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. 1545-0047

2023

Open to Public Inspection

For calendar year 2023, or tax year beginning 01-01-2023 , and ending 12-31-2023

Name of foundation
ROY AND PATRICIA DISNEY FAMILY FOUNDATION

% KATHLEEN GALLI

A Employer identification number
61-1777495

Number and street (or P.O. box number if mail is not delivered to street address)
3500 W OLIVE AVE STE 790

Room/suite

B Telephone number (see instructions)
(818) 973-4240

City or town, state or province, country, and ZIP or foreign postal code
BURBANK, CA 91505

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16)* ▶$ 145,596,872

J Accounting method: ☐ Cash ☑ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	966,315	985,532		
	4 Dividends and interest from securities	1,091,201	1,176,721		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,339,291			
	b Gross sales price for all assets on line 6a 42,903,291				
	7 Capital gain net income (from Part IV, line 2)		5,371,765		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,598	181,670	0	
	12 **Total.** Add lines 1 through 11	7,404,405	7,715,688	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	402,829	40,282		362,546
	14 Other employee salaries and wages	284,439			284,439
	15 Pension plans, employee benefits	207,817	3,300		204,517
	16a Legal fees (attach schedule)	35,551	0	0	38,851
	b Accounting fees (attach schedule)	104,575	31,373	0	99,125
	c Other professional fees (attach schedule)	902,717	766,401		187,566
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	299,311			
	19 Depreciation (attach schedule) and depletion	10,345			
	20 Occupancy	74,763			74,763
	21 Travel, conferences, and meetings	217,521			217,521
	22 Printing and publications	17,568			17,568
	23 Other expenses (attach schedule)	221,348	85,120		136,228
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,778,784	926,476	0	1,623,124
	25 Contributions, gifts, grants paid	2,835,502			4,435,503
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,614,286	926,476	0	6,058,627
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,790,119			
	b **Net investment income** (if negative, enter -0-)		6,789,212		
	c **Adjusted net income** (if negative, enter -0-)			0	

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	88,802	158,342	158,342
	2 Savings and temporary cash investments	4,997,080	5,746,681	5,746,681
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	147,054		
	10a Investments—U.S. and state government obligations (attach schedule)	8,941,632	12,341,065	12,341,065
	b Investments—corporate stock (attach schedule)	84,882,805	94,047,353	94,047,353
	c Investments—corporate bonds (attach schedule)	13,109,882	11,633,630	11,633,630
	11 Investments—land, buildings, and equipment: basis ▶ 298,352			
	Less: accumulated depreciation (attach schedule) ▶ 295,109	13,627	3,243	3,243
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	18,597,670	17,855,643	17,855,643
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	2,575,981	3,810,915	3,810,915
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	133,354,533	145,596,872	145,596,872
Liabilities	17 Accounts payable and accrued expenses	100,500	51,400	
	18 Grants payable	3,375,000	1,775,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities**(add lines 17 through 22)	3,475,500	1,826,400	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here** ▶ ☑ **and complete lines 24, 25, 29 and 30.**			
	24 Net assets without donor restrictions	129,879,033	143,770,472	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ **and complete lines 26 through 30.**			
	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** (see instructions)	129,879,033	143,770,472	
	30 **Total liabilities and net assets/fund balances** (see instructions)	133,354,533	145,596,872	

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	129,879,033
2	Enter amount from Part I, line 27a	2	1,790,119
3	Other increases not included in line 2 (itemize) ▶	3	12,101,320
4	Add lines 1, 2, and 3	4	143,770,472
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	143,770,472

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.)
1 a	PUBLICLY TRADED SECURITIES	P		
b	TOTAL LONG-TERM GAIN & LOSS FROM PARTNERSHIPS	P		
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	42,870,817		37,531,526	5,339,291
b	32,474			32,474
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				5,339,291
b				32,474
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	5,371,765
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ **(attach copy of letter if necessary–see instructions)**	1	94,370
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	94,370
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	94,370
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023 — 6a: 75,489		
b	Exempt foreign organizations—tax withheld at source — 6b: 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 85,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	160,489
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.	8	629
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	65,490
11	Enter the amount of line 10 to be: **Credited to 2024 estimated tax** ▶ 65,490 **Refunded** ▶	11	

