

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.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation XQ INSTITUTE		A Employer identification number 47-4422640	
Number and street (or P O box number if mail is not delivered to street address) 248 3RD STREET NO 319	Room/suite	B Telephone number (see instructions) (650) 210-5118	
City or town, state or province, country, and ZIP or foreign postal code OAKLAND, CA 94607		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>12,903,973</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	37,900,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,158	1,158	1,158	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	18,542	299	18,542		
12 Total. Add lines 1 through 11	37,919,700	1,457	19,700		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages	5,761,156	0	0	5,761,156
	15 Pension plans, employee benefits	992,540	0	0	995,290
	16a Legal fees (attach schedule)	976,408	0	0	1,106,441
	b Accounting fees (attach schedule)	299,691	0	0	287,391
	c Other professional fees (attach schedule)	15,315,276	0	0	14,079,149
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	150	0	0	150
	19 Depreciation (attach schedule) and depletion	32,963	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	1,868,445	0	0	1,746,123
	22 Printing and publications	88,871	0	0	94,520
	23 Other expenses (attach schedule)	2,916,545	0	0	2,770,474
	24 Total operating and administrative expenses. Add lines 13 through 23	28,252,045	0	0	26,840,694
	25 Contributions, gifts, grants paid	16,531,933			20,189,859
26 Total expenses and disbursements. Add lines 24 and 25	44,783,978	0	0	47,030,553	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,864,278				
b Net investment income (if negative, enter -0-)		1,457			
c Adjusted net income (if negative, enter -0-)			19,700		

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	13,447,108	11,638,450	11,638,450
	3 Accounts receivable ▶ <u>6,823</u>			
	Less allowance for doubtful accounts ▶ _____	34,579	6,823	6,823
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable	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	232,557	369,627	369,627
	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>1,404,186</u>	32,964	0	0	
15 Other assets (describe ▶ _____)	800,581	889,073	889,073	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,047,789	12,903,973	12,903,973	
Liabilities	17 Accounts payable and accrued expenses	1,683,164	3,061,552	
	18 Grants payable	4,461,872	803,946	
	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)	6,145,036	3,865,498	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	15,902,753	9,038,475	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	15,902,753	9,038,475		
31 Total liabilities and net assets/fund balances (see instructions) .	22,047,789	12,903,973		

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	15,902,753
2 Enter amount from Part I, line 27a		2	-6,864,278
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	9,038,475
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	9,038,475

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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))
2017	53,142,122	14,814,155	3 587253
2016	42,917,996	11,417,002	3 759130
2015	25,595,454	8,019,546	3 191634
2014			
2013			

2 Total of line 1, column (d)	2	10 538017
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	3 512672
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	12,166,997
5 Multiply line 4 by line 3	5	42,738,670
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15
7 Add lines 5 and 6	7	42,738,685
8 Enter qualifying distributions from Part XII, line 4	8	47,030,553

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

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed is 0, and overpayment is 91.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for Yes/No are provided for each question.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address XQSUPERSCHOOL.ORG
14 The books are in care of XQ INSTITUTE Telephone no (650) 210-5118

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
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?
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 2018?
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2018 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?

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				Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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.	<input type="checkbox"/>				5b
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>				
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>					No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	7b
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?					
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELE CAHILL 248 3RD STREET SUITE 319 OAKLAND, CA 94607	SENIOR ADVISOR 40 00	450,000	0	0
ANNE MACKINNON 248 3RD STREET SUITE 319 OAKLAND, CA 94607	MANAGING DIR OF EDUC 40 00	352,460	35,753	0
MONICA MARTINEZ 248 3RD STREET SUITE 319 OAKLAND, CA 94607	CHIEF SCHOOL SUPPORT 40 00	328,894	41,591	0
CHRYSTALLA PHILALITHES 248 3RD STREET SUITE 319 OAKLAND, CA 94607	CHIEF MARKETING & IN 40 00	344,347	7,967	0
ALEXANDRA BERRY 248 3RD STREET SUITE 319 OAKLAND, CA 94607	DIR OF LEARNING RESE 40 00	258,972	23,343	0

