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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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		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 ☐	
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) \$ 102,084,271	J Accounting method ☐ Cash ☒ Accrual ☐ 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)	1,556,553		
	2 Check ☐ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	172,136	197,428	
	4 Dividends and interest from securities	2,026,717	1,779,078	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	3,017,243		
	b Gross sales price for all assets on line 6a			
		25,937,109		
	7 Capital gain net income (from Part IV, line 2)		3,345,121	
	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)	48,942	16,125		
12 Total. Add lines 1 through 11	6,821,591	5,337,752		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	201,750	20,175	181,575
	14 Other employee salaries and wages	22,230	0	22,230
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	46,929	23,465	21,859
	c Other professional fees (attach schedule)	391,617	385,617	6,000
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	156,577	23,383	10
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy	47,272	4,727	1,385
	21 Travel, conferences, and meetings	9,599	0	4,753
	22 Printing and publications			
	23 Other expenses (attach schedule)	6,894	0	2,908
	24 Total operating and administrative expenses. Add lines 13 through 23	882,868	457,367	240,720
	25 Contributions, gifts, grants paid	6,179,145		5,336,674
26 Total expenses and disbursements. Add lines 24 and 25	7,062,013	457,367	5,577,394	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-240,422		
	b Net investment income (if negative, enter -0-)		4,880,385	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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		526,779	526,779		
	2	Savings and temporary cash investments	7,316,889	2,255,034	2,255,034		
	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) ▶ _____ 92,356 Less allowance for doubtful accounts ▶ _____ 0	225,456	92,356	92,356		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	447,948	0	0		
	b	Investments—corporate stock (attach schedule)	25,693,740	37,190,825	37,190,825		
	c	Investments—corporate bonds (attach schedule)	23,937,474	20,471,874	20,471,874		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	36,507,174	41,276,405	41,276,405		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	66,964	270,998	270,998			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	94,195,645	102,084,271	102,084,271			
Liabilities	17	Accounts payable and accrued expenses	115,507	87,062			
	18	Grants payable	1,038,798	1,881,270			
	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 ▶ _____)	197,000	341,000			
	23	Total liabilities (add lines 17 through 22)	1,351,305	2,309,332			
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	92,844,340	99,774,939			
	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)	92,844,340	99,774,939			
31	Total liabilities and net assets/fund balances (see instructions) .	94,195,645	102,084,271				

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	92,844,340
2	Enter amount from Part I, line 27a	2	-240,422
3	Other increases not included in line 2 (itemize) ▶ _____	3	7,171,021
4	Add lines 1, 2, and 3	4	99,774,939
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	99,774,939

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	3,345,121
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))
2016	5,270,380	91,505,610	0 057596
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
2 Total of line 1, column (d)			2 0 251485
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 050297
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 97,120,381
5 Multiply line 4 by line 3			5 4,884,864
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 48,804
7 Add lines 5 and 6			7 4,933,668
8 Enter qualifying distributions from Part XII, line 4			8 5,577,394

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	48,804
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	48,804
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	48,804
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	51,602
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	101,602
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	52,798
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 52,798 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	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? If "No," attach explanation .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ► N/A	13	Yes	
14	The books are in care of ► DEREK JERNSTEDT 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 2017, 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 ►	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 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐	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 2017?	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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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	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
NONE				

Total number of other employees paid over \$50,000. **0****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	93,372,210
b	Average of monthly cash balances.	1b	4,863,808
c	Fair market value of all other assets (see instructions).	1c	363,354
d	Total (add lines 1a, b, and c).	1d	98,599,372
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	98,599,372
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,478,991
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	97,120,381
6	Minimum investment return. Enter 5% of line 5.	6	4,856,019

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	4,856,019
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	48,804
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	48,804
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,807,215
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,807,215
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	4,807,215

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	5,577,394
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	5,577,394
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	48,804
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,528,590

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,807,215
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,478,136	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>5,577,394</u>				
a Applied to 2016, but not more than line 2a			3,478,136	
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 2017 distributable amount.				2,099,258
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,707,957
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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))

DOROTHY JERNSTEDT

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				5,336,674
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,835,953

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

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

- 2d Is the foundation an entity or individual, animated (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

- [illegible]

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

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date		PTIN
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Print/Type preparer's name	Preparer's signature	Date	Check if self-	PTIN
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			employed ▶ ☐	P00650274
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KATY BROWN		2018-11-09		
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Firm's name ► ARMANINO LLP Firm's EIN ► 94-6214841