Part VI-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the taxable year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ https://www.rpdff.org/	13	Yes	
14	The books are in care of ▶ KATHLEEN GALLI Telephone no. ▶ (818) 973-4240 Located at ▶ 3500 W OLIVE AVE SUITE 790 BURBANK CA ZIP+4 ▶ 91505			
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 2023, 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 ▶	16	Yes	No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	Yes	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	Yes	
	(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)?	1a(5)		No
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)		No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
c	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
d	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 2023?	1d		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a		No
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2023 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2023.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b		No

Part VI-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 propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)	Yes	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		No
c	Organizations relying on a current notice regarding disaster assistance check ▶ ☐			
d	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?	5d	Yes	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
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?	8		No

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

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

(a) Name and address	(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
SUSAN DISNEY LORD 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Co-Vice-Chairperson/Dir/Member 1.0	0	0	0
ABIGAIL DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Dir./member 1.0	0	0	0
PIERRE HAUSER 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	MEMBER 0.5	0	0	0
KATHLEEN GALLI 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	TREASURER/DIRECTOR 1.0	0	0	0
TOM CAMP 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	SECRETARY/DIRECTOR 1.0	0	0	0
CHARLOTTE HAUSER 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	DIRECTOR/MEMBER 1.0	0	0	0
TIMOTHY J DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	MEMBER 0.5	0	0	0
CAITLIN DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	MEMBER 0.5	0	0	0
NEDA DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	MEMBER 0.5	0	0	0
MAXWELL LOUGHMAN DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Co-Vice-Chairperson/Dir/member 1.0	0	0	0
KIM DISNEY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Member 0.5	0	0	0
SHAWN ESCOFFREY 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Chief Executive Officer 40.0	402,829	48,127	0
OLIVIA HAUSER 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	Board Chair/Dir/Member 2.0	0	0	0
SARAH LOUGHMAN 3500 W OLIVE AVE STE 790 BURBANK, CA 91505	MEMBER 0.5	0	0	0

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
CLARALEE STEELE 3500 W OLIVE AVE BURBANK,CA 91505	PROGRAMS & OPS ASSOC 40.0	94,416	34,667	
FARIDEH HATAMI 3500 W OLIVE AVE BURBANK,CA 91505	GRANTS MANAGER 40.0	107,260	57,562	
JOSE VASQUEZ 3500 W OLIVE AVE BURBANK,CA 91505	PROGRAMS & OPS ASSOC 40.0	68,239	20,697	

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

Part VII **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
ARISTOTLE CAPITAL MANAGEMENT 11100 SANTA MONICA BLVC SUITE 1700 LOS ANGELES,C A 90025	INVESTMENT MGMT	85,541
AVIVAR CAPITAL LLC 5250 LANKERSHIM BLVD STE 500 NORTH HOLLYWOOD,C A 91601	PHILANTHROPY CONSUL.	116,250
VOYA INVESTMENT MANAGEMENT 7337 E DOUBLETREE RANCH ROAD SCOTTSDALE,A Z 85258	INVESTMENT MGMT	54,555
SHEPHERD KAPLAN KROCHUK LLC 53 STATE STREET 23RD FLOOR BOSTON,M A 02109	INVESTMENT MGMT	363,383

Total number of others receiving over $50,000 for professional services. . . . . ▶

1

Part VIII- Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part VIII- 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 HAWAII COMMUNITY LENDING LOAN	500,000
2 SDS SUPPORTIVE HOUSING FUND LP	440,349
All other program-related investments. See instructions. 3	383,587
Total. Add lines 1 through 3	1,323,936

Part IX 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	111,448,210
b	Average of monthly cash balances	1b	6,037,550
c	Fair market value of all other assets (see instructions)	1c	22,215,274
d	**Total** (add lines 1a, b, and c)	1d	139,701,034
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	139,701,034
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	2,095,516
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3	5	137,605,518
6	**Minimum investment return.** Enter 5% (0.05) of line 5	6	6,880,276

