

Form 990-PF

Return of Private Foundation

OMB No 1545-0047

2019

Department of the Treasury Internal Revenue Service

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.

1912

Open to Public Inspection

For calendar year 2019 or tax year beginning

and ending

Name of foundation: XQ INSTITUTE; Employer identification number: 47-4422640; Telephone number: (650) 210-5118; City: OAKLAND, CA 94607; Accounting method: Accrual; Fair market value: \$6,505,355.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 69,529,686) and Operating and Administrative Expenses (Total: 75,132,682).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	0.	3,000.	3,000.
	2 Savings and temporary cash investments	11,638,450.	4,868,587.	4,868,587.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	6,823.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable	0.	384,759.	384,759.
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	369,627.	359,936.	359,936.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis	1,404,186.			
Less: accumulated depreciation	STMT 7 1,404,186.			
15 Other assets (describe)	889,073.	889,073.	889,073.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,903,973.	6,505,355.	6,505,355.	
Liabilities	17 Accounts payable and accrued expenses	3,061,552.	2,558,733.	
	18 Grants payable	803,946.	511,143.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	3,865,498.	3,069,876.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30			<input checked="" type="checkbox"/>
	24 Net assets without donor restrictions	9,038,475.	3,435,479.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30.			<input type="checkbox"/>
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances	9,038,475.	3,435,479.		
30 Total liabilities and net assets/fund balances	12,903,973.	6,505,355.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	9,038,475.
2 Enter amount from Part I, line 27a	2	-5,602,996.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,435,479.
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 29	6	3,435,479.

Form 990-PF (2019)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b	NONE		
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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). 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 doesn't qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	47,030,538.	12,166,997.	3.865419
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			

2 Total of line 1, column (d)	2	14.403436
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	3.600859
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	10,175,421.
5 Multiply line 4 by line 3	5	36,640,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10.
7 Add lines 5 and 6	7	36,640,266.
8 Enter qualifying distributions from Part XII, line 4 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.	8	77,872,751.

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 calculation. Includes sub-tables for Credits/Payments (6a-6d) and Total Credits (7). Total amount due is 81.00, refunded 81.00.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Includes questions about political campaigns, expenditures, and state registration. Includes handwritten notes 'STMT 9' and 'N/A'.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 11: 'At any time during the year, did the foundation, directly or indirectly, own a controlled entity...' No. Row 12: 'Did the foundation make a distribution to a donor advised fund...' No. Row 13: 'Did the foundation comply with the public inspection requirements...' Yes. Row 14: 'The books are in care of...' Yes. Row 15: 'Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF...' N/A. Row 16: 'At any time during calendar year 2019, 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?' 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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 1a: 'During the year, did the foundation (either directly or indirectly):' (1) Engage in the sale or exchange... No. (2) Borrow money from... No. (3) Furnish goods, services... No. (4) Pay compensation to... No. (5) Transfer any income or assets... No. (6) Agree to pay money or property to a government official... No. Row 1b: 'If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions...' No. Row 1c: 'Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts...' No. Row 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)):' Row 2a: 'At the end of tax year 2019, did the foundation have any undistributed income...' No. Row 2b: 'Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)...' N/A. Row 2c: 'If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.' Row 3a: 'Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?' No. Row 3b: 'If "Yes," did it have excess business holdings in 2019 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...' N/A. Row 4a: 'Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?' No. Row 4b: '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 2019?' No.

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propoganda, 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 checked="" type="checkbox"/> Yes	<input 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 Organizations relying on a current notice regarding disaster assistance, check here		<input checked="" 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? SEE STATEMENT 11 If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input checked="" 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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		<input checked="" type="checkbox"/>
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
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
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(s) 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, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		341,027.	26,548.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNE MACKINNON - 248 3RD STREET, SUITE 319, OAKLAND, CA 94607	MANAGING DIR OF EDUCATIONAL CONTENT 40.00	375,091.	33,441.	0.
MARY RYERSE - 248 3RD STREET, SUITE 319, OAKLAND, CA 94607	MANAGING DIR OF SCHOOL SUCCESS 40.00	350,636.	15,052.	0.
MICHELE CAHILL - 248 3RD STREET, SUITE 319, OAKLAND, CA 94607	SENIOR ADVISOR (THRU 9/30/19) 40.00	339,162.	1,261.	0.
MONICA MARTINEZ - 248 3RD STREET, SUITE 319, OAKLAND, CA 94607	CHIEF SCH SUP OFFCR (THRU 10/15/19) 40.00	273,705.	35,865.	0.
STEPHANIE GERMERAAD - 248 3RD STREET, SUITE 319, OAKLAND, CA 94607	COMMUNICATIONS DIRECTOR 40.00	279,714.	21,241.	0.
Total number of other employees paid over \$50,000				41

