

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

Name of foundation Alumbra Innovations Foundation		A Employer identification number 83-2841232	
Number and street (or P.O. box number if mail is not delivered to street address) PO Box 1860		Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Bentonville, AR 72712		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) ▶\$ <u>137,511,512</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)	46,857,720			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,207,853	3,207,853		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	-1,232,932			
	b Gross sales price for all assets on line 6a <u>92,673,850</u>				
	7 Capital gain net income (from Part IV, line 2)		45,514,902		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances <u>0</u>				
Operating and Administrative Expenses	b Less: Cost of goods sold <u>0</u>				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule) 	-5,519	-5,519	0	
	12 Total. Add lines 1 through 11	48,827,122	48,717,236	0	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	64,803	0	0	64,803
	b Accounting fees (attach schedule) 	78,719	0	0	78,719
	c Other professional fees (attach schedule) 	2,079,046	255,098	0	1,823,948
	17 Interest	62	62		
	18 Taxes (attach schedule) (see instructions) 	1,630,504	180,504	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	98,192			98,192
	22 Printing and publications	950			950
	23 Other expenses (attach schedule) 	21,044	0	0	21,044
	24 Total operating and administrative expenses. Add lines 13 through 23	3,973,320	435,664	0	2,087,656
	25 Contributions, gifts, grants paid	26,976,712			26,976,712
	26 Total expenses and disbursements. Add lines 24 and 25				
		30,950,032	435,664	0	29,064,368
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,877,090			
	b Net investment income (if negative, enter -0-)		48,281,572		
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		246,058	246,672	246,672
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____		0	0	0
	4	Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____		0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ _____ 3,000,000 Less: allowance for doubtful accounts ▶ _____ 0		0	3,000,000	3,000,000
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0		0
	11	Investments—land, buildings, and equipment: basis ▶ _____ 0 Less: accumulated depreciation (attach schedule) ▶ _____ 0		0		0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		108,825,050	123,701,526	134,264,840
	14	Land, buildings, and equipment: basis ▶ _____ 0 Less: accumulated depreciation (attach schedule) ▶ _____ 0		0		0
15	Other assets (describe ▶ _____)		0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		109,071,108	126,948,198	137,511,512	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue.				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22).		0	0	
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				
	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		109,071,108	126,948,198	
	29	Total net assets or fund balances (see instructions)		109,071,108	126,948,198	
30	Total liabilities and net assets/fund balances (see instructions) .		109,071,108	126,948,198		

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	109,071,108
2	Enter amount from Part I, line 27a	2	17,877,090
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	126,948,198
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	126,948,198

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 67,000 SHARES OF PUBLICLY TRADED SECURITIES	D		
b 242,000 SHARES OF PUBLICLY TRADED SECURITIES	D		
c NT TPI - VARIOUS STOCKS	P		
d NT TPI - CAPITAL GAIN DISTRIBUTION	P		
e NT TPI - VARIOUS STOCKS	P		
NT BRECKINRIDGE - VARIOUS STOCKS	P		
NT BRECKINRIDGE - VARIOUS STOCKS	P		

(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 9,458,480		23,826	9,434,654
b 37,411,984		86,060	37,325,924
c 9,149,338		9,270,230	-120,892
d 8,556		0	8,556
e 7,971,768		8,768,702	-796,934
19,734,419		19,782,377	-47,958
8,939,304		9,227,752	-288,448

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(j) 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		0	9,434,654
b		0	37,325,924
c		0	-120,892
d		0	8,556
e		0	-796,934
		0	-47,958
		0	-288,448

2 Capital gain net income or (net capital loss)	2	45,514,902
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	0

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)

1671,114

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-)

3

Add lines 1 and 2.

3671,114

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments:

a

2023 estimated tax payments and 2022 overpayment credited to 2023

6a

1,028,779

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d

7

1,028,779

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.