Part X **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 IX, line 6			1	6,880,276
2a	Tax on investment income for 2022 from Part V, line 5	2a	94,370		
b	Income tax for 2022. (This does not include the tax from Part V.)	2b			
c	Add lines 2a and 2b			2c	94,370
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	6,785,906
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6,785,906
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1			7	6,785,906

Part XI 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	6,058,627
b	Program-related investments—total from Part VIII-B	1b	1,323,936
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part XII, line 4	4	7,382,563

Part XII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				6,785,906
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only			4,772,071	
b Total for prior years: 2021, 2020, 2019				
3 Excess distributions carryover, if any, to 2022:				
a From 2018				
b From 2019				
c From 2020				
d From 2021				
e From 2022 0				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ $ 7,382,563				
a Applied to 2022, but not more than line 2a			4,772,071	
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 2023 distributable amount				2,610,492
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2023. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 2022. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				4,175,414
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 2018 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2024.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021				
d Excess from 2022				
e Excess from 2023 0				

Part XIII **Private Operating Foundations** (see instructions and Part VI-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 2023, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2023	**(b)** 2022	**(c)** 2021	**(d)** 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part **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).)

N A

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.

N A

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:

Recommending Committee Contributions

Name and address (person or business) | **Check if recipient is an individual, sole proprietorship or family foundation (see instructions)** | **Foundation status code (see instructions)** | **Purpose of grant or contribution** | **Amount**