	PRINTS LIST P 01 0211011

Firm's address ► 12657 ALCOSTA BLVD STE 500

SAN RAMON, CA 945834600	Phone no (925) 790-2600
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SAN RAMON, CA 945834000

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		
BROWN BROTHERS HARRIMAN	P		
DODGE & COX (CUSTODIAN SCHWAB)	P		
JP MORGAN	P		
JP MORGAN	D		
MORGAN STANLEY MAIN X3194	P		
MORGAN STANLEY MAIN X3184	P		
CHARLES SCHWAB SHARF X6437	P		
MORGAN STANLEY CREDIT PARTNERS	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,699,021		2,196,325	502,696
1,659,989		1,001,091	658,898
1,812,614		1,192,835	619,779
6,550,682		6,119,389	431,293
502,292		502,292	0
5,514,983		5,130,188	384,795
830,000		827,160	2,840
5,774,265		5,354,776	419,489
267,932		267,932	0
325,331			325,331

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			502,696
			658,898
			619,779
			431,293
			0
			384,795
			2,840
			419,489
			0
			325,331

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	180,887	0	0
MYLA LARA PO BOX 339 DANVILLE, CA 94526				
JACI JERNSTEDT PO BOX 339 DANVILLE, CA 94526	FOUNDATION MANAGER 9 00	22,230	0	0
JENNIFER JERNSTEDT PO BOX 339 DANVILLE, CA 94526				
DOROTHY JERNSTEDT PO BOX 339 DANVILLE, CA 94526	ASST FNDN MNGR 2 00	20,873	0	0
RICHARD BECHER PO BOX 339 DANVILLE, CA 94526				
DEREK JERNSTEDT PO BOX 339 DANVILLE, CA 94526	ASST SEC/AUD COMM 2 00	0	0	0
DEREK JERNSTEDT PO BOX 339 DANVILLE, CA 94526	PRESIDENT/DIRECTOR 2 00	0	0	0
DEREK JERNSTEDT 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>				
KIPP LA SCHOOLS 3601 EAST FIRST STREET LOS ANGELES, CA 90063	NONE	PC	FOR OPERATIONAL SUPPORT	150,000
TEACH FOR AMERICA 940 HOWARD STREET SAN FRANCISCO, CA 94103	NONE	PC	FOR OPERATIONAL SUPPORT	150,000
FRIENDS OF THE CHILDREN - PORTLAND 44 NE MORRIS PORTLAND, OR 97212	NONE	PC	FOR OPERATIONAL SUPPORT	135,000
Total ► 3a				5,336,674

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>				
COLLEGE TRACK112 LINDEN STREET OAKLAND, CA 94607	NONE	PC	FOR OPERATIONAL SUPPORT	118,372
BRIDGE MEADOWNS1635 PARK AVENUE SAN JOSE, CA 95126	NONE	PC	FOR OPERATIONAL SUPPORT	100,000
SAFE AND SOUND (FKA SAN FRANCISCO CHILD ABUSE PREVENTION CENTER) 310 EDWARDS AVENUE SAN JOSE, CA 95110	NONE	PC	FOR OPERATIONAL SUPPORT	100,000
Total ▶ 3a				5,336,674

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	PC	FOR OPERATIONAL SUPPORT	100,000
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303	NONE	PC	FOR OPERATIONAL SUPPORT	86,000
KIPP BAY AREA16120 NE 8TH STREET BELLEVUE, WA 980083937	NONE	PC	FOR OPERATIONAL SUPPORT	75,000
Total ► 3a				5,336,674

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 AND GIRLS CLUBS OF MARIN AND SOUTHERN SONOMA COUNTIES 8203 SE 7TH AVE SUITE 100 PORTLAND, OR 97202	NONE	PC	FOR OPERATIONAL SUPPORT	75,000
YOUTHPOWER365PO BOX 368 MARYLHURST, OR 97036	NONE	PC	FOR OPERATIONAL SUPPORT	70,000
AIM HIGH FOR HIGH SCHOOL PO BOX 410715 SAN FRANCISCO, CA 941410715	NONE	PC	FOR OPERATIONAL SUPPORT	70,000
Total ▶ 3a				5,336,674

