

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	20,118,311	13,447,108		13,447,108	
	3	Accounts receivable ▶ <u>34,579</u>					
		Less allowance for doubtful accounts ▶ _____	16,877	34,579		34,579	
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable		7,500,000		7,500,000	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	297,432	232,557		232,557	
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)						
14	Land, buildings, and equipment basis ▶ <u>1,404,186</u>						
	Less accumulated depreciation (attach schedule) ▶ <u>1,371,222</u>	618,473	32,964		32,964		
15	Other assets (describe ▶ _____)	0	800,581		800,581		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,051,093	22,047,789		22,047,789		
Liabilities	17	Accounts payable and accrued expenses	3,905,425	1,683,164			
	18	Grants payable		4,461,872			
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	3,905,425	6,145,036			
	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	17,145,668	15,902,753			
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)	17,145,668	15,902,753			
31		Total liabilities and net assets/fund balances (see instructions) .	21,051,093	22,047,789			

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	17,145,668
2	Enter amount from Part I, line 27a	2	-1,239,367
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,906,301
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,548
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,902,753

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

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

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	42,917,996	11,417,002	3 759130
2015	25,595,454	8,019,546	3 191634
2014			
2013			
2012			

2 Total of line 1, column (d)	2	6 950764
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	3 475382
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	14,814,155
5 Multiply line 4 by line 3	5	51,484,848
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	44
7 Add lines 5 and 6	7	51,484,892
8 Enter qualifying distributions from Part XII, line 4	8	53,142,166

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	44
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	44
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	44
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0
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	150
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	106
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 106 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	Yes
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	Yes
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes

Part VII-A Statements Regarding Activities (continued)

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

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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 X	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b	Yes	
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	Yes	
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)?		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?	☐ 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?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VII

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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
MONICA MARTINEZ	CHIEF SCHOOL SUPPORT	287,347	32,500	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607	40 00			
ALEXANDRA BERRY	CHIEF OF STAFF	262,425	21,653	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607	40 00			
SEEMA THAKKER	COMMUNICATIONS LEAD	234,216	12,729	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607	40 00			
HILLARY LIEPA	CAMPAIGNS DIRECTOR	218,342	17,536	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607	40 00			
KAAMIL BEY	OPERATIONS DIRECTOR	218,927	12,733	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607	40 00			
Total number of other employees paid over \$50,000. ►				19

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 MOVEMENT BUILDING & PUBLIC AWARENESS BOTH THROUGH OUR OWN ACTIVITIES AND BY SUPPORTING THE ALIGNED WORK OF OTHER ORGANIZATIONS, XQ SEEKS TO BUILD A NATIONAL MOVEMENT FOR HIGH SCHOOL TRANSFORMATION WE PURSUE THAT GOAL THROUGH CREATIVE USE OF MEDIA (INCLUDING FILM, TELEVISION AND SOCIAL MEDIA), STORY-TELLING, TOURS OF THE XQ BUS TO CITIES ACROSS THE COUNTRY, DONATED ADVERTISING, PUBLIC REPORTS ON KEY ISSUES IN HIGH SCHOOL REFORM, AND PUBLIC SPEAKING ON SEPTEMBER 8 2017, XQ REACHED THE NATION WITH A TV SHOW SPECIAL THAT AIRED SIMULTANEOUSLY ACROSS 4 NETWORKS - NBC, CBS, FOX AND ABC THE SHOW SAW 26 3 MILLION VIEWERS TUNE-IN, HAD OVER 500 VIEWING PARTIES, TRENDED NUMBER 1 ON TWITTER IN 2017, THE XQ BUS TRAVELED TO 50 CITIES WITH OVER 12,000 PEOPLE PARTICIPATING IN XQ ACTIVITIES	27,864,857
2 SUPPORT FOR NEW HIGH SCHOOL DESIGNS AND TOOLS & RESOURCES FOR COMMUNITY ADVOCATES TO ENGAGE IN HIGH SCHOOL REDESIGN XQ PROVIDES FREE, OPEN-SOURCE TOOLS AND RESOURCES FOR SCHOOL DESIGNERS AND EDUCATORS - INCLUDING A MOOC IN PARTNERSHIP WITH MIT - SUMMARIZING RELEVANT RESEARCH AND EXPERIENCE XQ SUPPORTS 18 SCHOOLS THAT ARE ON THE LEADING EDGE OF HIGH SCHOOL REDESIGN THESE SCHOOLS CAME OUT OF THE SUPER SCHOOLS COMPETITION - A NATIONAL OPEN CALL TO SUBMIT DESIGNS FOR NEW OR REDESIGNED PUBLIC HIGH SCHOOLS WITH 10,000 PEOPLE PARTICIPATED AND 696 TEAM-BASED PROPOSALS XQ'S SCHOOL SUPPORT TEAM PROVIDES ONGOING TECHNICAL ASSISTANCE TO THESE SCHOOLS, WITH OUR PARTNERS AT STANFORD UNIVERSITY'S CREDO, WE ARE DEVELOPING A PERFORMANCE FRAMEWORK FOR THE SCHOOLS XQ'S WORK ALSO ENCOURAGES ALL PEOPLE WHO CARE ABOUT HIGH SCHOOL CHANGE TO GET INVOLVED AT THEIR LOCAL SCHOOL BOARDS AND PROVIDE TOOLS THAT THEY CAN USE TO BETTER UNDERSTAND HOW TO GET INVOLVED AND WHAT TRANSFORMED SCHOOLS MIGHT LOOK LIKE	9,258,871
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	14,772,215
c	Fair market value of all other assets (see instructions).	1c	267,536
d	Total (add lines 1a, b, and c).	1d	15,039,751
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	15,039,751
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	225,596
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,814,155
6	Minimum investment return. Enter 5% of line 5.	6	740,708