Not Approved for Future Payment

▶ Not during the year				
American Cancer Society	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Linda K Lehman Post 36 & Auxiliary 1 Lehman Rd	P.C.	4	PROJECT OPERATING SUPPORT - Veterans Memorial Park	10,000
Des Moines Area Religious Council	P.C.	4	GENERAL OPERATING SUPPORT	10,000
2007 Massachusetts Avenue Suite 12 Cambridge MA 02140	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Creating Hope International 1 Hope Dr	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Institute for Enhanced Reading 45 Rice Circle New Orleans, LA 70122	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Puerto Rico Day Parade Inc PO Box 31 Hartford, CT 06141	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Ashland Food Pantry	P.C.	4	GENERAL OPERATING SUPPORT	10,000
WBEL 960 Am Radio 977 Fm 1 Eagle Square	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Ronald McDonald Charities Action Network 110 Kingsbury	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Haven Community Foundation	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Girl Scouts Of Nebraska 1 Girl Scout Way	P.C.	4	GENERAL OPERATING SUPPORT - Next Strides	10,000
The Peoples Company	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Circle Ministries 46 Suite 100 Los Angeles, CA 90026	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Thrivent Financial	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Old Rescue Group Santa Cal911 Santa Clarita, CA 91355	P.C.	4	GENERAL OPERATING SUPPORT	10,000
American Friends Of Sunray Medical Center	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Lee Kum Kee 14 Wabash Ave Ste 1	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Community Bridge Housing	P.C.	4	GENERAL OPERATING SUPPORT	10,000
1370 Sycio Street Salinas, CA 93901	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Hope Now Inc 1 Mid West Blvd Ste 100 Burlington, CO 80807	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Sunrise Area Partnership Low Income	P.C.	4	GENERAL OPERATING SUPPORT	10,000
1100 Metro Lottery Way N Mac Arthur Blvd	P.C.	4	GENERAL OPERATING SUPPORT	10,000
The Literacy Center For Homes And Parish Events	P.C.	4	PROJECT OPERATING SUPPORT - Literacy Center	10,000
Jewish Family Service 1 Jfs Way	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Fleetwoodmac	P.C.	4	GENERAL OPERATING SUPPORT	10,000
PO Box 44106 Honolulu, HI 96744	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Hope Force	P.C.	4	GENERAL OPERATING SUPPORT	10,000
250 East Wacker Drive Suite 380 Chicago, IL 60601	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Harmony Foundation Inc 301 N Prairie Avenue Ste 515 Inglewood, CA 90301	P.C.	4	GENERAL OPERATING SUPPORT	10,000
The Nature Conservancy 4245 North Fairfax Drive Suite 100 Arlington, VA 22203	P.C.	4	PROJECT OPERATING SUPPORT - Tree Campaign	10,000
Salvation Army 1337 South Athens Blvd Cumberland, MD 21502	P.C.	4	GENERAL OPERATING SUPPORT	10,000
24437 Crown Valley Parkway Ste 200 Ladera Ranch, CA 92694	P.C.	4	GENERAL OPERATING SUPPORT	10,000
2323 South Wentworth Avenue Chicago, IL 60616	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Care Foundation Of Nebraska 301 N Prairie Avenue Ste 515 Inglewood, CA 90301	P.C.	4	GENERAL OPERATING SUPPORT	10,000
2323 South Wentworth Avenue Chicago, IL 60616	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Lloyd Cry Struggle 1 Lloyd Cry Struggle Dr Carrollton, KY 41008	P.C.	4	GENERAL OPERATING SUPPORT	10,000
Strategic Consulting Or Organizing And Mobilization 1	P.C.	4	GENERAL OPERATING SUPPORT	10,000
1710 W Pinedale Ave Los Angeles, CA 90041	P.C.	4	GENERAL OPERATING SUPPORT	9,900
1201 Waterfront Plaza Ste 100 San Francisco, CA 94111	P.C.	4	GENERAL OPERATING SUPPORT	9,900