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
E2K EVENTS & ENTERTAINMENT - 445 N. WHISMAN ROAD #100, MOUNTAIN VIEW, CA 94043	EVENT MANAGEMENT SERVICES	3218023.
MEDIA ARTS LAB 5353 GROSVENOR BLVD, LOS ANGELES, CA 90066	BRAND & MOVEMENT BUILDING: CREATIVE,	3122145.
MOXIE PICTURES -- 3137-S.-LA-CIENEGA-BLVD, -LOS-ANGELES, CA 90016	VIDEO-AND-DOCUMENTARY PRODUCTI	2716805.
CENTER FOR RESEARCH ON EDUCATION 434 GALVEZ MALL, STANFORD, CA 94306-6010	RESEARCH AND POLICY ANALYSIS	1543220.
REDESIGN LLC 209 CHESTNUT AVE, #2, BOSTON, MA 02130	CONSULTING & STRATEGIC PLANNING W	964,987.
Total number of others receiving over \$50,000 for professional services		63

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 SEE STATEMENT 12	22,869,393.
2 SEE STATEMENT 13	15,890,747.
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	9,881,549.
c	Fair market value of all other assets	1c	448,828.
d	Total (add lines 1a, b, and c)	1d	10,330,377.
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	10,330,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,956.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,175,421.
6	Minimum investment return Enter 5% of line 5	6	508,771.

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 2019 from Part VI, line 5	2a	
b	Income tax for 2019 (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	77,872,751.
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	77,872,751.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	10.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,872,741.

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)