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

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	53,142,166
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	53,142,166
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	44
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	53,142,122

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				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
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. **2015-06-26**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	53,142,166	42,917,996	25,595,454	0	121,655,616
d Amounts included in line 2c not used directly for active conduct of exempt activities	16,608,405	6,500	0	0	16,614,905
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	36,533,761	42,911,496	25,595,454	0	105,040,711
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	493,805	380,567	138,419	0	1,012,791
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				16,608,405
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				4,461,872

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-13 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee			

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

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LAURENE POWELL JOBS	CHAIR OF THE BOARD 25 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
RUSSLYNN ALI	CHIEF EXECUTIVE OFFICER 35 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
MICHAEL KLEIN	DIRECTOR 3 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
LEON WIESELTIER	SECRETARY 3 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
GEOFFREY CANADA	TREASURER 3 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
YO-YO MA	DIRECTOR 3 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
MARC ECKO	DIRECTOR 11 00	0	0	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
MATT LORIN	PRESIDENT (THRU 11/1/17) 40 00	511,391	28,075	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				
JOSEPH J DIGIACOMO	CFO (THRU 9/30/17) 40 00	243,593	22,823	0
248 3RD STREET SUITE 319 OAKLAND, CA 94607				

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>				
BIG PICTURE LEARNING 325 PUBLIC STREET PROVIDENCE, RI 02905	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	350,000
BROOKLYN LABORATORY CHARTER SCHOOL 240 JAY STREET BROOKLYN, NY 11201	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,400,000
CEDAR RAPIDS COMMUNITY SCHOOLS FOUNDATION 2500 EDGEWOOD ROAD NW CEDAR RAPIDS, IA 52405	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	231,100
Total 				16,608,405
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>				
CENTER FOR COLLABORATIVE EDUCATION 33 HARRISON AVE 6TH FLOOR BOSTON, MA 02111	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	200,000
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E 17TH STREET 101 SANTA ANA, CA 92705	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	355,100
COMPASS ACADEMY 2285 S FEDERAL BLVD DENVER, CO 80219	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	219,395
Total ▶ 3a				16,608,405

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>				
CROSSTOWN HIGH SCHOOL INC 1365 TOWER AVENUE MEMPHIS, TN 38104	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	250,000
DA VINCI SCHOOLS 13500 AVIATION BLVD HAWTHORNE, CA 90250	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,215,000
DELAWARE DESIGN LAB HIGH SCHOOL INC 179 STANTON CHRISTIANA ROAD NEWARK, DE 19702	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	653,112
Total ▶ 3a				16,608,405