Strategic Consulting Or Organizing And Mobilization 1	P.C.	4	GENERAL OPERATING SUPPORT	9,900
1600 S Grand Avenue Ste 180 Los Angeles, CA 90015	P.C.	4	GENERAL OPERATING SUPPORT	9,900
Grassroots Campaigns	P.C.	4	GENERAL OPERATING SUPPORT	9,900
139 Boylston Street 4th Floor Boston, MA 02116	P.C.	4	GENERAL OPERATING SUPPORT	9,900
Physicians For Social Responsibility Ltd 1875 Connecticut Ave Nw Ste 1012 Washington, DC 20009	P.C.	4	GENERAL OPERATING SUPPORT	9,900
1710 W Pinedale Ave Los Angeles, CA 90041	P.C.	4	GENERAL OPERATING SUPPORT	9,900
1710 W Pinedale Ave Los Angeles, CA 90041	P.C.	4	GENERAL OPERATING SUPPORT	9,900
1710 West Avenue 40 Ste 101 Los Angeles, CA 90041	P.C.	4	GENERAL OPERATING SUPPORT	9,900
Creative Alliance	P.C.	4	GENERAL OPERATING SUPPORT	9,900
2027 EAST MANCHESTER BOULEVARD INGLEWOOD, CA 90305	P.C.	4	GENERAL OPERATING SUPPORT	9,900
A New Era Of Life Quarterly Report 1 Lifeline Plaza Cambridge, MA 02140	P.C.	4	WELLNESS GRANT	1,500
Native Americans At Philanthropy	P.C.	4	White House Tribal Nations Summit	1,500
1100 1st Street Ne 12 Th Fl Washington, DC 20002	P.C.	4	WELLNESS GRANT	1,500
Arch Institute	P.C.	4	WELLNESS GRANT	1,500
5970 S Grand Avenue Suite 100 Chicago, IL 60637	P.C.	4	WELLNESS GRANT	1,500
Ann Richardson Center	P.C.	4	WELLNESS GRANT	1,500
1120 E 7th Street Suite 200 Los Angeles, CA 90021	P.C.	4	WELLNESS GRANT	1,500
Ann Richardson Center 1120 E 7th Street Suite 200 Los Angeles, CA 90021	P.C.	4	WELLNESS GRANT	1,500
Black Women For Wellness PO Box 1024 Los Angeles, CA 90001	P.C.	4	WELLNESS GRANT	1,500
Urban Community Connections Inc	P.C.	4	WELLNESS GRANT	1,500
5970 S Grand Avenue Suite 100 Chicago, IL 60637	P.C.	4	WELLNESS GRANT	1,500
Grassroots Campaigns For Violence Prevention	P.C.	4	WELLNESS GRANT	1,500
Arch Institute	P.C.	4	WELLNESS GRANT	1,500
Arch Institute	P.C.	4	WELLNESS GRANT	1,500
Cross Roa Institute For Urban Peace	P.C.	4	WELLNESS GRANT	1,500
Earth Island Institute	P.C.	4	NAA 47 - AMOS WILDER MEMORIAL	1,500
2100 Webster Way Suite 420 Berkeley, CA 94704	P.C.	4	WELLNESS GRANT	1,500
1201 F Washington Street Suite 200 Washington, DC 20004	P.C.	4	WELLNESS GRANT	1,500
Front Row Combined	P.C.	4	WELLNESS GRANT	1,500
1201 F Washington Street Suite 200 Washington, DC 20004	P.C.	4	WELLNESS GRANT	1,500
Heart Mountain Foundation	P.C.	4	WELLNESS GRANT	1,500
PO Box 210 Bethlehem, PA 18016	P.C.	4	WELLNESS GRANT	1,500
Inmate Justice	P.C.	4	WELLNESS GRANT	1,500
1120 E 7th Street Suite 200 Los Angeles, CA 90021	P.C.	4	WELLNESS GRANT	1,500
Valencia Campesinas	P.C.	4	WELLNESS GRANT	1,500
1710 Pinedale Ave Los Angeles, CA 90041	P.C.	4	WELLNESS GRANT	1,500
Peoples Housing	P.C.	4	WELLNESS GRANT	1,500
2027 Fulton Street 2027 Fulton Street Brooklyn, NY 11233	P.C.	4	WELLNESS GRANT	1,500
Physicians For Social Responsibility Ltd 1875 Connecticut Ave Nw Ste 1012 Washington, DC 20009	P.C.	4	WELLNESS GRANT	1,500
4117 E Olive Ave Suite 100 Fresno, CA 93702	P.C.	4	WELLNESS GRANT	1,500
Right To The City Alliance Inc	P.C.	4	WELLNESS GRANT	1,500
Lideres Campesinas	P.C.	4	WELLNESS GRANT	1,500
1710 W Pinedale Ave Los Angeles, CA 90041	P.C.	4	WELLNESS GRANT	1,500
Right To The City Alliance Inc	P.C.	4	WELLNESS GRANT	1,500
Operation Restoration	P.C.	4	WELLNESS GRANT	1,500
PO Box 31 Hartford, CT 06141	P.C.	4	WELLNESS GRANT	1,500
Peoples Housing	P.C.	4	WELLNESS GRANT	1,500
2027 Fulton Street 2027 Fulton Street Brooklyn, NY 11233	P.C.	4	WELLNESS GRANT	1,500
Physicians For Social Responsibility Ltd 1875 Connecticut Ave Nw Ste 1012 Washington, DC 20009	P.C.	4	WELLNESS GRANT	1,500
4117 E Olive Ave Suite 100 Fresno, CA 93702	P.C.	4	WELLNESS GRANT	1,500
Right To The City Alliance Inc	P.C.	4	CTC WELLNESS GRANT	1,500
