	14164914.	14782922.	
	31	Total liabilities and net assets/fund balances	14161449.	14789150.	

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	14164914.
2	Enter amount from Part I, line 27a	2	-25586.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	643594.
4	Add lines 1, 2, and 3	4	14782922.
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	14782922.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	07/01/15	06/30/17
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 1415118.		694791.	720327.
b			0.
c			
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			720327.
b			0.
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	720327.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1185402.	14090800.	.084126
2014	938461.	15085870.	.062208
2013	736704.	14318546.	.051451
2012	728130.	13461030.	.054092
2011	687627.	12547785.	.054801

2 Total of line 1, column (d)	2	.306678
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	.061336
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14182128.
5 Multiply line 4 by line 3	5	869875.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10083.
7 Add lines 5 and 6	7	879958.
8 Enter qualifying distributions from Part XII, line 4	8	1033897.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	10083.
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	10083.
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	10083.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	32498.	
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	32498.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22415.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 22415. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► HTTP://WITHFOUNDATION.ORG	X	
14 The books are in care of ► RYAN EASTERLY, EXECUTIVE DIRECTOR Telephone no. ► 650-320-1715 Located at ► 2225 E BAYSHORE ROAD, STE 200, PALO ALTO, CA ZIP+4 ► 94303		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **N/A** **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		64584.	471.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13595529.
b	Average of monthly cash balances	1b	288404.
c	Fair market value of all other assets	1c	514167.
d	Total (add lines 1a, b, and c)	1d	14398100.
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	14398100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	215972.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14182128.
6	Minimum investment return. Enter 5% of line 5	6	709106.

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	709106.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10083.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10083.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	699023.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	699023.
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	699023.

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	1033897.
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	1033897.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10083.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1023814.

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				699023.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	66901.			
b From 2012	55861.			
c From 2013	29137.			
d From 2014	212195.			
e From 2015	508598.			
f Total of lines 3a through e	872692.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1033897.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				699023.
e Remaining amount distributed out of corpus	334874.			
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	1207566.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	66901.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1140665.			
10 Analysis of line 9:				
a Excess from 2012	55861.			
b Excess from 2013	29137.			
c Excess from 2014	212195.			
d Excess from 2015	508598.			
e Excess from 2016	334874.			

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

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

b Check box to indicate whether the foundation 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	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

LYNNE O'HARA

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ASSOCIATION OF UNIVERSITY CENTERS ON DISABILITIES 1100 WAYNE AVE., SUITE 1000 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	PROJECR SUPPORT FOR HEALTH IS FOR EVERYONE ACTION TEAM (HEAT) .	40000.
UC REGENTS 3333 CALIFORNIA ST #450 SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR ANNUAL CONFERENCE (YEAR 1 OF3)	10000.
THE ARC OF THE UNITED STATES 1825 K STREET NW, SUITE 1200 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	PROJECT SUPPORT TO DEVELOP MATERIALS ON ABUSE AND ABUSE PREVENTION FOR WOMEN WITH IDD	52462.
THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE, SUITE 2200, CB#1350 CHAPEL HILL, NC 27599	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR TRAINING PROGRAM FOR GRADUATE LEVEL AND POST-GRADUATE LEVEL ADVANCED PRACTICE	36030.
UNIVERSITY OF ROCHESTER 601 ELMWOOD AVE ROCHESTER, NY 14642	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR TRAINING SPANISH LANGUAGE MEDICAL INTERPRETERS	50000.
Total	SEE CONTINUATION SHEET(S)			3a 696976.
b Approved for future payment				
NONE				
Total				3b 0.

Form 990-PF (2016)

**WITH FOUNDATION
FKA THE SPECIAL HOPE FOUNDATION**

73-1644863

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARTNERSHIP FOR PEOPLE WITH DISABILITIES @ VIRGINIA COMMONWEALTH UNIVERSITY VCU FOUNDATION P.O. BOX 842039 RICHMOND, VA 23284	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR CURRICULUM ON MULTICULTURAL AGILITY IN HEALTHCARE FOR THE T/DD POPULATION.	50000.
UNIVERSITY OF ALASKA CENTER FOR HUMAN DEVELOPMENT 2702 GAMBELL ST. ANCHORAGE, AK 99503	NONE	PUBLIC CHARITY	PROJECT SUPPORT TO REDUCE HEALTH DISPARITIES FOR DIVERSE ALASKANS WITH IDD	50000.
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC. 501 E. BROADWAY, STE. 370 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR ADULT DEVELOPMENTAL MEDICINE TRAINING	1250.
RUSH UNIVERSITY MEDICAL CENTER 600 S. PAULINA AVE., SUITE 1080 CHICAGO, IL 60612	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR PARTNERING TO TRANSFORM HEALTH CARE WITH PEOPLE WITH DISABILITIES	10000.
SPECIAL CARE DENTISTRY ASSOCIATION 330 N. WABASH AVENUE, SUITE 2000 CHICAGO, IL 60612	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR ANNUAL CONFERENCE	15000.
DOWN SYNDROME MEDICAL INTEREST GROUP-USA 505 SYCAMORE LANE N PLYMOUTH, MN 55441	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR DSMIG-USA ANNUAL SYMPOSIUM I	10000.
UC DAVIS HEALTH 4610 X STREET, SUITE 2301 SACRAMENTO, CA 95817	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR SUMMER INSTITUTE ON NEURO-DEVELOPMENTAL DISABILITIES	4000.
UNIVERSITY OF SOUTH DAKOTA FOUNDATION 1400 WEST 22ND STREET SIOUX FALLS, SD 57105	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR TRAINING ON TRANSITION TOOLS	39484.
DEVELOPMENTAL DISABILITIES NURSES ASSOCIATION 1501 SOUTH LOOP 288, SUITE 104-381 DENTON, TX 76205	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR ANNUAL CONFERENCE	9500.
POSITIVE EXPOSURE 43 EAST 20TH STREET, 6TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR FRAME COLLABORATION	94250.
Total from continuation sheets				508484.