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>				
DIGITAL PROMISE 1001 CONNECTICUT AVE NW SUITE 830 WASHINGTON, DC 20036	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	2,000,000
ELIZABETHTON HIGH SCHOOL 804 SOUTH WATAUGA AVENUE ELIZABETHTON, TN 37643	N/A	GOV	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	200,000
FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS INC 400 E LAKE MARY BLVD SANFORD, FL 32773	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	200,000
Total ► 3a				16,608,405

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>				
GRAND RAPIDS STUDENT ADVANCEMENT FOUNDATION 111 LIBRARY NE GRAND RAPIDS, MI 49503	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,000,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE SUITE 6000 HOUSTON, TX 77056	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	2,000,000
INNOVATEEDU INC 230 ASHLAND PLACE STE 19C BROOKLYN, NY 11217	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	600,000
Total ▶ 3a				16,608,405

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>				
NEW HARMONY HIGH INSTITUTE 400 POYDRAS SUITE 1812 NEW ORLEANS, LA 70130	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	750,000
POWDERHOUSE STUDIOS LIMITED 211 MINOR STREET CHATTANOOGA, TN 37405	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	650,000
PURDUE POLYTECHNIC HIGH SCHOOL OF INDIANAPOLIS INC 101 W OHIO STREET SUITE 1250 INDIANAPOLIS, IN 46204	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	241,971
Total ► 3a				16,608,405

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>				
RISE CHARTER SCHOOL LLC 201 N DOUGLAS STREET EL SEGUNDO, CA 90245	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,000,000
SUMMIT PUBLIC SCHOOLS 900 ISLAND DRIVE SUITE 203 REDWOOD CITY, CA 94065	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,675,752
UNION ENDICOTT CENTRAL SCHOOL DISTRICT 1100 E MAIN STREET ENDICOTT, NY 13760	N/A	GOV	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	521,915
Total ► 3a				16,608,405

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>				
482 FORWARD1211 TRUMBULL DETROIT, MI 48216	N/A	PC	GENERAL SUPPORT	1,000
ACADEMY OF MUSIC PRODUCTION EDUCATION & DEVELOPMENT 4425 GREENWOOD AVENUE LOUISVILLE, KY 40211	N/A	PC	GENERAL SUPPORT	2,000
ACE MENTOR PROGRAM OF SOUTHEAST TENNESSEE 3904 S MISSION OAKS DRIVE CHATTANOOGA, TN 37412	N/A	PC	GENERAL SUPPORT	1,000
Total ► 3a				16,608,405

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>				
AL EXITOPO BOX 93531 DES MOINES, IA 50393	N/A	PC	GENERAL SUPPORT, TO SUPPORT THE WORK AND EXPANSION OF THE YOUTH-LED SMALL BUSINESS	6,000
BEYOND BASICS 18000 WEST NINE MILE ROAD SUITE 450 SOUTHFIELD, MI 48075	N/A	PC	GENERAL SUPPORT	3,000
CHATTANOOGA HAMILTON COUNTY PUBLIC EDUCATION FUND 100 EAST TENTH STREET SUITE 500 CHATTANOOGA, TN 37402	N/A	PC	PRINCIPAL LEADERSHIP ACADEMY PROGRAM	2,000
Total ► 3a				16,608,405

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>				
CITY OF MILWAUKEE 841 N BROADWAY ROOM 315 MILWAUKEE, WI 53202	N/A	GOV	FOR WATER FILTERS FOR THE WATER FILTER DISTRIBUTION PROGRAM	1,000
CODY ROUGE COMMUNITY ACTION ALLIANCE PO BOX 791087 BALTIMORE, MD 212791087	N/A	PC	GENERAL SUPPORT	1,060
COMMON GROUND FOUNDATION INC 1136 S DELCANO CT WEST SUITE B201 CHICAGO, IL 60605	N/A	PC	GENERAL SUPPORT	300,000
Total ► 3a				16,608,405