1966 Division Avenue Ste 210 Orange, CA 92865	P.C.	4	CTC WELLNESS GRANT	1,500
Seed Community	P.C.	4	PCCF WELLNESS GRANT	1,500
1966 Park Avenue South Suite #2708 New York, NY 10010	P.C.	4	PCCF WELLNESS GRANT	1,500
Social And Environmental Entrepreneurs 1 Sansome Street Suite 3500 San Francisco, CA 94104	P.C.	4	WELLNESS GRANT	1,500
Strategic Actions For A Just Economy 1611 Telegraph Avenue Suite 1550 Oakland, CA 94612	P.C.	4	WELLNESS GRANT	1,500
1035 4th Street Suite 1 Santa Rosa, CA 95404	P.C.	4	WELLNESS GRANT	1,500
Calumet Ujo Reinvest 2754 E South Chicago Ave Chicago, IL 60617	P.C.	4	WELLNESS GRANT	1,500
4117 E Olive Ave Suite 100 Fresno, CA 93702	P.C.	4	WELLNESS GRANT	1,500
2027 Fulton Street 2027 Fulton Street Brooklyn, NY 11233	P.C.	4	WELLNESS GRANT	1,500
Right To The City Alliance Inc	P.C.	4	WELLNESS GRANT	1,500
Foundation Of Louisiana	P.C.	4	WELLNESS GRANT	1,500
2027 W Belmont Avenue Suite 1W Chicago, IL 60618	P.C.	4	WELLNESS GRANT	1,500
Human Community Learning	P.C.	4	WELLNESS GRANT	1,500
PO Box 31 Hartford, CT 06141	P.C.	4	WELLNESS GRANT	1,500
Foundation Of Women	P.C.	4	WELLNESS GRANT	1,500
1120 N Formosa Ave Fl 1 Los Angeles, CA 90046	P.C.	4	WELLNESS GRANT	1,500
Right To The City Alliance Inc	P.C.	4	PROJECT OPERATING SUPPORT - Membership Dues	1,500
398 Illinois Avenue Suite 3 Maumee, OH 43537	P.C.	4	PROJECT OPERATING SUPPORT - Membership Dues	1,500
East Side Communities For Sustainable Development	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Right To The City Alliance Inc	P.C.	4	PROJECT OPERATING SUPPORT - Membership Dues	1,500
2027 South Western Avenue Chicago, IL 60608	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Arch Institute	P.C.	4	GENERAL OPERATING SUPPORT	1,500
5970 S Grand Ave Ste 100 Chicago, IL 60637	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Strategic Actions For A Just Economy	P.C.	4	GENERAL OPERATING SUPPORT - TIME FOR CHANGE	1,500
210 W 84th Street New York, NY 10024	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Vanessa Que Nuestra (Virtual Youth Lab)	P.C.	4	GENERAL OPERATING SUPPORT	1,500
4701 S Main Street Los Angeles, CA 90037	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Community Development Technologies Center	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1201 F 2nd Street Washington, DC 20004	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Strategic Consulting Or Organizing & Mobilization 1	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1710 W Pinedale Ave Los Angeles, CA 90041	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Free Nations Development Institute	P.C.	4	GENERAL OPERATING SUPPORT	1,500
2452 Main Street 2nd Fl Glastonbury, CT 06033	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Nancy Adventures In Wonderland	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1100 1st Street NE 2nd Fl Washington, DC 20002	P.C.	4	PROJECT OPERATING SUPPORT - WELLNESS	125,000
Social Good Fund	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1201 San Pedro Ste 5470 Los Angeles, CA 90015	P.C.	4	PROJECT OPERATING SUPPORT - Membership Dues	125,000
The Working Work Co	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1966 Park Avenue South #2708 New York, NY 10010	P.C.	4	PROJECT OPERATING SUPPORT - WELLNESS	250,000
Institute Social Studies	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1201 Franklin St Ste 1022 Oakland, CA 94612	P.C.	4	PROJECT OPERATING SUPPORT - Membership Dues	1,500
2027 South Western Avenue Chicago, IL 60608	P.C.	4	GENERAL OPERATING SUPPORT	1,500
2027 South Western Avenue Chicago, IL 60608	P.C.	4	GENERAL OPERATING SUPPORT	1,500
Strategic Actions For A Just Economy	P.C.	4	GENERAL OPERATING SUPPORT	1,500
1710 W Pinedale Ave Los Angeles, CA 90041