8

0

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

10

357,665

11

Enter the amount of line 10 to be: Credited to 2024 estimated tax

11

0

Refunded

Part VI-A

Statements Regarding Activities

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?		Yes	No
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.			No
	<i>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.</i>			
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. ▶ \$ (2) On foundation managers. ▶ \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, AR			
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? <i>If "No," attach explanation</i> .	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. <i>If "Yes," complete Part XIII</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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)? <i>If "Yes," attach schedule. See instructions.</i>	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? <i>If "Yes," attach statement. See instructions.</i>	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ Kari Harris Telephone no. ▶ (479) 464-1500 Located at ▶ PO Box 2030 Bentonville AR ZIP+4 ▶ 72712			
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. <i>If "Yes", enter the name of the foreign country ▶ IS, JA, NL, BE, UK, CA, DA, FR, GM</i>	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.

- 1a** During the year did the foundation (either directly or indirectly):
- (1)** Engage in the sale or exchange, or leasing of property with a disqualified person?
 - (2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
 - (3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person?
 - (4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
 - (5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
 - (6)** Agree to pay money or property to a government official? (**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.)
- 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
- 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?
- 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?
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.)
 - 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?
- 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.).
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- b** Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?

	Yes	No
1a(1)		No
1a(2)		No
1a(3)	Yes	
1a(4)	Yes	
1a(5)		No
1a(6)		No
1b		No
1d		No
2a		No
2b		
3a		No
3b		
4a		No
4b		No

Part VI-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to:

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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?
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

5d

Yes

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?
If "Yes" to 6b, file Form 8870.

6b

No

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
ROBERT A SMITH PO BOX 1860 BENTONVILLE, AR 72712	TREASURER 1.000	0	0	0
ANN LADON PO BOX 1860 BENTONVILLE, AR 72712	DIRECTOR, PRESIDENT 2.000	0	0	0
DIANA WELCH PO BOX 1860 BENTONVILLE, AR 72712	DIRECTOR, SECRETARY 2.000	0	0	0
JIM SCHNERINGER PO BOX 1860 BENTONVILLE, AR 72712	ASSISTANT TREASURER 0.500	0	0	0
LETICIA LIERA PO BOX 1860 BENTONVILLE, AR 72712	FOUNDATION MANAGER 34.000	0	0	0
CHRISSY SOLLENBERGER PO BOX 1860 BENTONVILLE, AR 72712	FOUNDATION MANAGER 34.000	0	0	0
CHRISTY WALTON PO BOX 1860 BENTONVILLE, AR 72712	DIRECTOR 2.000	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

Total

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

0

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
PRESA BCS S DE RL DE CV	Management Services	721,506
REVOLUCION DE 1910 NO 590 BAJA CALIFORNIA SUR LA PAZ 23000 MX		
WALTON ENTERPRISES LLC	Management Services	677,106
PO BOX 1860 BENTONVILLE,AR 72712		
NORTHERN TRUST	INVESTMENT MANAGEMENT FEES	182,749
50 SOUTH LA SALLE STREET CHICAGO,IL 60603		
ALPHA AGUA SUSTENTABLE	CONSULTING	104,400
137 Avenida Empresarios Zapopan,JA 45116 MX		
Hc Human Cities Sapi De CV	CONSULTING	67,663
Belisario Dominguez 2830 Colonia Pueblo Nuevo La Paz,BS 23060 MX		

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 FRB CATALYST FACILITY LLC - to provide loans to one or more Subsidiaries of Blue Forest Finance Inc. that have been formed for the purpose of financing Forest Resilience Bonds	3,000,000
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	3,000,000

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	115,056,042
b	Average of monthly cash balances.	1b	7,247,288
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	122,303,330
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	
3	Subtract line 2 from line 1d.	3	122,303,330
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	1,834,550
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	120,468,780
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	6,023,439

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	6,023,439
2a	Tax on investment income for 2022 from Part V, line 5.	2a	671,114
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	671,114
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,352,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	5,352,325
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	5,352,325

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	29,064,368
b	Program-related investments—total from Part VIII-B	1b	3,000,000
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.. . . .	4	32,064,368

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				5,352,325
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.			0	
b Total for prior years: 2021, 2020, 2019		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2018.	0			
b From 2019.	1,161,302			
c From 2020.	11,643,302			
d From 2021.	6,242,047			
e From 2022.	13,122,043			
f Total of lines 3a through e.	32,168,694			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ \$ 32,064,368				
a Applied to 2022, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2023 distributable amount				5,352,325
e Remaining amount distributed out of corpus	26,712,043			
5 Excess distributions carryover applied to 2023. (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	58,880,737			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	58,880,737			
10 Analysis of line 9:				
a Excess from 2019	1,161,302			
b Excess from 2020	11,643,302			
c Excess from 2021.	6,242,047			
d Excess from 2022	13,122,043			
e Excess from 2023	26,712,043			

- | 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.) |
|------|---|
|------|---|

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).)