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>				
COMMUNITIES IN SCHOOLS OF MID-AMERICA INC 2721 W 6TH STREET SUITE E LAWRENCE, KS 66049	N/A	PC	GENERAL SUPPORT	1,000
COMMUNITY COALITION 8101 S VERMONT AVENUE LOS ANGELES, CA 90044	N/A	PC	GENERAL SUPPORT	10,000
COMMUNITY YOUTH CONCEPTS 1446 MARTIN LUTHER KING JR PKWY DES MOINES, IA 50314	N/A	PC	GENERAL SUPPORT	2,000
Total ► 3a				16,608,405

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>				
DES MOINES SCHOOL BOARD 2323 GRAND AVENUE DES MOINES, IA 50312	N/A	GOV	TO SUPPORT EDUCATIONAL AWARENESS PROGRAMS	1,000
ECLECTIC SOUL VOICES CORPORATION - (INDY PULSE) 3266 BRISBANE ROAD INDIANAPOLIS, IN 46228	N/A	PC	GENERAL SUPPORT	1,000
EDUCATE ME FOUNDATION INC 9245 HAWKNS RD APT 2B INDIANAPOLIS, IN 46216	N/A	PC	GENERAL SUPPORT	3,000
Total ► 3a				16,608,405

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				
ENTERTAINMENT INDUSTRY FOUNDATION 1201 WEST 5TH STREET SUITE T-700 LOS ANGELES, CA 90017	N/A	PC	GENERAL SUPPORT	50,000
ESCUELA VERDE3628 W PIERCE STREET MILWAUKEE, WI 53215	N/A	PC	GENERAL SUPPORT	1,000
GIVE MERIT INC10100 GRAND RIVER DETROIT, MI 48204	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				16,608,405

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>				
HAMILTON COUNTY DEPARTMENT OF EDUCATION 2500 SOUTH MARKET STREET CHATTANOOGA, TN 37408	N/A	GOV	MULTICULTURAL TIGERS UNITED PROGRAM	1,000
HOMEWOOD CHILDREN'S VILLAGE 801 N HOMEWOOD AVE PITTSBURGH, PA 15208	N/A	PC	GENERAL SUPPORT	3,000
I HAVE A DREAM FOUNDATION 322 EIGHT AVENUE SUITE 202 NEW YORK, NY 10001	N/A	PC	COLLEGE SAVINGS ACCOUNTS	28,000
Total ► 3a				16,608,405

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>				
IOWA STUDENT LEARNING INSTITUTE 1960 SE PRAIRIE CREEK DRIVE WAUKEE, IA 50263	N/A	PC	GENERAL SUPPORT	1,000
LEADERSHIP TULSA 1717 S BOULDER AVENUE SUITE 104 TULSA, OK 74119	N/A	PC	GENERAL SUPPORT	1,000
MAKER YOUTH FOUNDATION INC 1010 E MICHIGAN ST INDIANAPOLIS, IN 46202	N/A	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				16,608,405

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>				
NEUTRAL ZONE310 E WASHINGTON ANN ARBOR, MI 48104	N/A	PC	GENERAL SUPPORT	1,000
NORTHSIDE NEIGHBORHOOD HOUSE 211 MINOR STREET CHATTANOOGA, TN 37405	N/A	PC	GENERAL SUPPORT	1,000
REBEL VENTURESPO BOX 8381 PHILADELPHIA, PA 19101	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				16,608,405

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>				
SHAKESPEARE CENTER OF LOS ANGELES 1238 WEST 1ST STREET LOS ANGELES, CA 90026	N/A	PC	GENERAL SUPPORT	150,000
SOCIALWORKS 12100 WILSHIRE BLVD SUITE 705 LOS ANGELES, CA 90025	N/A	PC	GENERAL SUPPORT	300,000
TEACH PLUS INC 27-43 WORMWOOD STREET TOWER POINT STE 410 BOSTON, MA 02210	N/A	PC	GENERAL SUPPORT	2,000
Total 				16,608,405
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>				
TRUE SKOOL INC 161 W WISCONSIN AVENUE SUITE 1000 MILWAUKEE, WI 53203	N/A	PC	GENERAL SUPPORT	3,000
UNIVERSITY OF OKLAHOMA FOUNDATION INC 100 TIMBERDELL ROAD NORMAN, OK 73019	N/A	PC	GENERAL SUPPORT	2,000
VISTA UNIFIED SCHOOL DISTRICT 1234 ARCADIA AVENUE VISTA, CA 92084	N/A	GOV	COMPLETION OF FLIGHT SIMULATOR FOR VISTA HIGH SCHOOL	8,000
Total ▶ 3a				16,608,405