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	966,315	
4 Dividends and interest from securities			14	1,091,201	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,339,291	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEC CLAIMS SETTLEMENT			01	7,598	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				7,404,405	
13 **Total.** Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				**13** 7,404,405	

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee — Date: 2024-11-15 — Title

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
CHRISTINA FIGUEROA		2024-11-15		P01275089

Firm's name ▶ PwC US Tax LLP — Firm's EIN ▶

Firm's address ▶ 601 SOUTH FIGUEROA STREET, LOS ANGELES, CA 90017 — Phone no. (213) 356-6000

Additional Data

Return to Form

Software ID:
Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRICEWATERHOUSECOOPERS LLP	57,325	17,198		53,450
COHN REZNICK LLP	47,250	14,175		45,675

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category	Amount
BLACKSTAR STABILITY FUND I	96,087
WOCSTAR FUND I, LP	125,000
REINVENTURE CAPITAL FUND I, LP	62,500
TWINE VENTURES FUND I LP	50,000
VAMOSVENTURES FUND I, LP	50,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ILLUMEN CAPITAL LP	2323 BROADWAY SUITE 216 OAKLAND, CA 94612	2020-10-15	250,000	PROGRAM RELATED INVESTMENT		NO	5/31/2024		
VAMOSVENTURES FUND I LP	745 SOUTH OAKLAND AVENUE PASADENA, CA 91106	2021-04-01	50,000	PROGRAM RELATED INVESTMENT		NO	02/27/2024		
VAMOSVENTURES FUND I LP	745 SOUTH OAKLAND AVENUE PASADENA, CA 91106	2021-07-27	100,000	PROGRAM RELATED INVESTMENT		NO	02/27/2024		
WOCSTAR FUND I LP	170 EAST 88TH ST 6h NEW YORK, NY 10128	2021-09-09	125,000	PROGRAM RELATED INVESTMENT		NO	05/01/2024		
REINVENTURE CAPITAL FUND	40A ORCHARDHILL ROAD BOSTON, MA 02130	2022-05-19	125,000	PROGRAM RELATED INVESTMENT		NO	04/29/2024		
TWINE VENTURES FUND I LP	45 CHILTON AVENUE SAN FRANCISCO, CA 94131	2022-04-11	100,000	PROGRAM RELATED INVESTMENT		NO	3/12/2024		
THE 22 FUND I LP	1855 INDUSTRIAL STREET 422 LOS ANGELES, CA 90021	2022-04-01	250,000	PROGRAM RELATED INVESTMENT		NO	03/08/2024		
TWINE VENTURES FUND I LP	45 CHILTON AVENUE SAN FRANCISCO, CA 94131	2022-11-23	50,000	PROGRAM RELATED INVESTMENT		NO	3/12/2024		
THE 22 FUND I LP	1855 INDUSTRIAL STREET 422 LOS ANGELES, CA 90021	2022-10-19	150,000	PROGRAM RELATED INVESTMENT		NO	03/08/2024		
REINVENTURE CAPITAL FUND	40A ORCHARDHILL ROAD BOSTON, MA 02130	2023-01-24	62,500	PROGRAM RELATED INVESTMENT		NO	04/29/2024		
TWINE VENTURES FUND I LP	45 CHILTON AVENUE SAN FRANCISCO, CA 94131	2023-08-23	50,000	PROGRAM RELATED INVESTMENT		NO	3/12/2024		
VAMOSVENTURES FUND I LP	745 SOUTH OAKLAND AVENUE PASADENA, CA 91106	2023-04-28	50,000	PROGRAM RELATED INVESTMENT		NO	02/27/2024		
WOCSTAR FUND I LP	170 EAST 88TH ST 6H NEW YORK, NY 10128	2023-02-01	125,000	PROGRAM RELATED INVESTMENT		NO	05/01/2024		
BLACKSTAR STABILITY FUND I	2121 Natomas Crossing Drive Suite 2 SACRAMENTO, CA 95834	2023-05-24	96,087	PROGRAM RELATED INVESTMENT		NO	03/20/2024		
SDS SUPPORTIVE HOUSING FUND LP	1281 WESTWOOD BLVD SUITE 200 LOS ANGELES, CA 90024	2023-05-24	385,860	PROGRAM RELATED INVESTMENT		NO	04/22/2024		
SDS SUPPORTIVE HOUSING FUND LP	1281 WESTWOOD BLVD SUITE 200 los angeles, CA 90024	2023-06-24	5,471	PROGRAM RELATED INVESTMENT		NO	04/22/2024		
SDS SUPPORTIVE HOUSING FUND LP	1281 WESTWOOD BLVD SUITE 200 los angeles, CA 90024	2023-09-19	49,018	PROGRAM RELATED INVESTMENT		NO	04/22/2024		
HAWAII COMMUNITY LENDING	PO BOX 210 Waimanalo, HI 96795	2023-07-13	500,000	PROGRAM RELATED INVESTMENT		NO	02/20/2024		

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Identifier	Return Reference	Explanation
FORM 990-PF, PART I, LINE 19	FORM 990-PF, PART I, LINE 19	---------- DEPRECIATION EXPENSE FOR THE YEAR ENDED DEC. 31, 2023: 10,345 FORM 990-PF, PART II, LINE 14 ---------- ACCUMULATED ASSETS DEPRECIATION NET ---------- ---------- ------- EQUIPMENT 155,926 154,854 1,072 FURNITURE & FIXTURES 95,648 93,813 1,835 SOFTWARE 46,777 46,442 335 ---------- ---------- ------- TOTAL 298,352 295,109 3,243