Total number of other employees paid over \$50,000. ▶ 30

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MEDIA ARTS LAB 5353 GROSVENOR BLVD LOS ANGELES, CA 90066	BRAND & MOVEMENT BUILDING CREATIVE, STRATEGY & PRODUCTION	4,260,720
MOXIE PICTURES 3137 S LA CIENEGA BLVD LOS ANGELES, CA 90016	VIDEO AND DOCUMENTARY PRODUCTION	3,206,645
CENTER FOR RESEARCH ON EDUCATION 434 GALVEZ MALL STANFORD, CA 943066010	RESEARCH AND POLICY ANALYSIS	1,245,000
GETTING SMART LLC 1600B SW DASH POINT ROAD 311 FEDERAL WAY, CA 98023	PRODUCT RESEARCH AND DESIGN	1,058,581
E2K EVENTS & ENTERTAINMENT 445 N WHISMAN ROAD 100 MOUNTAIN VIEW, CA 94043	EVENT MANAGEMENT SERVICES	778,335
Total number of others receiving over \$50,000 for professional services. ▶		45

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 AND PUBLIC AWARENESS THROUGH OUR OWN ACTIVITIES AND BY SUPPORTING THE ALIGNED WORK OF OTHER ORGANIZATIONS, XQ SEEKS TO BUILD NATIONAL WILL FOR HIGH SCHOOL TRANSFORMATION. WE PURSUE THAT GOAL THROUGH CREATIVE USE OF MEDIA (INCLUDING FILM, TELEVISION AND SOCIAL MEDIA), STORYTELLING, DONATED ADVERTISING, PUBLIC REPORTS ON KEY ISSUES IN HIGH SCHOOL REFORM, AND PUBLIC SPEAKING	15,069,470
2 SUPPORT FOR NEW HIGH SCHOOL DESIGNS AND TOOLS & RESOURCES FOR COMMUNITY ADVOCATES TO ENGAGE IN HIGH SCHOOL REDESIGN. XQ OFFERS FREE, OPEN-SOURCE TOOLS AND RESOURCES FOR SCHOOL DESIGNERS AND EDUCATORS - INCLUDING A MOOC IN PARTNERSHIP WITH MIT - ROOTED IN RELEVANT RESEARCH AND EXPERIENCE. XQ SUPPORTS 19 SCHOOLS THAT WERE DEVELOPED IN ITS SUPER SCHOOLS COMPETITION - A NATIONAL OPEN CALL TO SUBMIT DESIGNS FOR NEW OR REDESIGNED PUBLIC HIGH SCHOOLS, WHICH RESULTED IN THE PARTICIPATION OF MORE THAN 10,000 PEOPLE AND 696 TEAM PROPOSALS. XQ'S SCHOOL SUPPORT TEAM PROVIDES ONGOING TECHNICAL ASSISTANCE TO THESE SCHOOLS AS WELL AS HIGH SCHOOL REDESIGN EFFORTS IN TULSA (OK) PUBLIC SCHOOLS. XQ ALSO ENCOURAGES PEOPLE WHO CARE ABOUT CHANGING HIGH SCHOOL TO ENGAGE THEIR LOCAL SCHOOL BOARDS, OFFERING TOOLS TO HELP THEM BETTER UNDERSTAND HOW TO GET INVOLVED AND WHAT TRANSFORMED SCHOOLS MIGHT LOOK LIKE	10,707,365
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	11,886,939
c	Fair market value of all other assets (see instructions).	1c	465,342
d	Total (add lines 1a, b, and c).	1d	12,352,281
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	12,352,281
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	185,284
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	12,166,997
6	Minimum investment return. Enter 5% of line 5.	6	608,350

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 2018 from Part VI, line 5.	2a	
b	Income tax for 2018 (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	47,030,553
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	47,030,553
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	15
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	47,030,538