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>				
UJIMA FAMILY RECOVERY SERVICES 1901 CHURCH LANE SAN PABLO, CA 94806	NONE	PC	FOR OPERATIONAL SUPPORT	70,000
LIGHTHOUSE COMMUNITY CHARTER 806 SW BROADWAY SUITE 300 PORTLAND, OR 97205	NONE	PC	FOR OPERATIONAL SUPPORT	65,000
LIGHTHOUSE COMMUNITY CHARTER SCHOOL 444 HEGENBERGER RD OAKLAND, CA 94621	NONE	PC	FOR OPERATIONAL SUPPORT	65,000
Total ► 3a				5,336,674

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>				
PEER HEALTH EXCHANGE 70 GOLD STREET SAN FRANCISCO, CA 94133	NONE	PC	FOR OPERATIONAL SUPPORT	63,860
SUPER STARS LITERACY 101 HOWARD STREET SUITE 250 SAN FRANCISCO, CA 94105	NONE	PC	FOR OPERATIONAL SUPPORT	60,000
DOVETAIL LEARNING 825 GRAVENSTEIN HWY NORTH SUITE 2 SEBASTOPOL, CA 95472	NONE	PC	FOR OPERATIONAL SUPPORT	60,000
Total ► 3a				5,336,674

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>				
SUPER STARS LITERACY 101 HOWARD STREET SUITE 250 SAN FRANCISCO, CA 94105	NONE	PC	FOR OPERATIONAL SUPPORT	60,000
BIG SKY YOUTH EMPOWERMENT PO BOX 6757 BOZEMAN, MT 59771	NONE	PC	FOR OPERATIONAL SUPPORT	55,775
CHALLENGE DAY 2520 STANWELL DRIVE SUITE 160 CONCORD, CA 94520	NONE	PC	FOR OPERATIONAL SUPPORT	55,206
Total 				5,336,674
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>				
FIRST GRADUATE 3130 20TH ST SUITE 275 SAN FRANCISCO, CA 94110	NONE	PC	FOR OPERATIONAL SUPPORT	55,000
PARTNERSHIP FOR LA SCHOOLS 1004 FARNAM STREET SUITE 200 OMAHA, NE 68102	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
OAKLAND PUBLIC EDUCATION FUND PO BOX 21748 OAKLAND, CA 94602	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
Total 3a				5,336,674

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>				
SCHOOL OF IMAGINATION 9801 DUBLIN BLVD DUBLIN, CA 94568	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO, CA 94118	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
CHILD ADVOCATES OF SILICON VALLEY 2511 NUMA WATSON ROAD SEASIDE, CA 93955	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
Total ▶ 3a				5,336,674

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 951262621	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
EL SISTEMAPO BOX 1436 BEND, OR 97709	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
ELEVATE OREGON4916 NE 122ND AVE PORTLAND, OR 97230	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
Total ▶ 3a				5,336,674

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>				
CENTER FOR EARLY INTERVENTION ON DEAFNESS CEID 1035 GRAYSON STREET BERKELEY, CA 94710	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
COLLEGE SUMMIT 1215 UNIVERSITY OF OREGON EUGENE, OR 974031215	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
YOUTH ENRICHMENT STRATEGIES (YES) 3029 MACDONALD AVE RICHMOND, CA 94804	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
Total ▶ 3a				5,336,674

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>				
URBAN PREP ACADEMIES 420 N WABASH SUITE 300 CHICAGO, IL 60611	NONE	PC	FOR OPERATIONAL SUPPORT	50,000
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE	PC	FOR OPERATIONAL SUPPORT	49,800
THE ATHENIAN SCHOOL 2100 MT DIABLO SCENIC BLVD DANVILLE, CA 945062002	NONE	PC	FOR OPERATIONAL SUPPORT	48,765
Total ▶ 3a				5,336,674

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>				
PLAYWORKS NORTHERN CALIFORNIA 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FOR OPERATIONAL SUPPORT	45,000
DE LA SALLE NORTH CATHOLIC HIGH SCHOOL 7528 NORTH FENWICK AVENUE PORTLAND, OR 97217	NONE	PC	FOR OPERATIONAL SUPPORT	45,000
FRESH LIFELINES FOR YOUTH 40000 VALLEY OF THE FALLS DR FOREST FALLS, CA 92339	NONE	PC	FOR OPERATIONAL SUPPORT	44,000
Total ► 3a				5,336,674