**WITH FOUNDATION
FKA THE SPECIAL HOPE FOUNDATION**

73-1644863

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KAISER FOUNDATION RESEARCH INSTITUTE 1800 HARRISON STREET, 16TH FLOOR OAKLAND, CA 94612	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR STUDY ON TRANSITIONING PEDIATRIC PATIENTS WITH ASD TO ADULT CARE	100000.
AUTISTIC SELF ADVOCACY NETWORK PO BOX 66122 WASHINGTON, DC 20035	NONE	PUBLIC CHARITY	PROJECT SUPPORT FOR ASAN DISABILITY POLICY CENTER	100000.
AADMD PO BOX 681 PROSPECT, KY 40059	NONE	PUBLIC CHARITY	EVENT SUPPORT FOR ANNUAL CONFERENCE	25000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL
PROJECT SUPPORT FOR TRAINING PROGRAM FOR GRADUATE LEVEL AND
POST-GRADUATE LEVEL ADVANCED PRACTICE PROVIDERS.

NAME OF RECIPIENT - RUSH UNIVERSITY MEDICAL CENTER
EVENT SUPPORT FOR PARTNERING TO TRANSFORM HEALTH CARE WITH PEOPLE WITH
DISABILITIES CONFERENCE

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	315622.	0.	315622.	315622.	
TO PART I, LINE 4	315622.	0.	315622.	315622.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	10344.	10344.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10344.	10344.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5596.	0.		5596.
TO FM 990-PF, PG 1, LN 16A	5596.	0.		5596.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	6350.	0.		6350.
TO FORM 990-PF, PG 1, LN 16B	6350.	0.		6350.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	1930.	0.		1930.
INVESTMENT EXPENSE	36182.	36182.		0.
COMMUNICATIONS	8025.	0.		8025.
TO FORM 990-PF, PG 1, LN 16C	46137.	36182.		9955.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	23270.	0.		23270.
TO FORM 990-PF, PG 1, LN 18	23270.	0.		23270.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	794.	0.		794.
TELEPHONE	901.	0.		901.
BOARD EXPENSES	489.	0.		489.
MEMBERSHIP DUES & SUBSCRIPTIONS	101500.	0.		101500.
SOFTWARE LICENSES	8043.	0.		8043.
PAYROLL EXPENSES	1913.	0.		1913.
OFFICE EXPENSE	4542.	0.		4542.
MISCELLANEOUS	4205.	0.		4205.
LICENSES AND FEES	231.	0.		231.
CONTRACT LABOR	1260.	0.		1260.
TO FORM 990-PF, PG 1, LN 23	123878.	0.		123878.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	9257111.	9257111.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9257111.	9257111.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	4492263.	4492263.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4492263.	4492263.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	COST	268016.	268016.
LEGACY VENTURE II	COST	630000.	630000.
TOTAL TO FORM 990-PF, PART II, LINE 13		898016.	898016.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	3409.	3409.	0.
COMPUTER EQUIPMENT	1943.	1943.	0.
TOTAL TO FM 990-PF, PART II, LN 14	5352.	5352.	0.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	1150.	1150.	1150.
ACCRUED INTEREST	43095.	46732.	46732.
SOFTWARE	6500.	6500.	6500.
TO FORM 990-PF, PART II, LINE 15	50745.	54382.	54382.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OTHER LONG-TERM LIABILITIES	-391.	-391.	
TOTAL TO FORM 990-PF, PART II, LINE 22	-391.	-391.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LYNNE O'HARA 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	PRESIDENT 25.00	60000.	0.	0.
JOHN O'HARA 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	VICE PRESIDENT 1.00	0.	0.	0.
PHIL SHEMANSKI 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	TREASURER 1.00	0.	0.	0.
LUCY CRAIN, MD 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	DIRECTOR 1.00	0.	0.	0.
ALICE WONG 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	DIRECTOR 1.00	0.	0.	0.
STACEY MILBERN 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	SECRETARY 1.00	0.	0.	0.
RYAN EASTERLY 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	EXECUTIVE DIRECTOR 50.00	4584.	471.	0.
MEGIE OKUMURA 2225 EAST BAYSHORE ROAD, #200 PALO ALTO, CA 94303	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		64584.	471.	0.

FORM 990-PF PAGE 1 990-PF

628111 04-01-18

(D) - Asset disposed

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

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RYAN EASTERLY
2225 EAST BAYSHORE ROAD #200
PALO ALTO, CA 94303

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

650-320-1715

IMPROVE DELIVERY OF HEALTHCARE TO ADULTS WITH
DEVELOPMENTAL DISABILITIES