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____				
a Applied to 2017, 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 2018 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
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 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	19,700	0	0	0	19,700
b 85% of line 2a	16,745	0	0	0	16,745
c Qualifying distributions from Part XII, line 4 for each year listed	47,030,553	53,142,166	42,917,996	25,595,454	168,686,169
d Amounts included in line 2c not used directly for active conduct of exempt activities	20,189,859	16,608,405	6,500	0	36,804,764
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	26,840,694	36,533,761	42,911,496	25,595,454	131,881,405
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.	405,567	493,805	380,567	138,419	1,418,358
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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
CROSTOWN 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	650,500
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	153,446
Total ▶ 3b				

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

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with 3 columns: Question, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash.
(2) Other assets.

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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

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

b If "Yes," complete the following schedule

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

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.

Sign Here

2019-11-12

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LAURENE POWELL JOBS 248 3RD STREET SUITE 319 OAKLAND, CA 94607	CHAIR OF THE BOARD 15 00	0	0	0
RUSSLYNN ALI 248 3RD STREET SUITE 319 OAKLAND, CA 94607	CHIEF EXECUTIVE OFFICER 35 00	0	0	0
MICHAEL KLEIN 248 3RD STREET SUITE 319 OAKLAND, CA 94607	DIRECTOR 3 00	0	0	0
LEON WIESELTIER 248 3RD STREET SUITE 319 OAKLAND, CA 94607	DIRECTOR 3 00	0	0	0
GEOFFREY CANADA 248 3RD STREET SUITE 319 OAKLAND, CA 94607	TREASURER 3 00	0	0	0
YO-YO MA 248 3RD STREET SUITE 319 OAKLAND, CA 94607	DIRECTOR 3 00	0	0	0
MARC ECKO 248 3RD STREET SUITE 319 OAKLAND, CA 94607	SECRETARY 35 00	0	0	0
JIMMY IOVINE 248 3RD STREET SUITE 319 OAKLAND, CA 94607	DIRECTOR 1 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>				
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	2,000,000
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	425,900
COMMUNITY FOUNDATION FOR SOUTH CENTRAL NEW YORK INC 520 COLUMBIA DRIVE SUITE 100 JOHNSON CITY, NY 13790	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	435,920
Total ▶ 3a				20,189,859

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>				
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
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	900,500
DESIGN THINKING ACADEMY 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	1,437,312
Total ▶ 3a				20,189,859

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EDUCATION FORWARD DC 1805 7TH STREET NW 6TH FLOOR WASHINGTON, DC 20001	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	1,792,400
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	390,000
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	560,550
Total ▶ 3a				20,189,859

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>				
FOUNDATION FOR TULSA SCHOOLS 3027 SOUTH NEW HAVEN AVENUE TULSA, OK 74114	N/A	PC	SUPPORT THE DISTRICT IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	700,000
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	2,366,601
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	1,330,804
Total ▶ 3a				20,189,859

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	716,832
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	237,012
POWDERHOUSE STUDIOS LIMITED 339R SUMMER STREET SOMERVILLE, MA 02144	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	300,000
Total ▶ 3a				20,189,859

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	600,000
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	1,675,753
VISTA FOUNDATION FOR INNOVATIVE LEARNING 1234 ARCADIA AVENUE VISTA, CA 92084	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	2,000,000
Total ▶ 3a				20,189,859

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>				
WASHINGTON LEADERSHIP ACADEMY 3015 4TH STREET NORTHEAST WASHINGTON, DC 20017	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL	2,018,880
100 BLACK MEN OF THE BAY AREA INC 1632 12TH STREET OAKLAND, CA 94607	N/A	PC	GENERAL SUPPORT	5,000
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 3150 N SAN FERNANDO ROAD SUITE C LOS ANGELES, CA 90065	N/A	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				20,189,859