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>				
ROCKETSHIP EDUCATION 350 TWIN DOLPHIN DRIVE SUITE 109 REDWOOD CITY, CA 94065	NONE	PC	FOR OPERATIONAL SUPPORT	42,000
CRISTO REY SAN JOSE 1390 FIVE WOUNDS LANE SAN JOSE, CA 95116	NONE	PC	FOR OPERATIONAL SUPPORT	42,000
ENVISION EDUCATION 111 MYRTLE STREET SUITE 203 OAKLAND, CA 94607	NONE	PC	FOR OPERATIONAL SUPPORT	42,000
Total ▶ 3a				5,336,674

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>				
DISCOVERY COUNSELING CENTER 115A TOWN AND COUNTRY DRIVE DANVILLE, CA 94526	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
LIGHTHOUSE COMMUNITY CENTER CHARTER SCHOOL 806 SW BROADWAY SUITE 300 PORTLAND, OR 97205	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
JUMA VENTURES 131 STEUART STREET SUITE 201 SAN FRANCISCO, CA 94105	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
Total ▶ 3a				5,336,674

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>				
WORLDREADER 2030 1ST AVENUE SUITE 100 SEATTLE, WA 98121	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
OFF THE STREET CLUB 25 N KARLOV AVE CHICAGO, IL 60624	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
GIRLVENTURES 3543 18TH STREET SUITE 18 SAN FRANCISCO, CA 94110	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
Total ▶ 3a				5,336,674

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>				
THERE WITH CARE OF THE BAY AREA 3475 EDISON WAY SUITE H MENLO PARK, CA 94025	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
TEEN ESTEEMPO BOX 966 DANVILLE, CA 94526	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
VIDA VERDE NATURE EDUCATION 3540 LA HONDA ROAD SAN GREGORIO, CA 94074	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
Total ▶ 3a				5,336,674

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 MINDFUL PROJECT 350 NINTH AVENUE SAN FRANCISCO, CA 94118	NONE	PC	FOR OPERATIONAL SUPPORT	40,000
UPWARD ROOTS 270 GRAND AVENUE SUITE 1 OAKLAND, CA 94610	NONE	PC	FOR OPERATIONAL SUPPORT	38,500
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	PC	FOR OPERATIONAL SUPPORT	38,000
Total ► 3a				5,336,674

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>				
PARENTING NOW 1121 SW SALMON STREET SUITE 200 PORTLAND, OR 97205	NONE	PC	FOR OPERATIONAL SUPPORT	37,222
BUILD2385 BAY ROAD REDWOOD CITY, CA 94063	NONE	PC	FOR OPERATIONAL SUPPORT	35,000
MONTEREY JAZZ FESTIVALPO BOX JAZZ MONTEREY, CA 93942	NONE	PC	FOR OPERATIONAL SUPPORT	35,000
Total ▶ 3a				5,336,674

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	PC	FOR OPERATIONAL SUPPORT	35,000
MELROSE LEADERSHIP ACADEMY 4730 FLEMING AVENUE OAKLAND, CA 94619	NONE	PC	FOR OPERATIONAL SUPPORT	35,000
MONTEREY BAY AQUARIUM FOUNDATION 15400 MONTALVO ROAD PO BOX 158 SARATOGA, CA 95070	NONE	PC	FOR OPERATIONAL SUPPORT	30,800
Total ► 3a				5,336,674

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>				
ENVISION EDUCATION 111 MYRTLE STREET SUITE 203 OAKLAND, CA 94607	NONE	PC	FOR OPERATIONAL SUPPORT	30,750
PORTLAND STATE UNIVERSITY FOUNDATION PO BOX 751 PORTLAND, OR 972070751	NONE	PC	FOR OPERATIONAL SUPPORT	30,197
ROOSEVELT MIDDLE SCHOOL 1926 E 19TH ST OAKLAND, CA 94606	NONE	PC	FOR OPERATIONAL SUPPORT	30,018
Total ▶ 3a				5,336,674

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>				
JUMPSTART 65 BATTERY STREET 2ND FLOOR SAN FRANCISCO, CA 94111	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
MONTEREY JAZZ FESTIVALPO BOX JAZZ MONTEREY, CA 93942	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
BAY AREA CRISIS NURSERY 1506 MENDOCINO DRIVE CONCORD, CA 94521	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
Total ▶ 3a				5,336,674

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>				
ASSISTANCE LEAGUE OF DIABLO VALLEY 2711 BUENA VISTA AVENUE WALNUT CREEK, CA 94597	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
SPECIAL OLYMPICS NORTHERN CA 555 DE HARO STREET SUITE 330 SAN FRANCISCO, CA 94107	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
BOYS AND GIRLS CLUBS OF THE PENINSULA 1301 ALHAMBRA AVENUE MARTINEZ, CA 94553	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
Total ▶ 3a				5,336,674

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 BAY AREA URBAN NETWORK 2100 MT DIABLO SCENIC BLVD DANVILLE, CA 945062002	NONE	PC	FOR OPERATIONAL SUPPORT	30,000
GRIEF'S JOURNEY FKA TED E BEAR HOLLOW PO BOX 9555 KALISPELL, MT 59904	NONE	PC	FOR OPERATIONAL SUPPORT	29,120
URBAN INITIATIVES 650 W LAKE ST STE 340 CHICAGO, IL 60661	NONE	PC	FOR OPERATIONAL SUPPORT	28,135
Total ► 3a				5,336,674

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	PC	FOR OPERATIONAL SUPPORT	27,900
SAN LEANDRO BOYS AND GIRLS CLUBS 401 MARINA BOULEVARD PO BOX 234 SAN LEANDRO, CA 94577	NONE	PC	FOR OPERATIONAL SUPPORT	27,560
MERCY HOUSINGPO BOX 1473 LOS ALTOS, CA 94023	NONE	PC	FOR OPERATIONAL SUPPORT	27,500
Total ▶ 3a				5,336,674

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 Paid during the year				
SPRINGBOARD COLLABORATIVE 901 MISSION STREET SAN FRANCISCO, CA 94103	NONE	PC	FOR OPERATIONAL SUPPORT	26,774
ASSISTANCE LEAGUE OF OMAHA 3569 LEAVENWORTH OMAHA, NE 681051907	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
GAME THEORY ACADEMY 337 17TH ST 101 OAKLAND, CA 94612	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ▶ 3a				5,336,674

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>				
OPEN MEADOW ALTERNATIVE 25 N KARLOV AVE CHICAGO, IL 60624	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
CANTARE CON VIVO 1611 TELEGRAPH AVE SUITE 801 OAKLAND, CA 94612	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
KINDERING16120 NE 8TH STREET BELLEVUE, WA 980083937	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ▶ 3a				5,336,674

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>				
MEDIA ENTERPRISE ALLIANCE- OAKLAND PUBLIC ED FUND 73000 FRED WARING DRIVE PALM DESERT, CA 92260	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
COLLEGE IS REAL INC 500 HARTZ AVE SUITE 200 DANVILLE, CA 94526	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
CHILDHAVEN316 BROADWAY SEATTLE, WA 98122	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total 				5,336,674
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>				
COMMUNITY SCHOOL FOR CREATIVE EDUCATION 1000 N ALAMEDA SUITE 240 LOS ANGELES, CA 90012	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
MT DIABLO UNIFIEDCROSSROADS HS 2701 WILLOW PASS ROAD CONCORD, CA 94519	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
SAN FRANCISCO CASA 2211 NE 139TH ST PO BOX 5245 VANCOUVER, WA 98686	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ► 3a				5,336,674

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>				
ASSISTANCE LEAGUE OF OMAHA 3569 LEAVENWORTH OMAHA, NE 681051907	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
GIANT STEPS THERAPEUTIC EQUESTRIAN CTR PO BOX 4855 PETALUMA, CA 949554855	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
BIG BROTHER BIG SISTER BAY AREA 9520 FERGUSON AVE SAVANNAH, GA 31406	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ► 3a				5,336,674

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 COURT APPOINTED SPECIAL ADVOCATES OF SONOMA COUNTY P O BOX 1418 KENWOOD, CA 95452	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
THE LAUREL SCHOOL 350 NINTH AVENUE SAN FRANCISCO, CA 94118	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ► 3a				5,336,674

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>				
ZSHARP564 MARKET STREET SUITE 623 SAN FRANCISCO, CA 94104	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
WHEEL TO WALK FOUNDATION PO BOX 20146 PORTLAND, OR 97294	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
KINDERING16120 NE 8TH STREET BELLEVUE, WA 980083937	NONE	PC	FOR OPERATIONAL SUPPORT	25,000
Total ▶ 3a				5,336,674