Christy R Walton

- 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

Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	amount
a Paid during the year				

Abrapalabra AC	P C	To support general operations.	90,500
calle revolucion de 1910 590			

La Paz, BCS 23000				
Academy for Global Citizenship Charter School		P C	to support the Place-Based Teaching and Learning Lab.	30,000
4942 W 44th St Chicago, IL 60638				
All Kids Bike		P C	To support Bici-Escuela in La Paz and El Sargento.	30,000
2221 North Plaza Drive RAPID CITY, SD 57702				
American National Red Cross		P C	to support the 2023 Arkansas Tornado Response.	25,000
431 18th St NW Washington, DC 20006				
American Near East Refugee Aid		P C	to support the David Rock Water Fund Memorial.	200,000
1111 14th Street NW 400 Washington, DC 20005				
American Near East Refugee Aid		P C	to provide rapid response to Gaza.	100,000
1111 14th Street NW 400 Washington, DC 20005				
Andale La Paz AC		N C	To support general operations.	1,074,945
Av Ayuntamiento El Triunfo BCS 23210 MX				
Arkansas Community Foundation Inc		P C	to support 2023 Tornado Recovery.	150,000
5 Allie Drive Little Rock, AR 72202				
Asociacin Mexicana de Ostricultores A C		N C	To improve community oyster farming.	40,000
Calle Allende No 36 Colonia Centr La Paz, BCS 23000 MX				
Blue Forest Finance Inc		P C	To support the Forest Resilience Bond.	1,500,000
5960 S Land Park Drive Sacramento, CA 95822				
Cape Eleuthera Foundation Inc		P C	to support general operations for ocean education at the Island School.	50,000
1900 Market Street 8th Floor Philadelphia, PA 19131				
Captain Planet Foundation Inc		P C	to support the La Paz Planeteer Clubs.	50,000
133 Luckie Street Northwest Atlanta, GA 30303				
Center for Public Integrity		P C	to support Center for Public Integrity programs.	25,000
910 17th Street NW Suite 1030 Washington, DC 20006				
Center for Reproductive Rights		P C	to support general operations.	10,000
199 Water Street 22nd Floor New York, NY 10038				
Centro Latinoamericano de Gestin Ambiental AC		N C	to pilot the Reserva Natura online reservation system prototype for Balandra.	80,000
Ivoro Obregn 44 San Antonio San Cristbal de las Casas, C P 29250 MX				
Centro para la Biodiversidad Marina y la Conservacin		P C	To Improve science communication.	95,000
420 Del Pirata La Paz, BCS 23090 MX				
Centro para la Biodiversidad Marina y la Conservacin		P C	To support educational campaigns.	65,264
420 Del Pirata La Paz, BCS 23090 MX				
Cetacean Action Treasury		P C	to build community support for sustainable fishing in the Upper Gulf of California.	100,000
PO Box 332 Cape Neddick, ME 03902				
Clean Future Forum		P C	To support the Clean Future Forum Initiative.	470,000
1101 Pennsylvania Ave NW Suite 300 Washington, DC 20004				
Collaborative Support Services		P C	To support emergency relief efforts following the fires on Maui.	50,000
720 University Ave Suite 200 Los Gatos, CA 95032				
Community Center for the Arts		P C	to support The Center for the Arts in presenting the music group La China Sonidera from Oaxaca, Mexico in August 2023.	30,000
PO Box 860 Jackson, WY 83001				
Community Foundation of Jackson Hole		P C	to hire a backbone position for Systems of Education to support collective impact for place-based education in Jackson, Wyoming.	170,625
245 E Simpson Ave Jackson, WY 83001				
Conservation International		P C	To support women's participation in ocean food in Latin America.	86,250
2011 Crystal Drive Suite 600 Arlington, VA 22202				
Cuenca Los Ojos		P C	To provide additional capacity for development, communications, and executive leadership for Cuenca Los Ojos.	150,000
5470 E Broadway Blvd Tucson, AZ 85711				
Doctors Without Borders USA INC		P C	to support earthquake relief efforts in Syria.	300,000
40 Rector Street 16th Floor New York, NY 10006				
Ecology Project International		P C	To support general operations.	355,450
315 South 4th Street E Missoula, MT 59801				
Ecology Project International				
315 South 4th Street E Missoula, MT 59801		P C	To support education programs in Mexico.	42,483
Efecto Arena AC				
Calle Lateral Los Planes 161 Colo La Paz, BCS 23055 MX			to establish a new hard coral restoration site in Bahía de Pichilingue.	100,000
Efecto Arena AC		P C	to support Coral Restoration as a foundation for place-based education.	226,636