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 COALITION 8101 S VERMONT AVENUE LOS ANGELES, CA 90044	N/A	PC	GENERAL SUPPORT	25,000
ILLINOIS ACTION FOR CHILDREN 4753 N BROADWAY SUITE 1200 CHICAGO, IL 60640	N/A	PC	GENERAL SUPPORT	10,000
WE UNITED OAKLAND SOCCER PROJECT 592 JEAN STREET APARTMENT 305 OAKLAND, CA 94610	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				20,189,859

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 AID NON PROFIT 926 85TH AVENUE OAKLAND, CA 94621	N/A	PC	GENERAL SUPPORT	10,000
NORTH AMERICAN COUNCIL FOR ONLINE LEARNING LTD 1934 OLD GALLOWS ROAD SUITE 350 VIENNA, VA 22182	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				20,189,859

TY 2018 Accounting Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	299,691	0	0	287,391

TY 2018 General Explanation Attachment**Name:** XQ INSTITUTE**EIN:** 47-4422640**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART VII-B, LINE 1B	IN 2018, XQ UNINTENTIONALLY ENTERED INTO THREE SELF-DEALING TRANSACTIONS WITH TWO DISQUALIFIED PERSONS, EACH AS A RESULT OF INADVERTENT USE OF AN XQ CREDIT CARD THE TOTAL AMOUNT SUBJECT TO EXCISE TAX WAS LESS THAN \$100, THE TRANSACTIONS HAVE BEEN FULLY CORRECTED, APPROPRIATE FORMS 4720 WERE FILED, AND XQ HAS IMPOSED CONTROLS TO SUBSTANTIALLY REDUCE THE RISK OF SUCH TRANSACTIONS IN THE FUTURE.

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		FORM 990-PF, PART VII-B, LINE 1C	IN 2018, XQ LEARNED OF AN UNINTENTIONAL ACT OF SELF-DEALING THAT OCCURRED IN NOVEMBER 2016 AS A RESULT OF INADVERTENT USE OF AN XQ CREDIT CARD BY A DISQUALIFIED PERSON UPON DISCOVERY, THE TRANSACTION WAS FULLY CORRECTED AND THE APPROPRIATE FORMS 4720 WERE FILED XQ HAS IMPOSED CONTROLS TO SUBSTANTIALLY REDUCE THE RISK OF SUCH TRANSACTIONS IN THE FUTURE

**TY 2018 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	604,759	0	

TY 2018 Legal Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	976,408	0	0	1,106,441

TY 2018 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
ART AND OTHER ASSETS	400	88,892	88,892
EDUCATION BY DESIGN, LLC	800,181	800,181	800,181

TY 2018 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	235,898	0	0	235,898
COMMUNITY TOUR AND EVENT PRODUCTION	1,008,610	0	0	955,829
COMPUTERS, EQUIPMENT, NETWORK AND SOFTWARE	577,990	0	0	590,503
EMPLOYEE RECRUITMENT AND DEVELOPMENT	175,203	0	0	175,203
CALL CENTER	60,225	0	0	61,225
OFFICE EXPENSES	425,713	0	0	429,109
WEBSITE DESIGN & DEVELOPMENT	156,394	0	0	156,394
INSURANCE	68,619	0	0	68,619
POSTAGE AND SHIPPING	115,405	0	0	38,205
OTHER EXPENSES	92,488	0	0	59,489

TY 2018 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	18,243		18,243
OTHER INTEREST INCOME	299	299	299

TY 2018 Other Professional Fees Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RESEARCH	2,660,404	0	0	2,660,404
CONTENT & PRODUCT DEVELOPMENT	9,331,692	0	0	8,095,565
CAMPAIGNS & OUTREACH	2,268,843	0	0	2,268,843
SCHOOL SUPPORT	1,054,337	0	0	1,054,337

TY 2018 Taxes Schedule**Name:** XQ INSTITUTE**EIN:** 47-4422640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	150	0	0	150

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
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

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 PO BOX 15203 ALBANY, NY 12212	\$ 37,900,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization XQ INSTITUTE	Employer identification number 47-4422640
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Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
(See instructions) Use duplicate copies of Part II if additional space is needed			
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

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

(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
_____	_____
_____	_____