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>				
FIT KIDS FOUNDATION 2682 MIDDLEFIELD ROAD UNIT P REDWOOD CITY, CA 94063	NONE	PC	FOR OPERATIONAL SUPPORT	24,000
REDLANDS SYMPHONY ASSOCIATION 1200 E COLTON AVE PO BOX 3080 REDLANDS, CA 92373	NONE	PC	FOR OPERATIONAL SUPPORT	23,331
ASANTE AFRICA FESTIVAL 3925 BOHANNON DRIVE SUITE 300 MENLO PARK, CA 94025	NONE	PC	FOR OPERATIONAL SUPPORT	23,000
Total ▶ 3a				5,336,674

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 FRANCIS CENTER OF REDWOOD CITY 155 NORTH OCCIDENTAL BOULEVARD LOS ANGELES, CA 900264641	NONE	PC	FOR OPERATIONAL SUPPORT	22,000
CASA OF SAN MATEO COUNTY 330 TWIN DOLPHIN DRIVE SUITE 139 REDWOOD CITY, CA 94065	NONE	PC	FOR OPERATIONAL SUPPORT	21,920
MONTALVO ARTS CENTER 15400 MONTALVO ROAD PO BOX 158 SARATOGA, CA 95070	NONE	PC	FOR OPERATIONAL SUPPORT	20,489
Total ▶ 3a				5,336,674

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>				
PEOPLE'S MUSIC SCHOOL 931 W EASTWOOD AVE CHICAGO, IL 60640	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
DIABLO BALLET 175 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
THE ART OF YOGAPO BOX 966 DANVILLE, CA 94526	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
Total ▶ 3a				5,336,674

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 P O BOX 7217 1203 HWY 2 WEST STE 31 KALISPELL, MT 59904	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
LIVING YOGA 5100 SW MACADAM SUITE 360 PORTLAND, OR 97239	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
Total ► 3a				5,336,674

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>				
REACH FOR THE FUTUREPO BOX 30851 SPOKANE, WA 99223	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
REGENTS OF THE UNIVERSITY OF CACAL PERFORMANCES 1200 E COLTON AVE PO BOX 3080 REDLANDS, CA 92373	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
SEANY FOUNDATION9801 DUBLIN BLVD DUBLIN, CA 94568	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
Total ▶ 3a				5,336,674

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 FIRST TEE OF OAKLAND 11425 GOLF LINKS RD OAKLAND, CA 94605	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
LEAP THERAPEUTIC WILDERNESS ADVENTURES 806 SW BROADWAY SUITE 300 PORTLAND, OR 97205	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
NATURAL HIGH1970 BROADWAY OAKLAND, CA 94612	NONE	PC	FOR OPERATIONAL SUPPORT	20,000
Total ▶ 3a				5,336,674

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>				
FUGEES FAMILY INCPO BOX 388 SCOTTTDALE, GA 30079	NONE	PC	FOR OPERATIONAL SUPPORT	19,253
EAST BAY INNOVATION ACADEMY 3400 MALCOLM AVE OAKLAND, CA 94605	NONE	PC	FOR OPERATIONAL SUPPORT	18,000
OAKLAND PUBLIC EDUCATION FUND PO BOX 21748 OAKLAND, CA 94602	NONE	PC	FOR OPERATIONAL SUPPORT	17,920
Total ▶ 3a				5,336,674

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>				
RELIEF NURSERY1631 MARALISA CT LIVERMORE, CA 94551	NONE	PC	FOR OPERATIONAL SUPPORT	17,500
STEP UP1615 SW FIFTH AVENUE PORTLAND, OR 97201	NONE	PC	FOR OPERATIONAL SUPPORT	17,384
PARTNERSHIP 4 KIDS 1004 FARNAM STREET SUITE 200 OMAHA, NE 68102	NONE	PC	FOR OPERATIONAL SUPPORT	17,000
Total ▶ 3a				5,336,674