Calle Lateral Los Planes 161 Colo La Paz, BCS 23055 MX				
Efecto Arena AC		P C	to support Nature-based tourism in La Ventana.	48,000
Calle Lateral Los Planes 161 Colo La Paz, BCS 23055 MX				
Elementary Institute of Science		P C	to support general operations.	25,000
608 51st Street San Diego, CA 92114				
Environmental Law Alliance Worldwide		P C	To support ELAW's work in Mexico and Panama.	50,000
1412 Pearl Street Eugene, OR 974014036				
Firefighters Crossing Borders		P C	for paramedic/firefighter training in La Paz.	7,500
PO box 2581 Gig Harbor, WA 98335				
Global Conservation		P C	To deploy technology for marine conservation.	59,441
110 Willowbrook Drive Portola Valley, CA 940287838				
Grupo Tortuguero de las Californias		P C	To support Baja California Sur Sea Turtle Monitoring.	90,000
Calle Seis 141 Col Azaleas La Paz, BCS 23098 MX				
Guided Discoveries Inc		P C	to support the Catalina Island Marine Institute Kelp Restoration Study.	25,000
302 N El Camino Real 206 San Clemente, CA 92672				
Holy Land Christians Society Inc		P C	to support the Tent of Nations project.	46,200
PO Box 6557 Falls Church, VA 22040				
Hopewell Fund		P C	to support the Civic (Re)Solve campaign	700,000
1828 L Street NW Suite 300 Washington, DC 20036				
Hurricane Island Foundation		P C	to provide general operating support for ocean education.	50,000
PO Box 1280 Rockland, ME 04841				
ICF Center for Cross-Border Philanthropy aka Olivewood Gardens and Learning				
2525 N Avenue National City, CA 91950		P C	To support education programs .	1,304,945
Institute of the Americas				
1011 N Torrey Pines Rd La Jolla, CA 92037		P C	To raise awareness on shipping pollution.	64,670
Institute of the Americas				
1011 N Torrey Pines Rd La Jolla, CA 92037		P C	To support the 2050 Loreto Assessment.	70,050
Institute of the Americas				
1011 N Torrey Pines Rd La Jolla, CA 92037		P C	to support the translation, copy editing and graphical layout for the book North America 2.0.	18,916
Institute of the Americas				
1011 N Torrey Pines Rd La Jolla, CA 92037		P C	to complete the Cali-Baja's Near Sourcing Opportunity strategy report	25,000
Intercultural Center for the Study of Deserts and Oceans		P C	To support a convening around seafood.	35,000
4560 East Broadway Boulevard Tucson, AZ 85711				
International Community Foundation		P C	to fund Q2-2023 DAF Grant Expenses.	2,261,464
2505 N Avenue National City, CA 91950				
International Community Foundation		P C	the La Paz Special Projects Fund at International Community Foundation.	3,146,649
2505 N Avenue National City, CA 91950				
LegacyWorks Group		P C	The purpose of this grant is to work in the corridor from El Sargento - La Ventana to Boca del Alamo on four key issues.	125,000
521 Santa Barbara St Santa Barbara, CA 93101				
Los Cabos Children's Foundation		P C	for Los Cabos Children Foundation - Hospital Salvatierra Special Project.	180,000
1715 Yankee Doodle Road Ste 305 Egan, MN 55121				
Mad Agriculture		P C	To support the research: Understanding the Financial and Ecological Impacts of Regenerative Organic Agriculture.	100,000
728 Pearl Street Boulder, CO 803025006				
Meridian Institute		P C	to catalyze existing opportunities to foster protection and restoration of coastal and marine resources through policy, community learning through exchanges, and formation of a social base that advocates for the protection of oceans and coasts in Baja California Sur.	95,000
PO Box 1829 Dillon, CO 80435				
Multiplier		P C	To pilot innovative financial mechanisms for sustainable fishing.	400,000
548 Market Street PMB 81178 San Francisco, CA 941045401				
New Heights Christian School		P C	to support general operations.	50,000
7702 SW Regional Airport Blvd Bentonville, AR 72713				
Nos Noroeste Sustentable AC		P C	To support economic diversity in El Manglito community.	150,000
Belisario Dominguez No 2310 esquina La Paz, BCS 23000 MX				
Ocean Discovery Institute		P C	To support education programs.	210,000
4255 Thorn Street San Diego, CA 92105				
Oceana		P C	to build support towards seafood traceability in Baja California Sur.	100,000
1025 Connecticut Avenue NW Washington, DC 200365405				
Outreach International		P C	to support general operations.	15,000
112 W 18th St Kansas City, MO 64108				
Pelagios Kacanj		N C	to assess nature-based tourism activities in the El Sargento - Agua Amarga region	46,920