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	11,633,630	11,633,630

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	94,047,353	94,047,353

TY 2023 IRS 990 e-File Render

Name:	ROY AND PATRICIA DISNEY FAMILY FOUNDATION
EIN:	61-1777495
US Government Securities - End of Year Book Value:	12,341,065
US Government Securities - End of Year Fair Market Value:	12,341,065
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MESA WEST CORE LENDING	FMV	4,214,135	4,214,135
TCW DIRECT LENDING LLC	FMV	546,430	546,430
BREVET DIRECT LENDING CLASS B	FMV	5,975,009	5,975,009
BREVET DIRECT LENDING CLASS V	FMV	1,087,667	1,087,667
KIMPACT EVERGREEN RE INV	FMV	3,852,964	3,852,964
FOCUS IMPACT PARTNERS		749,745	749,745
PGIM REAL ESTATE US		791,993	791,993
SLAUSON & CO FUND I		307,929	307,929
SLAUSON PREPAID		160,000	160,000
COLLIDE CAPITAL FUND I LP		169,771	169,771

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN LEWIS & BOCKIUS LLP	22,108			22,108
SWERDLOW FLORENCE SANCHEZ	13,443			13,443
NEO LAW GROUP				3,300

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT-ONYX TOWER	14,168	14,168	14,168
INTEREST RECEIVABLE	192,822	201,098	201,098
DIVIDEND RECEIVABLE	45,121	69,173	69,173
ILLUMEN CAPITAL, LP	279,314	258,874	258,874
VAMOSVENTURES FUND I, LP	244,321	278,617	278,617
WOCSTAR FUND I, LP.	109,397	202,448	202,448
OWEESTA CORPORATION	500,000	500,000	500,000
REINVENTURE CAPITAL FUND	178,526	260,225	260,225
SEED COMMONS	500,000	500,000	500,000
TWINE VENTURES FUND I LP	130,633	165,382	165,382
THE 22 FUND I LP	379,811	405,877	405,877
INTEREST REC - SEED COMMONS	1,868	0	0
HAWAII COMMUNITY LENDING LOAN	0	500,000	500,000
BLACKSTAR STABILITY FUND I	0	75,617	75,617
SDS SUPPORTIVE HOUSING FUND LP	0	379,436	379,436

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECHNOLOGY	25,722			25,722
PARKING & VALIDATIONS	3,806			3,806
MISCELLANEOUS EXPENSE	539			539
SOFTWARE LICENSING	16,387			16,387
OFFICE SUPPLIES	872			872
FILING FEES	104			104
SEC AND OTHER FEES	43,321	43,321		
WORKMANS COMP	5,006			5,006
MOBILE DEVICES AND FEES	4,500			4,500
CAPACITY BUILDING EXPENSES	74,805			74,805
COMMUNICATIONS				
INVESTMENT INTERET EXPENSE	41,799	41,799		
WEBSITE MAINTENANCE	600			600
NON-CAPITALIZED OFFICE EQPT	22			22
NON-CAPITALIZED TECHNOLOGY	3,865			3,865

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SEC CLAIMS SETTLEMENT	7,598	7,598	0
PASSTHROUGH INCOME FROM PARTNERSHIPS	0	174,072	
FEDERAL INCOME TAX REFUND			

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Description	Amount
UNREALIZED GAIN FROM INVESTMENTS	12,101,320

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPY CONSULTANTS	4,825			4,825
SHAMROCK FEE	83,333	83,333		
BANK OF NY MANAGEMENT FEES	683,051	683,051		
INSURANCE	10,021			10,021
OTHER CONSULTING & PROF SRVCES	121,470			172,720
BANK SERVICE FEES	17	17		

TY 2023 IRS 990 e-File Render

Name: ROY AND PATRICIA DISNEY FAMILY FOUNDATION

EIN: 61-1777495

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	294,554			
FOREIGN TAX EXPENSE	4,720			
UBI TAX	37			