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 4 KIDS 1004 FARNAM STREET SUITE 200 OMAHA, NE 68102	NONE	PC	FOR OPERATIONAL SUPPORT	17,000
PARTNERS FORE GOLF THE FIRST TEE 2843 HOPYARD RD SUITE 143 PLEASANTON, CA 94588	NONE	PC	FOR OPERATIONAL SUPPORT	16,800
GATE ACADEMY 1 ST VINCENT DRIVE SAN RAFAEL, CA 94903	NONE	PC	FOR OPERATIONAL SUPPORT	16,192
Total 				5,336,674
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>				
ALAMEDA EDUCATION FOUNDATION PO BOX 1363 ALAMEDA, CA 94501	NONE	PC	FOR OPERATIONAL SUPPORT	15,800
HOPE ACADEMY VIZAG2500 ROAD 20 SAN PABLO, CA 94806	NONE	PC	FOR OPERATIONAL SUPPORT	15,544
ST ELIZABETH ELEMENTARY 155 NORTH OCCIDENTAL BOULEVARD LOS ANGELES, CA 900264641	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
Total ▶ 3a				5,336,674

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>				
MIND BODY AWARENESS 1999 BROADWAY SUITE 1000 DENVER, CO 80202	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
CRADLES TO CRAYONS 2151 SALVIO ST SUITE 295 WALNUT CREEK, CA 94520	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
METROPOLITAN FAMILY SERVICE 1999 BROADWAY SUITE 1000 DENVER, CO 80202	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
Total ▶ 3a				5,336,674

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>				
SALESIAN BOYS AND GIRLS' CLUB 1516 33RD AVE OAKLAND, CA 94601	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
COACHING CORPS230 JONES ST SAN FRANCISCO, CA 94102	NONE	PC	FOR OPERATIONAL SUPPORT	15,000
WILSON ELEMENTARY629 42ND STREET RICHMOND, CA 94805	NONE	PC	FOR OPERATIONAL SUPPORT	14,976
Total ▶ 3a				5,336,674

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 HIDDEN GENIUS 11425 GOLF LINKS RD OAKLAND, CA 94605	NONE	PC	FOR OPERATIONAL SUPPORT	14,000
OAKLAND PUBLIC ED FUND - URBAN PROMISE ACADEMY 360 GRAND AVE PMB64 OAKLAND, CA 94610	NONE	PC	FOR OPERATIONAL SUPPORT	12,647
CAMP PHOENIX2566 ST MARYS AVENUE OMAHA, NE 68105	NONE	PC	FOR OPERATIONAL SUPPORT	12,500
Total ▶ 3a				5,336,674

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>				
URBAN MONTESSORI CHARTER SCHOOL 5328 BRANN STREET OAKLAND, CA 94619	NONE	PC	FOR OPERATIONAL SUPPORT	12,210
ASPIRE EDUCATION PROJECT 337 17TH ST SUITE 217 OAKLAND, CA 94612	NONE	PC	FOR OPERATIONAL SUPPORT	11,500
CROSSROADS MINISTRIES 502 N MAIN STREET POBOX 191 GOLDFIELD, IA 50542	NONE	PC	FOR OPERATIONAL SUPPORT	10,000
Total ▶ 3a				5,336,674

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>				
CHAPTER 510 INK 2520 STANWELL DRIVE SUITE 160 CONCORD, CA 94520	NONE	PC	FOR OPERATIONAL SUPPORT	10,000
GIRL UP UN FOUNDATION 1750 PENNSYLVANIA AVE SUITE 300 WASHINGTON, DC 20006	NONE	PC	FOR OPERATIONAL SUPPORT	10,000
ROSES IN CONCRETE COMMUNITY SCHOOL 551 STEELE STREET OAKLAND, CA 94619	NONE	PC	FOR OPERATIONAL SUPPORT	9,181
Total ► 3a				5,336,674

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>				
VOICES OF HOPE LINCOLN2545 N ST LINCOLN, NE 68510	NONE	PC	FOR OPERATIONAL SUPPORT	7,752
SERAFIC FIRE9801 DUBLIN BLVD DUBLIN, CA 94568	NONE	PC	FOR OPERATIONAL SUPPORT	7,500
CONTRA COSTA KOPS FOR KIDS 1430 WILLOW PASS ROAD SUITE 130 CONCORD, CA 94520	NONE	PC	FOR OPERATIONAL SUPPORT	7,500
Total ▶ 3a				5,336,674

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 FIRST TEE OF MONTEREY COUNTY 945 S SALINAS STREET STE 210 SALINAS, CA 93901	NONE	PC	FOR OPERATIONAL SUPPORT	7,000
RHYTHMIX CULTURAL WORKS 2513 BLANDING AVENUE ALAMEDA, CA 94501	NONE	PC	FOR OPERATIONAL SUPPORT	6,987
NEW DAY FOR CHILDREN 7780 SW CAPITOL HWY PORTLAND, OR 97294	NONE	PC	FOR OPERATIONAL SUPPORT	6,935
Total ▶ 3a				5,336,674