Cuauhtemoc 155 Col El Manglito LA PAZ, BCS 23060 MX				
People Trust		P C	to provide support to communities impacted by the 2023 tornados.	62,500
5300 West 65th Street Little Rock, AR 72209				
Planned Parenthood of the Pacific Southwest		P C	To support the Abortion Access Campaign.	250,000
1075 Camino Del Rio South San Diego, CA 92108				
Planned Parenthood of the Pacific Southwest		P C	to support general operations.	100,000
1075 Camino Del Rio South San Diego, CA 92108				
Plant With Purpose		P C	to support general operations.	35,000
4747 Morena Blvd Suite 100 San Diego, CA 92117				
Population Action International dba PAI		P C	to support general operations.	15,000
1300 19th St NW Suite 200 Washington, DC 20036				
Pronatura Noroeste AC		P C	to develop mechanisms that ensure sustainable financing and improve the governance of Balandra Marine Protected Area.	30,000
C Dcima Nm 60 esq Ryerson Zona Ensenada,BSN 22800 MX				
Pronatura Noroeste AC				
C Dcima Nm 60 esq Ryerson Zona Ensenada,BCN 22800 MX			for the Ancon Water Initiative: A Binational Multidisciplinary Research and Outreach Program.	242,758
Pronatura Noroeste AC		P C	To support the deployment of marine conservation technology.	26,000
C Dcima Nm 60 esq Ryerson Zona Ensenada,BCN 22800 MX				
Pronatura Noroeste AC		P C	to implement improvements to the bird habitat and educational/tourism infrastructure at the La Paz wastewater treatment plant lagoons.	105,472
C Dcima Nm 60 esq Ryerson Zona Ensenada,BCN 22800 MX				
Red de Observadores Ciudadanos AC		P C	to strengthen marine surveillance in the area between Boca del Alamo and Agua Verde, Baja California Sur.	100,000
Aquiles Serdn 3745 La Paz, BCS 23060 MX				
Red Turismo Sustentable y Desarrollo Social AC		P C	To support general operations.	100,000
2395 General Manuel Mrquez de Len La Paz, BCS 23040 MX				
Resilient Cities Catalyst Inc		P C	To support the Oceanside project development.	150,000
315 Clinton Ave Apt 2 Brooklyn, NY 11205				
Resilient Cities Catalyst Inc		P C	To support communications for the Oceanside project development.	178,413
315 Clinton Ave Apt 2 Brooklyn, NY 11205				
Resilient Cities Catalyst Inc		P C	to support the San Diego Coastal Resiliency project.	200,000
315 Clinton Ave Apt 2 Brooklyn, NY 11205				
Rogue Valley Food System Network		P C	to support the Rogue Valley Community Food Assessment report and action plan.	50,000
PO BOX 1255 Medford, OR 97501				
San Diego Food Bank		P C	To support the military food security initiative.	10,000
9850 Distribution Ave San Diego, CA 921212320				
San Diego History Center		P C	to support the post-production of Cabalgata de San Javier.	50,000
1649 El Prado Suite 3 San Diego, CA 92101				
San Diego Natural History Museum		P C	to support for The Love of Nature: Campaign for The Nat	4,000,000
1788 El Prado San Diego, CA 92101				
San Diego Natural History Museum		P C	Ancon Water Initiative: San Diego Natural History Museum.	301,733
1788 El Prado San Diego, CA 92101				
San Diego Natural History Museum		P C	to support general operations	200,000
1788 El Prado San Diego, CA 92101				
Save the Children Federation Inc		P C	to support earthquake relief efforts in Syria.	300,000
501 Kings Highway East Fairfield, CT 06825				
School Choice Wisconsin Inc		P C	to support an educational campaign on parental choice programs.	250,000
350 Bishops Way Brookfield, WI 53005				
Sea Watch Inc		P C	to support a community process to improve MPA management.	75,040
PO Box 11679 Portland, OR 97211				
Second Baptist Church		P C	to support 2023 Tornado Recovery.	6,250
1709 John Barrow Rd Little Rock, AR 72204				
Seed Savers Exchange Inc		P C	to support general operations	25,000
3074 North Winn Road Decorah, IA 52101				
Serving Seniors		P C	To support access to housing.	25,000
525 14th St Suite 200 San Diego, CA 92101				
Sierra Club Foundation		P C	to support c3 aspects of the Stop the Burn So Green Campaign of the Florida Chapter of the Sierra Club.	10,000
2101 Webster St Suite 1250 Oakland, CA 94612				
SmartFish Rescate de Valor AC		P C	to expand the seafood rescue value model in Baja California Sur.	250,000
Mrquez de Len 2395 La Paz, BCS 23000 MX				
Sociedad de Historia Natural Niparaja		P C	to support the National Program to Strengthen Fishing Organizations: A pilot program for cooperative development in Mexico.	85,000
Revolucin de 1910 430 La Paz, BCS 23020 MX				
Sociedad de Historia Natural Niparaja		P C	general support to their executive leadership, land, marine conservation and sustainable fisheries program.	418,000
Revolucin de 1910 430 La Paz, BCS 23020 MX				
Special Forces Charitable Trust		P C	to support general operations.	35,000
PO Box 53 Southern Pines, NC 28388				
St Vincent De Paul Village Inc		P C	to support Father Joe's Villages in addressing homelessness in San Diego.	50,000
3350 E Street San Diego, CA 921023332				
Stronger America Through Seafood Inc		N C	To support an aquaculture media strategy.	75,000
1209 Orange Street Wilmington, DE 19801				
Sustainable Northwest		P C	to support Building a Sustainable Financial and Economic Paradigm for Forest Health and Resilience in the Face of Climate Change.	400,000
1130 SW Morrison St Suite 510 Portland, OR 97205				
Teton County Search & Rescue Foundation		P C	To support the year-round helicopter campaign.	75,000
PO Box 1063 Jackson, WY 83001				
Teton Science Schools		P C	to support tuition and travel costs for ten students to attend the Teton Science School's summer programs.	58,510
700 Coyote Canyon Road Jackson, WY 83001				
The Almanor Foundation		P C	to support the Greenville [Re]Build- Master Infrastructure Plan.	375,000
PO BOX 949 Chester, CA 960200949				
The Center for Advanced Defense Studies Inc		P C	to strengthen local capacities to reduce illegal fishing in Baja California Sur, Mexico.	149,884
1201 I Street Northwest Washington, DC 20056007				
The Children's Museum of Northwest Arkansas		P C	to support the Expanding Futures Capital Campaign.	500,000
1009 Museum Way Bentonville, AR 72712				
The Regents of the University of California at Riverside		P C	To support Dr. Exequiel Ezcurra's departmental research of ethnobotany.	58,240
900 University Avenue Riverside, CA 92521				
The San Diego Foundation		P C	to support the Binational Coastal Resilience Fund.	150,000
2508 Historic Decatur Road San Diego, CA 921066138				
Umbela Transformaciones Sostenibles		P C	to facilitate a network of organizations working on air quality and environmental health.	22,000
Tepalcattila 39 int 201 Mexico City, DF 04020 MX				
United States Fund for Unicef		P C	to support earthquake relief efforts in Syria.	750,000
125 Maiden Lane New York, NY 10038				
University of Minnesota Foundation		P C	To provide funding to help Grantees establish two endowed funds in support of the Center for Infectious Disease Research and Policy ("CIDRAP").	64,716
McNamara Alumni Center 200 Oak St Minneapolis, MN 55455				
University of Wyoming		GOV	To support general operations of the Wyoming Public Radio.	15,000
Wyoming Public Radio Laramie, WY 82071				
Urban Ecology Center Inc		P C	to support general operations.	50,000
1500 E Park Place Milwaukee, WI 53211				
Urban Ecology Center Inc		P C	to support the outdoor leader trip to Teton Science School.	44,388
1500 E Park Place Milwaukee, WI 53211				
US Water Partnership		P C	To support surface and groundwater modeling of the Los Planes watershed.	495,900
2900 S Quincy St Ste 375 Arlington, VA 22206				
Valley School of Southern Oregon		P C	to support general operations.	10,000
857 Valley View Drive Medford, OR 97504				
Voices Jackson Hole		P C	To support community engagement.	100,000
PO Box 3725 Jackson, WY 83001				
Wave Academy		P C	To support the healing wave facility.	60,000
4455 Murphy Canyon Rd Suite 100 San Diego, CA 92123				
Whitebark Pine Ecosystem Foundation		P C	to support general operations.	25,000
PO Box 17943 Missoula, MT 59808				
Wild Earth Society Inc		P C	to implement strategies to motivate an increase in Federal funding for marine protected areas in Mexico, using Balandra as a test site.	25,000
329 Pierpont Avenue Salt Lake City, UT 84101				
World Central Kitchen Inc		P C	To support earthquake relief in Syria.	250,000
200 Massachusetts Avenue NW Washington, DC 200011436				
World Food Program USA		P C	to support earthquake relief efforts in Syria.	250,000
1725 Eye Street NW Suite 510 Washington, DC 20006				
Wyoming Agriculture in the Classroom		P C	to support the Wyoming Stewardship Project.	25,000
PO Box 347 Cheyenne, WY 82003				
Zoological Society of San Diego		P C	to support the general operations of the Institute for Conservation.	15,000
PO Box 120551 San Diego, CA 921120551				
Total				26,976,712
► Approved for future payment				

Enter gross amounts unless otherwise indicated.

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

[illegible]

Part XVI

Yes

Yes

1a(1)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

[illegible]

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Signature of officer or trustee

Date

Title

See instructions. ☐ Yes ☐ No

See instructions. ☐ Yes ☐ No

LUKE MITCHELL

Date _____

2024-11-06

PTIN

P03095207

Firm's EIN ▶ 62-1665434

Phone no.
(479) 464-1500

Additional Data

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Software ID: 23017437

Software Version: 2023v5.1

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B (Form 990) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047
		2023
Name of the organization Alumbra Innovations Foundation		Employer identification number 83-2841232

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Alumbra Innovations Foundation	Employer identification number 83-2841232
--	--

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	LUKAS T WALTON PO BOX 1860 BENTONVILLE, AR 72712	\$ 9,505,625	☐ Person ☐ Payroll ☒ Noncash (Complete Part II for noncash contributions.)
2	LUKAS T WALTON PO BOX 1860 BENTONVILLE, AR 72712	\$ 37,352,095	☐ Person ☐ Payroll ☒ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization Alumbra Innovations Foundation	Employer identification number 83-2841232
--	--

Part II

Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	67,000 SHARES OF PUBLICLY TRADED SECURITIES	\$ 9,505,625	2023-02-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	242,000 SHARES OF PUBLICLY TRADED SECURITIES	\$ 37,352,095	2023-06-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization Alumbra Innovations Foundation	Employer identification number 83-2841232
--	--

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

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Software ID: 23017437

Software Version: 2023v5.1

TY 2023 IRS 990 e-File Render

Name: Alumbra Innovations Foundation

EIN: 83-2841232

Software ID: 23017437

Software Version: 2023v5.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	78,719			78,719

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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
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-08-19	35,000	To support construction of community orchards and implementation of sowing activities for La Ventana-El Sargento, El Ancon and El Triunfo communities.	11,894	None	02/28/2023, 02/27/2024	2024-02-27	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-08-19	2,400	To support El Triunfo Consultant.	2,400	None	02/24/2023, 08/21/2024	2024-08-21	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-08-19	3,712	To support Cultural and Social Spaces La Paz Consultant.	3,712	None	02/24/2023, 08/21/2024	2024-08-21	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-10-28	53,500	To support the adult population of the target communities in the appropriation and learning of the English language in a practical and communicative way based on the fulfillment of the four linguistic skills: speaking, listening, writing, and reading.	53,500	None	02/24/2023, 02/27/2024	2024-02-27	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-06-30	113,415	To support Andale La Paz projects including the museum sculpture price increase, vehicles for programmatic use, and digital library for natural history museum.	113,415	None	02/28/2023, 08/21/2024	2024-08-21	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BCS 23210 MX	2022-12-16	139,000	To provide support for the general operations in quarter four of 2022.	139,000	None	02/25/2023, 08/21/2024	2024-08-21	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Andale La Paz AC	Av Ayuntamiento El Triunfo, BS 23210 MX	2023-12-08	1,074,945	to support general operations during 2023	1,074,945	NONE	04/03/2024	2024-04-03	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Asociacion Mexicana de Ostricultores AC	Calle Allende No 36 Colonia Centr La Paz, BS 23000 MX	2023-02-24	40,000	To improve community oyster farming.	21,327	None	08/09/2024	2024-08-09	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Centro Latinoamericano de Gestion Ambiental AC	Ivaro Obregn 44 San Antonio San Cristbal de las Casas, CP 29250 MX	2023-06-09	80,000	to pilot the Reserva Natura online reservation system prototype for Balandra.	80,000	NONE	08/09/2024	2024-08-09	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Pelagios Kakunja	Cuauhtmoc 155 Col El Manglito LA PAZ, BCS 23060 MX	2023-01-27	46,920	to assess nature-based tourism activities in the El Sargento - Agua Amarga region.	46,920	NONE	02/12/2024	2024-02-12	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFICATION BY THE FOUNDATION IS DEEMED NECESSARY.
STRONGER AMERICA THROUGH SEAFOOD INC	1209 ORANGE STREET WILMINGTON, DE 19801	2023-04-14	75,000	To support an aquaculture media strategy.	71,587	NONE	05/28/2024	2024-05-28	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT; THEREFORE, NO FURTHER VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.

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Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
67,000 SHARES OF PUBLICLY TRADED SECURITIES		D			9,458,480	9,505,625			-47,145	
242,000 SHARES OF PUBLICLY TRADED SECURITIES		D			37,411,984	37,352,095			59,889	
NT TPI - VARIOUS STOCKS		P			9,149,338	9,270,230			-120,892	
NT TPI - CAPITAL GAIN DISTRIBUTION		P			8,556	0			8,556	
NT TPI - VARIOUS STOCKS		P			7,971,768	8,768,702			-796,934	
NT BRECKINRIDGE - VARIOUS STOCKS		P			19,734,419	19,782,377			-47,958	
NT BRECKINRIDGE - VARIOUS STOCKS		P			8,939,304	9,227,752			-288,448	

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Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Northern Trust	AT COST	5,597,938	5,596,939
Northern Trust Account - Breckinridge	AT COST	31,986,521	32,796,764
Northern Trust Account - TPI Climate	AT COST	86,117,067	95,871,137

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	64,803			64,803

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Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Memberships & Subscriptions	12,188			12,188
Miscellaneous	5,886			5,886
Supplies	2,970			2,970

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Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NORTHEN TRUST	-5,519	-5,519	

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Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
FRB Catalyst Facility LLC	None	3,000,000	3,000,000	2023-02	2032-11	Interest due annually beginning December 15, 2023. Principal due annually beginning June 15, 2029.	100 %	None	to provide loans to Subsidiaries of Blue Forest that were formed to finance Forest Resilience Bonds	cash	3,000,000

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting Fees	1,294,178			1,294,178
Administrator & Management Fees	529,770			529,770
Investment Management Fees	255,098	255,098		

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	1,450,000			
NT - Foreign Taxes	180,504	180,504		