N/A

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$				
a Applied to 2018, 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 2019 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶ 06/26/15
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	126,878.	19,700.	0.	0.	146,578.
b 85% of line 2a	107,846.	16,745.	0.	0.	124,591.
c Qualifying distributions from Part XII, line 4, for each year listed	77,872,751.	47,030,553.	53,142,166.	42,917,996.	220963466.
d Amounts included in line 2c not used directly for active conduct of exempt activities	34,236,527.	20,189,859.	16,608,405.	6,500.	71,041,291.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	43,636,224.	26,840,694.	36,533,761.	42,911,496.	149922175.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	1				1 X 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	339,181.	405,567.	493,805.	380,567.	1,619,120.
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).)
- NONE**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE**
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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 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 Paid during the year				
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.	1,999,629.
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.	148,900.
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.	1,117,722.
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.	907,857.
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.	927,550.
Total	SEE CONTINUATION SHEET(S)			3a 34,236,527.
b Approved for future payment				
NONE				
Total				
				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 1,002), 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e, MISCELLANEOUS REVENUE, 01, 125,876), 12 Subtotal (0, 126,878, 0), 13 Total (13, 126,878).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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.	2,290,150.
DA VINCI SCHOOLS LA COUNTY 201 N. DOUGLAS ST. EL SEGUNDO, CA 90245	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL.	897,178.
EDUCATION FOR CHANGE 333 HEGENBERGER ROAD, SUITE 600 OAKLAND, CA 94621	N/A	PC	SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL.	2,198,420.
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; SUPPORT TRAVEL	429,862.
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.	551,335.
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 SCHOOLS.	700,000.
FUND FOR PUBLIC SCHOOLS INC. 52 CHAMBERS STREET, ROOM 305 NEW YORK, NY 10007	N/A	PC	SUPPORT NYDOE IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOLS.	854,539.
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; SUPPORT TRAVEL	1,081,318.
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.	1,930,743.
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.	1,088,840.
Total from continuation sheets				29,134,869.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
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; GENERAL	905,199.
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.	1,509,392.
RHODE ISLAND COMMUNITY FOUNDATION 1 UNION STATION PROVIDENCE, RI 02903	N/A	PC	SUPPORT THE STATE IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOLS; SUPPORT	1,875,915.
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.	6,648,495.
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.	1,000,000.
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.	1,333,333.
BALDWIN FOR THE ARTS 320 7TH AVE STE 332 BROOKLYN, NY 11215	N/A	PC	GENERAL SUPPORT	200,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012	N/A	PC	GENERAL SUPPORT	100,000.
CALIFORNIA SHAKESPEARE THEATRE 701 HEINZ AVENUE BERKELEY, CA 94710	N/A	PC	GENERAL SUPPORT	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CARAS PO BOX 433 CATANO, PR-00963	N/A	PC	GENERAL SUPPORT	11,150.
CARNEGIE HALL CORPORATION 881 SEVENTH AVE NEW YORK, NY 10019	N/A	PC	GENERAL SUPPORT	10,000.
CHARLOTTE HORNETS FOUNDATION 333 EAST TRADE STREET CHARLOTTE, NC 28202	N/A	PC	GENERAL SUPPORT	15,000.
CHICAGO LEARNING EXCHANGE 332 S. MICHIGAN AVE, FL 9 CHICAGO, IL 60604	N/A	PC	GENERAL SUPPORT	5,500.
COLLEGE TRACK - NEW ORLEANS 2225 CONGRESS STREET, FL 2 NEW ORLEANS, LA 70117	N/A	PC	GENERAL SUPPORT	3,000.
COLORADO EDUCATION INITIATIVE 600 17TH STREET, SUITE 1400N DENVER, CO 80202	N/A	PC	SUPPORT FOR HIGH SCHOOL REDESIGN ACCELERATOR EVENT	50,000.
COMMUNITY COALITION 8101 S. VERMONT AVENUE LOS ANGELES, CA 90044	N/A	PC	GENERAL SUPPORT	51,000.
DESIGN THINKING ACADEMY 179 STANTON CHRISTIANA ROAD NEWARK, DE 19702	N/A	PC	GENERAL SUPPORT	700,000.
DEMOCRACY BUILDERS FUND INC. 2130 ADAM CLAYTON POWELL BLVD. NEW YORK, NY 10027	N/A	PC	GENERAL SUPPORT	675,000.
EDUCATING CHILDREN OF COLOR INC. PO BOX 16074 COLORADO SPRINGS, CO 80935	N/A	PC	GENERAL SUPPORT	2,000.
Total from continuation sheets				

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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)				
FLY KICKS FOR KIDS 456 E. ORANGE GROVE BLVD., #310 PASADENA, CA 91104	N/A	PC	GENERAL SUPPORT	3,000.
FOOD EDUCATION FUND INC. 525 W 50TH STREET, G14 NEW YORK, NY 10019	N/A	PC	GENERAL SUPPORT	10,000.
FROM ONE HAND TO ANOTHER INC. 253 TOWN CENTER DRIVE, SUITE 1035 VIRGINIA BEACH, VA 23462	N/A	POF	SUPPORT FOR YOUTH LEADERSHIP DEVELOPMENT WORKSHOPS	100,000.
GATHERING FOR JUSTICE, INC. 121 WEST 36TH STREET, SUITE 251 NEW YORK, NY 10018	N/A	PC	SUPPORT FOR THE YOUTH LEADERSHIP	100,000.
LET'S INNOVATE THROUGH EDUCATION 2400 POPLAR AVENUE, STE 318 MEMPHIS, TN 38112	N/A	PC	GENERAL SUPPORT	5,000.
MUSICARES FOUNDATION INC. 3030 OLYMPIC BLVD SANTA MONICA, CA 90404	N/A	PC	GENERAL SUPPORT	75,000.
OAKLAND PROMISE 300 FRANK H. OGAWA PLAZA, SUITE 430 OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	10,000.
RISE AT WORK 404 EUCLID AVE., SUITE 329 SAN DIEGO, CA 92114	N/A	PC	GENERAL SUPPORT	2,000.
ROCK THE STREET, WALL STREET 3523 TRIMBLE ROAD NASHVILLE, TN 37215	N/A	PC	GENERAL SUPPORT	2,000.
THE HADANOU COLLECTIVE 1640 NORTH DOWNING STREET, UNIT 102 DENVER, CO 80218	N/A	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - ELIZABETHTON HIGH SCHOOL

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL; SUPPORT TRAVEL FOR STUDENTS & CHAPERONES .

NAME OF RECIPIENT - GRAND RAPIDS STUDENT ADVANCEMENT FOUNDATION

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL; SUPPORT TRAVEL FOR STUDENTS & CHAPERONES

NAME OF RECIPIENT - POWDERHOUSE STUDIOS, LIMITED

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL; GENERAL SUPPORT

NAME OF RECIPIENT - RHODE ISLAND COMMUNITY FOUNDATION

SUPPORT THE STATE IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOLS; SUPPORT TRAVEL FOR EDUCATORS AND SCHOOL LEADERS; SUPPORT RHODE ISLAND EDUCATORS

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

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 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 33 1/3% 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 990-PF, 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

Employer identification number

XQ INSTITUTE

47-4422640

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	\$ 68,518,808.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ENTERTAINMENT INDUSTRY FOUNDATION 10880 WILSHIRE BLVD, SUITE 1400 LOS ANGELES, CA 90024	\$ 884,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

XQ INSTITUTE

47-4422640

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
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

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 info once) ▶ \$ _____
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

FORM 990-PF	OTHER INCOME		STATEMENT 1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS REVENUE	125,876.	0.	125,876.
TOTAL TO FORM 990-PF, PART I, LINE 11	125,876.	0.	125,876.

FORM 990-PF	LEGAL FEES		STATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,271,496.	0.	0.	1,295,116.
TO FM 990-PF, PG 1, LN 16A	1,271,496.	0.	0.	1,295,116.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	271,306.	0.	0.	235,528.
TO FORM 990-PF, PG 1, LN 16B	271,306.	0.	0.	235,528.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAMPAIGNS & OUTREACH CONTENT & PRODUCT DEVELOPMENT	6,027,757.	0.	0.	5,598,316.
RESEARCH	8,351,679.	0.	0.	8,915,019.
SCHOOL SUPPORT	2,509,790.	0.	0.	2,821,218.
	2,967,171.	0.	0.	3,011,515.
TO FORM 990-PF, PG 1, LN 16C	19,856,397.	0.	0.	20,346,068.

FORM 990-PF	TAXES			STATEMENT 5,
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBI TAXES	21,500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	21,500.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALL CENTER	37,600.	0.	0.	37,375.
COMMUNITY TOUR AND EVENT PRODUCTION	4,837,145.	0.	0.	5,079,442.
COMPUTERS, EQUIPMENT, NETWORK AND SOFTWARE	481,599.	0.	0.	495,923.
EMPLOYEE RECRUITMENT & DEVELOPMENT	291,601.	0.	0.	256,297.
INSURANCE	74,578.	0.	0.	74,578.
OFFICE EXPENSE	447,454.	0.	0.	493,153.
OTHER EXPENSES	87,353.	0.	0.	73,953.
PAID MEDIA	690,845.	0.	0.	685,818.
POSTAGE AND SHIPPING	132,189.	0.	0.	132,189.
WEBSITE DESIGN AND DEVELOPMENT	462,378.	0.	0.	462,378.
TO FORM 990-PF, PG 1, LN 23	7,542,742.	0.	0.	7,791,106.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	799,427.	799,427.	0.
BUS	604,759.	604,759.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,404,186.	1,404,186.	0.

FORM 990-PF

OTHER ASSETS

STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART AND OTHER ASSETS	88,892.	88,892.	88,892.
EDUCATION BY DESIGN, LLC	800,181.	800,181.	800,181.
TO FORM 990-PF, PART II, LINE 15	889,073.	889,073.	889,073.

FORM 990-PF

STATEMENT CONCERNING LIQUIDATION,
TERMINATION, ETC. - PART VII-A, LINE 5

STATEMENT 9

EXPLANATION

THIS STATEMENT IS SUBMITTED IN ACCORDANCE WITH REG. 1.6043-3(A)(1) AND FORM 990-PF GENERAL INSTRUCTION T. XQ INSTITUTE HAS NO PLANS TO DISSOLVE OR REDUCE ITS OPERATIONS. THE REDUCTION OF TOTAL ASSETS WAS CAUSED BY THE TIMING OF CHARITABLE GRANTS AND OTHER ACTIVITIES. XQ HAS COMMITTED DONORS AND HAS THE CAPACITY TO RAISE FUNDS AS NEEDED TO SUPPORT ACTIVITIES IN A TIMELY FASHION.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
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.
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 3.00	0.	0.	0.
PATRICK SMITH 248 3RD STREET, SUITE 319 OAKLAND, CA 94607	MANAGING DIR, CAO (THRU 8/2/19) 40.00	341,027.	26,548.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		341,027.	26,548.	0.

GRANTEE'S NAME

CEDAR RAPIDS COMMUNITY SCHOOLS FOUNDATION

GRANTEE'S ADDRESS

2500 EDGEWOOD ROAD NW
CEDAR RAPIDS, IA 52405

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
128,900.	07/01/19	114,573.	08/17/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

7/27/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

CHARITABLE VENTURES OF ORANGE COUNTY

GRANTEE'S ADDRESS

1505 E. 17TH STREET, #101
SANTA ANA, CA 92705

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
385,580.	07/01/19	303,791.	09/15/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

9/11/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

COMMUNITY FOUNDATION FOR SOUTH CENTRAL NEW YORK INC.

GRANTEE'S ADDRESS

520 COLUMBIA DRIVE, SUITE 100
JOHNSON CITY, NY 13790

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
543,589.	07/01/19	510,001.	08/17/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

8/14/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

FOUNDATION FOR SEMINOLE COUNTY PUBLIC SCHOOLS, INC.

GRANTEE'S ADDRESS

400 E. LAKE MARY BLVD
SANFORD, FL 32773

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
551,335.	07/01/19	230,787.	08/17/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

8/15/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

GRAND RAPIDS STUDENT ADVANCEMENT FOUNDATION

GRANTEE'S ADDRESS

111 LIBRARY NE
GRAND RAPIDS, MI 49503

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,077,318.	07/01/19	348,436.	08/17/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

8/13/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

GREATER HOUSTON COMMUNITY FOUNDATION

GRANTEE'S ADDRESS

5120 WOODWAY DRIVE, SUITE 6000
HOUSTON, TX 77056

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,475,743.	07/01/19	1,267,881.	08/17/20

PURPOSE OF GRANT

SUPPORT THE HIGH SCHOOL IN THEIR WORK TO RE-IMAGINE AND RE-DESIGN THEIR SCHOOL

DATES OF REPORTS BY GRANTEE

7/29/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

GRANTEE'S NAME

FROM ONE HAND TO ANOTHER INC.

GRANTEE'S ADDRESS

253 TOWN CENTER DRIVE, SUITE 1035
VIRGINIA BEACH, VA 23462

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
100,000.	07/31/19	44,627.	04/01/20

PURPOSE OF GRANT

SUPPORT FOR YOUTH LEADERSHIP DEVELOPMENT WORKSHOPS

DATES OF REPORTS BY GRANTEE

3/27/2020

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

THE REPORT HAS BEEN REVIEWED BY XQ STAFF AND NO ISSUES HAVE BEEN IDENTIFIED.

ACTIVITY ONE

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.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

22,869,393.

ACTIVITY TWO

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 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 OTHER HIGH SCHOOL REDESIGN EFFORTS NATIONWIDE. 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.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

15,890,747.

GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-B, LINE 1B:

EXPLANATION:

IN 2018, XQ UNINTENTIONALLY ENTERED INTO A SELF-DEALING TRANSACTION WITH A DISQUALIFIED PERSON, AS A RESULT OF INADVERTENT USE OF AN XQ CREDIT CARD. THE TOTAL AMOUNT SUBJECT TO EXCISE TAX WAS \$1, THE TRANSACTIONS HAVE BEEN FULLY CORRECTED, THE APPROPRIATE FORM 4720 WERE FILED, AND XQ HAS IMPOSED CONTROLS TO SUBSTANTIALLY REDUCE THE RISK OF SUCH TRANSACTIONS IN THE FUTURE. THESE ACTS OF SELF-DEALING WERE CORRECTED AS OF APRIL 30, 2019.

GENERAL EXPLANATION

STATEMENT 15

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-B, LINE 1C:

EXPLANATION:

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. THE ACTS OF SELF-DEALING WERE CORRECTED AS OF APRIL 30, 2019.