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>				
FRIENDS OF THE CHILDREN NY 44 NE MORRIS PORTLAND, OR 97212	NONE	PC	FOR OPERATIONAL SUPPORT	3,979
RHYTHMIX CULTURAL WORKS 2513 BLANDING AVENUE ALAMEDA, CA 94501	NONE	PC	FOR OPERATIONAL SUPPORT	3,658
COMPLETELY KIDS 2566 ST MARYS AVENUE OMAHA, NE 68105	NONE	PC	FOR OPERATIONAL SUPPORT	2,718
Total ▶ 3a				5,336,674

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 Paid during the year				
CHILDREN'S HOME AND AID 125 S WACKER DRIVE SUITE 1400 CHICAGO, IL 60606	NONE	PC	FOR OPERATIONAL SUPPORT	35,000
RANCHO CIELO 710 OLD STGE RD PO BOX 6948 SALINAS, CA 93912	NONE	PC	FOR OPERATIONAL SUPPORT	27,244
Total ▶ 3a				5,336,674

TY 2017 Accounting Fees Schedule**Name:** QUEST FOUNDATION**EIN:** 20-1844715**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	46,929	23,465		21,859

TY 2017 Investments Corporate Bonds Schedule

Name: QUEST FOUNDATION

EIN: 20-1844715

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS - DODGE & COX	8,179,933	8,179,933
BOND FUNDS - BROWN BROTHERS HARRIMAN	6,147,193	6,147,193
BONDS - MS MAIN	5,893,194	5,893,194
BOND FUNDS - SCHARF #11550	251,554	251,554

TY 2017 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	6,038,330	6,038,330
CORPORATE STOCK - JP MORGAN	1,573,077	1,573,077
CORPORATE STOCK - MS CASH ALTER	7,597,427	7,597,427
CORPORATE STOCK - SCHARF #11550	11,688,180	11,688,180
CORPORATE STOCK - MS #18331	840,388	840,388
CORPORATE STOCK - BROWN BROTHER HARRISMAN	9,453,423	9,453,423

TY 2017 Investments - Other Schedule**Name:** QUEST FOUNDATION**EIN:** 20-1844715**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STOCK FUNDS - DODGE & COX	FMV	16,987,629	16,987,629
STOCK FUNDS - BERNSTEIN	FMV	11,267,850	11,267,850
MORGAN STANLEY ALTERNATIVE INVESTMENTS	FMV	585,889	585,889
REAL ESTATE INCOME FUND - BROWN BROTHERS	FMV	541,024	541,024
EQUITY FUNDS - JP MORGAN	FMV	8,455,284	8,455,284
EQUITY FUNDS - DODGE & COX, SCHWAB	FMV	1,613,159	1,613,159
REAL ESTATE INCOME FUND - MS CASH ALTER	FMV	575,932	575,932
EQUITY FUND - MS #012231	FMV	791,836	791,836
REAL ESTATE INCOME FUND - BERSTEIN	FMV	457,802	457,802

TY 2017 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	66,964	97,932	97,932
SECURITIES SOLD RECEIVABLE	0	173,066	173,066

TY 2017 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	1,561	0		0
INSURANCE	2,002	0		2,002
AUTO EXPENSE	166	0		0
TELEPHONE	2,919	0		660
MISCELLANEOUS	246	0		246

TY 2017 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	48,942	16,125	48,942

TY 2017 Other Increases Schedule

Name: QUEST FOUNDATION

EIN: 20-1844715

Description	Amount
UNREALIZED GAINS	7,171,021

TY 2017 Other Liabilities Schedule**Name:** QUEST FOUNDATION**EIN:** 20-1844715

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED TAXES	197,000	341,000

TY 2017 Other Professional Fees Schedule**Name:** QUEST FOUNDATION**EIN:** 20-1844715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	385,617	385,617		0
OTHER PROFESSIONAL FEES	6,000	0		6,000

TY 2017 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	144,000	0		0
STATE FILING FEES PAID	10	0		10
FOREIGN TAXES PAID	12,567	23,383		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 2017
	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
	☐ 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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, CA 94526	\$ 1,556,553	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)
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	USMV 10,870 SHARES	\$ 1,411,553	2017-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

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
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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