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>				
YOUTH SERVICES OF TULSA 311 S MADISON AVENUE TULSA, OK 74120	N/A	PC	GENERAL SUPPORT	3,000
Total 				16,608,405
3a				

TY 2017 Accounting Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	214,676	0	214,676	0

**TY 2017 Land, Etc.
Schedule****Name:** XQ INSTITUTE**EIN:** 47-4422640

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	799,427	799,427	0	
BUS	604,759	571,795	32,964	32,964

TY 2017 Legal Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,028,230	0	1,028,230	0

TY 2017 Other Assets Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER ASSETS	0	400	400
EDUCATION BY DESIGN, LLC (PROGRAM-RELATED INVESTMENT)	0	800,181	800,181

TY 2017 Other Decreases Schedule

Name: XQ INSTITUTE
EIN: 47-4422640

Description	Amount
PRIOR PERIOD ADJUSTMENT	3,548

TY 2017 Other Expenses Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAID MEDIA	2,446,579	0	2,446,579	0
BRAND AND COMMUNITY BUILDING, PRODUCTION	7,815,411	0	7,815,411	0
DOCUMENTARY PRODUCTION	2,517,922	0	2,517,922	0
COMMUNITY TOUR AND EVENT PRODUCTION	1,562,427	0	1,562,427	0
EIF PRODUCTION	2,092,667	0	2,092,667	0
COMPUTERS, EQUIPMENT, NETWORK AND SOFTWARE	533,755	0	533,755	0
EMPLOYEE RECRUITMENT AND DEVELOPMENT	316,030	0	316,030	0
CALL CENTER	74,713	0	74,713	0
OFFICE EXPENSES	363,732	0	363,732	0
WEBSITE DESIGN & DEVELOPMENT	635,616	0	635,616	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE (NON-EMPLOYEE)	56,111	0	56,111	0
OTHER EXPENSES	51,076	0	51,076	0
EXEMPT FUNCTION EXPENSES EXCEEDING INCOME	0	0	-36,533,761	36,533,761

TY 2017 Other Income Schedule

Name: XQ INSTITUTE

EIN: 47-4422640

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS REVENUE	94		94

TY 2017 Other Professional Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RESEARCH	1,619,379	0	1,619,379	0
CONTENT & PRODUCT DEVELOPMENT	6,310,611	0	6,310,611	0
CAMPAIGNS & OUTREACH	1,037,088	0	1,037,088	0
STRATEGIC COMMUNICATIONS	1,096,676	0	1,096,676	0

TY 2017 Substantial Contributors Schedule

Name: XQ INSTITUTE

EIN: 47-4422640

Name	Address
GOLDMAN SACHS PHILANTHROPY FUND	PO BOX 15203 ALBANY, NY 12212
APPLE INC	1 INFINITE LOOP CUPERTINO, CA 95014

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 XQ INSTITUTE	Employer identification number 47-4422640

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 XQ INSTITUTE	Employer identification number 47-4422640
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Part I	Contributors (See instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GOLDMAN SACHS PHILANTHROPY FUND	\$ 48,400,000	Person ☒
	PO BOX 15203		Payroll ☐
	ALBANY, NY12212		Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	APPLE INC	\$ 7,500,000	Person ☒
	1 INFINITE LOOP		Payroll ☐
	CUPERTINO, CA95014		Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	SILICON VALLEY COMMUNITY FOUNDATION	\$ 250,000	Person ☒
	2440 WEST EL CAMINO REAL		Payroll ☐
	MOUNTAIN VIEW, CA94040		Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	AMPLIFY EDUCATION PARTNERS LLC	\$ 800,181	Person ☐
	55 WASHINGTON STREET SUITE 800		Payroll ☐
	BROOKLYN, NY11201		Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Name of organization XQ INSTITUTE	Employer identification number 47-4422640
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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
4	1,500,000 SHARES EDUCATION BY DESIGN, LLC	\$ 800,181	2017-08-11
(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 XQ INSTITUTE	Employer identification number 47-4422640
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee