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

2024

Open to Public Inspection

For calendar year 2024, or tax year beginning 01-01-2024 , and ending 12-31-2024

Name of foundation
LAURA AND JOHN ARNOLD FOUNDATION

A Employer identification number
26-3241764

Number and street (or P.O. box number if mail is not delivered to street address)
1717 WEST LOOP SOUTH 1800

Room/suite

B Telephone number (see instructions)
(713) 554-1349

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 770273048

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)* ▶$ 4,766,058,262

J Accounting method: ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(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)	152,387,961			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	474,291	474,291		
	4	Dividends and interest from securities	122,897,198	168,395,205		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	85,622,767			
	b	Gross sales price for all assets on line 6a 220,960,892				
	7	Capital gain net income (from Part IV, line 2)		109,257,870		
	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)	124,987,381	98,650,840	780,074	
	12	**Total.** Add lines 1 through 11	486,369,598	376,778,206	780,074	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	631,044	618,839	384,086	12,205
	b	Accounting fees (attach schedule)	356,778	239,601	0	48,415
	c	Other professional fees (attach schedule)	3,934,487	2,918,665	0	1,017,083
	17	Interest	165,229	165,229	0	0
	18	Taxes (attach schedule) (see instructions)	9,738,052	7,951,709	0	0
	19	Depreciation (attach schedule) and depletion		28,616,728		
	20	Occupancy				
	21	Travel, conferences, and meetings	1,092	0	0	1,092
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,461,920	13,570,420	0	61
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,288,602	54,081,191	384,086	1,078,856
	25	Contributions, gifts, grants paid	193,332,143			193,332,143
	26	**Total expenses and disbursements.** Add lines 24 and 25	211,620,745	54,081,191	384,086	194,410,999
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	274,748,853			
	b	**Net investment income** (if negative, enter -0-)		322,697,015		
	c	**Adjusted net income** (if negative, enter -0-)			395,988	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	271,429,212	173,637,575	173,637,575
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,450,558,106	1,576,021,261	1,576,021,261
	c	Investments—corporate bonds (attach schedule)	183,042,829	274,001,878	274,001,878
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,351,967,399	2,670,378,625	2,670,378,625
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	52,917,679	72,018,923	72,018,923
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,309,915,225	4,766,058,262	4,766,058,262
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)	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	0	0	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	4,309,915,225	4,766,058,262	
	29	**Total net assets or fund balances** (see instructions)	4,309,915,225	4,766,058,262	
	30	**Total liabilities and net assets/fund balances** (see instructions)	4,309,915,225	4,766,058,262	

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	4,309,915,225
2	Enter amount from Part I, line 27a	2	274,748,853
3	Other increases not included in line 2 (itemize) ▶	3	181,394,184
4	Add lines 1, 2, and 3	4	4,766,058,262
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	4,766,058,262

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			
b	FOREIGN CAPITAL GAIN DISTRIBUTIONS	P		
c	CAPITAL GAIN DISTRIBUTIONS	P		
d	WORTHLESS PRI COMMUNITY INVESTMENT GUARANTEE POOL	P		
e	LIQUIDATION OF ALTERNATIVE INVESTMENT 50	P	2023-01-01	2024-12-31
	DISTRIBUTION IN EXCESS OF BASIS	P	2023-01-01	2024-12-31
	ALTERNATIVE INVESTMENTS	P	2023-01-01	2024-12-31

	(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	168,126,486		138,340,732	29,785,754
b	55,830,294			55,830,294
c	55,723			55,723
d			49,004	-49,004
e	8,345,593		8,345,592	1
	716,216			716,216
	22,918,886			22,918,886

	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				29,785,754
b				55,830,294
c				55,723
d				-49,004
e				1
				716,216
				22,918,886

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	109,257,870
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	4,485,489
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	0
3	Add lines 1 and 2			3	4,485,489
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,485,489
6	Credits/Payments:				
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a	3,777,116		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,360,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	5,137,116
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.			8	3,344
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	648,283
11	Enter the amount of line 10 to be: **Credited to 2025 estimated tax** ▶ 648,283	**Refunded** ▶		11	0

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, NY, TX, DC, IN			
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 2024 or the taxable year beginning in 2024? 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	Yes	
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?	13	Yes	

Website address ▶ WWW.ARNOLDVENTURES.ORG

14 The books are in care of ▶ ELIZABETH BANKS Telephone no. ▶ (713) 554-1349

Located at ▶ 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON TX ZIP+4 ▶ 770273048

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** ▶

			Yes	No
16	At any time during calendar year 2024, 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?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	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?	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)		No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	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)	Yes	
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 2024?	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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?	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	Yes	
b	If "Yes," did it have excess business holdings in 2024 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 2024.)*	3b		No
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 2024?	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
JOHN D ARNOLD 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	DIRECTOR/CO-CHAIR 15.00	0	0	0
LAURA E ARNOLD 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	DIRECTOR/CO-CHAIR 15.00	0	0	0
ROXANNE ALMARAZ 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	SECRETARY 15.00	0	0	0
ELIZABETH BANKS 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	TREASURER 15.00	0	0	0
KELLI RHEE 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	DIRECTOR/PRESIDENT & CEO 15.00	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
NONE				

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
MORGAN CREEK CAPITAL MANAGEMENT LLC 301 W BARBEE CHAPEL RD CHAPEL HILL,NC 27517	INVESTMENT MANAGEMENT	984,078
BLACKSTONE TACTICAL OPPORTUNITIES FUND 345 PARK AVENUE NEW YORK,NY 10154	INVESTMENT MANAGEMENT	841,916
AMERICANA PARTNERS LLC 811 LOUISIANA STREET SUITE 2420 HOUSTON,TX 77002	INVESTMENT MANAGEMENT	445,273
GRIFFITH LAND SERVICES 11060 TIMBERLINE RD HOUSTON,TX 77043	INVESTMENT SERVICES	386,846
BRACEWELL LLP 711 LOUISIANA STREET SUITE 2300 HOUSTON,TX 77002	LEGAL COUNSEL	358,439

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

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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 CIVICA FOUNDATION: TO PROVIDE A PROGRAM-RELATED INVESTMENT FOR THE PRODUCTION OF AFFORDABLE INSULIN PRODUCTS. THE PROGRAM-RELATED INVESTMENT WAS MADE TO A PUBLIC CHARITY IN THE FORM OF A LOAN.	10,000,000
2 COMMUNITY HOUSING CAPITAL INC.: TO PROVIDE A PROGRAM-RELATED INVESTMENT IN SUPPORT OF AFFORDABLE HOUSING INVESTMENTS IN THE SOUTHERN REGION OF THE UNITED STATES. THE PROGRAM-RELATED INVESTMENT WAS MADE TO A PUBLIC CHARITY IN THE FORM OF A LOAN.	5,000,000
All other program-related investments. See instructions. 3	3,720,002
Total. Add lines 1 through 3 . . . . . ▶	18,720,002

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	1,830,046,601
b	Average of monthly cash balances			1b	231,842,881
c	Fair market value of all other assets (see instructions)			1c	2,388,020,834
d	**Total** (add lines 1a, b, and c)			1d	4,449,910,316
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	4,449,910,316
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			4	66,748,655
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3			5	4,383,161,661
6	**Minimum investment return.** Enter 5% (0.05) of line 5			6	219,158,083

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	219,158,083
2a	Tax on investment income for 2024 from Part V, line 5	2a	4,485,489		
b	Income tax for 2024. (This does not include the tax from Part V.)	2b	727,378		
c	Add lines 2a and 2b			2c	5,212,867
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	213,945,216
4	Recoveries of amounts treated as qualifying distributions			4	2,467,736
5	Add lines 3 and 4			5	216,412,952
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1			7	216,412,952

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	194,410,999
b	Program-related investments—total from Part VIII-B	1b	18,720,002
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part XII, line 4	4	213,131,001

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

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				216,412,952
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only.			0	
b Total for prior years: 20 ___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2024:				
a From 2019.				
b From 2020. 83,026,545				
c From 2021. 27,033,179				
d From 2022. 48,275,717				
e From 2023. 5,465,284				
f **Total** of lines 3a through e	163,800,725			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ $ 213,131,001				
a Applied to 2023, 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 2024 distributable amount				213,131,001
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2024. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,281,951			3,281,951
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	160,518,774			
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		0		
d Subtract line 6c from line 6b. Taxable amount —see instructions		0		
e Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				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 2019 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2025.** Subtract lines 7 and 8 from line 6a	160,518,774			
10 Analysis of line 9:				
a Excess from 2020 79,744,594				
b Excess from 2021 27,033,179				
c Excess from 2022. . . . 48,275,717				
d Excess from 2023 5,465,284				
e Excess from 2024				

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 2024, 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) 2024	**(b)** 2023	**(c)** 2022	**(d)** 2021	
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).)

JOHN D ARNOLD

LAURA E ARNOLD

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.

JOHN D ARNOLD

LAURA E ARNOLD

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

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

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

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

c Any submission deadlines:

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

Part XV-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 PROGRAM RELATED INVESTMENT REVENUE					780,074
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	474,291	
4 Dividends and interest from securities			14	122,897,198	
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			14	121,552,327	
8 Gain or (loss) from sales of assets other than inventory			18	85,622,767	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURNED GRANTS					2,467,736
b LEASE BONUS			01	187,244	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		330,733,827	3,247,810
13 **Total.** Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				13	333,981,637

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.)
1 A	PROGRAM-RELATED INTEREST INCOME
11 A	RETURNED GRANTS

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)	Yes	
(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)	Yes	
(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
1b(5)	9,000,000	CIVICA INC	PROGRAM-RELATED INVESTMENT MADE IN THE FORM OF A LOAN TO PROMOTE AVAILABILITY AND AFFORDABILITY OF ESSENTIAL GENERIC DRUGS.
1a(1)	146,385	RHODE ISLAND BUSINESS GROUP ON HEALTH INC	TO EDUCATE AND ENGAGE LEADERS AND STAKEHOLDERS ON THE NEED FOR PAYMENT REFORM IN RHODE ISLAND.
1a(1)	100,000	CENTER FOR HEALTH AND DEMOCRACY	TO (I) COMPILE AND ASSESS DATA ON ACQUISITIONS AND OTHER HEALTH CARE TRANSACTIONS AND (II) CREATE AND DISSEMINATE PUBLICLY-AVAILABLE, VISUAL AND INTERACTIVE DIGITAL TOOLS WITH SUCH DATA.

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
ACTION NOW INC	501(C)(4)	LAURA AND JOHN ARNOLD FOUNDATION AND ACTION NOW, INC. HAVE A "HISTORIC AND CONTINUING RELATIONSHIP" BECAUSE OF THE ELEMENT OF COMMON CONTROL. MORE THAN 25% OF THE DIRECTORS OF LAURA AND JOHN ARNOLD FOUNDATION SERVE AS DIRECTORS FOR ACTION NOW, INC.

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 2025-11-15 — ▶ 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
JENNIFER BECKER HARRIS		2025-11-16		P00183358

Firm's name ▶ CLARK NUBER PS — Firm's EIN ▶91-1194016

Firm's address ▶ 555 110TH AVE NE SUITE 700 BELLEVUE, WA 98004 — Phone no. (425) 454-4919

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B
(Form 990)
(Rev. January 2025)
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

Name of the organization
LAURA AND JOHN ARNOLD FOUNDATION

Employer identification number
26-3241764

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . . ▶ $ _____

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

Employer identification number
26-3241764

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	JOHN D AND LAURA E ARNOLD 1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 770273048	$ 152,387,961	☑ Person ☐ Payroll ☑ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization
LAURA AND JOHN ARNOLD FOUNDATION

Employer identification number
26-3241764

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	STOCK & PARTNERSHIP	$ 52,387,961	2024-12-31

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		$	

Name of organization
LAURA AND JOHN ARNOLD FOUNDATION

Employer identification number
26-3241764

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Return to Form

Software ID:

Software Version:

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX CONSULTATION	163,058	45,881	0	48,415
ACCOUNTING FEES	193,720	193,720	0	0

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category	Amount
THE HOUSING PARTNERSHIP FUND: TO SUPPORT HPF'S "HOUSING EQUITY FUND," WHICH PROVIDES LOANS TO HOUSING PARTNERSHIP NETWORK ("HPN") MEMBERS AND THEIR AFFILIATES. THE PROGRAM-RELATED INVESTMENT WAS MADE TO A PUBLIC CHARITY IN THE FORM OF A LOAN.	3,000,000
RENTER WEALTH CREATION FUND, LLC: TO PROVIDE A PROGRAM-RELATED INVESTMENT IN SUPPORT OF AFFORDABLE, MULTIFAMILY HOUSING INVESTMENTS. THIS PROGRAM-RELATED INVESTMENT WAS MADE IN THE FORM OF AN EQUITY INVESTMENT.	670,998
COMMUNITY INVESTMENT GUARANTEE POOL: TO PROVIDE A PROGRAM-RELATED INVESTMENT IN SUPPORT OF AFFORDABLE HOUSING PROJECTS. THIS PROGRAM-RELATED INVESTMENT WAS MADE TO A PUBLIC CHARITY IN THE FORM OF A GUARANTEE.	49,004

Note: Unless otherwise indicated, all contributions are deductible pursuant to Internal Revenue Code ("I.R.C.") § 527 when polling

TY 2022 990-EZ Schedule B Page Number 2

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241760

Donor's Name	Donor's Address	Donor's Date	Donor's Amount	Donor's Description	Donor's Date	Donor's Amount	Donor's Description	Donor's Date	Donor's Amount	Donor's Description
ALLEN & COMPANY LLC	711 FIFTH AVENUE 9TH FLOOR NEW YORK, NY 10022	2022-12-29	250,000	ALLEN & COMPANY CONTRIBUTION TOTAL GRANT AMOUNT OF THE COLORADO PROGRAM TO SUPPORT THE COLORADO CLEARINGHOUSE PROJECT	2022-12-29	250,000	CONTRIBUTION TOTAL GRANT AMOUNT OF THE COLORADO PROGRAM TO SUPPORT THE COLORADO CLEARINGHOUSE PROJECT			THE ARNOLD FOUNDATION IS A PUBLIC CHARITY EXEMPT FROM FEDERAL INCOME TAX UNDER I.R.C. SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).
JETTA FUND	1000 WILSHIRE BLVD. SUITE 2000 LOS ANGELES, CA 90017	2022-12-27	1,000,000	ALLEN & COMPANY LLC RECEIVED TOTAL TO FUND JETTA FUND AT THE FOUNDATION'S DIRECTION. THE FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE JETTA FUND ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170.	2022-12-27	1,000,000	CONTRIBUTION TOTAL GRANT AMOUNT OF THE JETTA FUND PROGRAM TO SUPPORT THE JETTA FUND			THE ARNOLD FOUNDATION IS A PUBLIC CHARITY EXEMPT FROM FEDERAL INCOME TAX UNDER I.R.C. SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).
BEYONDPEACE	2000 SCHOOL STREET, SUITE 1 BOSTON, MA 02135	2022-12-30	250,000	ALLEN & COMPANY LLC RECEIVED TOTAL TO FUND BEYONDPEACE AT THE FOUNDATION'S DIRECTION. THE FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE BEYONDPEACE ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).	2022-12-30	250,000	CONTRIBUTION TOTAL GRANT AMOUNT OF THE BEYONDPEACE PROGRAM TO SUPPORT THE BEYONDPEACE			THE ARNOLD FOUNDATION IS A PUBLIC CHARITY EXEMPT FROM FEDERAL INCOME TAX UNDER I.R.C. SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).
ARNOLD & MORGAN FOUNDATION	1000 WILSHIRE BLVD. SUITE 2000 LOS ANGELES, CA 90017	2022-12-27	1,000,000	ALLEN & COMPANY LLC RECEIVED TOTAL TO FUND ARNOLD & MORGAN FOUNDATION AT THE FOUNDATION'S DIRECTION. THE FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD & MORGAN FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).	2022-12-27	1,000,000	CONTRIBUTION TOTAL GRANT AMOUNT OF THE ARNOLD & MORGAN FOUNDATION PROGRAM TO SUPPORT THE ARNOLD & MORGAN FOUNDATION			THE ARNOLD FOUNDATION IS A PUBLIC CHARITY EXEMPT FROM FEDERAL INCOME TAX UNDER I.R.C. SECTION 501(C)(3) AND IS NOT A PRIVATE FOUNDATION. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).
FUND INSTITUTIONAL	1000 WILSHIRE BLVD. SUITE 2000 LOS ANGELES, CA 90017	2022-12-27	1,000,000	ALLEN & COMPANY LLC RECEIVED TOTAL TO FUND FUND INSTITUTIONAL AT THE FOUNDATION'S DIRECTION. THE FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE FUND INSTITUTIONAL ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 170. THE ARNOLD FOUNDATION MAKES NO REPRESENTATION THAT THE CONTRIBUTIONS MADE TO THE ARNOLD FOUNDATION ARE DEDUCTIBLE PURSUANT TO I.R.C. SECTION 527(C)(2).	2022-12-27	1,000,000	CONTRIBUTION TOTAL GRANT AMOUNT OF THE FUND INSTITUTIONAL PROGRAM TO SUPPORT THE FUND INSTITUTIONAL

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Identifier	Return Reference	Explanation
	SECTION VII-A, LINE 8B	THE DISTRICT OF COLUMBIA DOES NOT REQUIRE A COPY OF THE FORM 990-PF TO BE SENT TO THE OFFICE OF TAX AND REVENUE. THE LAURA AND JOHN ARNOLD FOUNDATION DOES PLAN TO SEND A COPY OF THE FORM 990-PF TO THE PROPER CALIFORNIA, NEW YORK, INDIANA AND TEXAS AGENCIES.
	SECTION VI-A, LINE 11, SCHEDULE OF CONTROLLED ENTITIES	NAME OF CONTROLLED ENTITY: TS IMPACT, INC. EMPLOYER ID: 98-1207798ADDRESS: 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS KY1-9005EXCESS BUSINESS HOLDING [ ] YES [X] NOCONTROL FOR THIS LIMITED PURPOSE IS DEEMED TO EXIST SOLELY BY VIRTUE OF ARNOLD VENTURES INC.'S BOARD COMPOSITION OVERLAPPING WITH THE FOUNDATION'S BOARD COMPOSITION.---------- NAME OF CONTROLLED ENTITY: HOFFER CO-INVEST, LPEMPLOYER ID: 46-3412190ADDRESS: 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201EXCESS BUSINESS HOLDING [ ] YES [X] NOTRANSFER FROM CONTROLLED ENTITY: $1,050,000DESCRIPTION: DISTRIBUTIONCONTROL FOR THIS LIMITED PURPOSE IS DEEMED TO EXIST SOLELY BY VIRTUE OF ARNOLD VENTURES INC.'S BOARD COMPOSITION OVERLAPPING WITH THE FOUNDATION'S BOARD COMPOSITION.---------- NAME OF CONTROLLED ENTITY: ACTION NOW INC. EMPLOYER ID: 45-4083809ADDRESS: 1717 WEST LOOP SOUTH, SUITE 1800 HOUSTON, TX 77027-3048EXCESS BUSINESS HOLDING [ ] YES [X] NOCONTROL FOR THIS LIMITED PURPOSE IS DEEMED TO EXIST SOLELY BY VIRTUE OF ARNOLD VENTURES INC.'S BOARD COMPOSITION OVERLAPPING WITH THE FOUNDATION'S BOARD COMPOSITION.---------- NAME OF CONTROLLED ENTITY: ARNOLD VENTURES INC.EMPLOYER ID: 37-1906348ADDRESS: 1717 WEST LOOP SOUTH, SUITE 1800 HOUSTON, TX 77027-3048EXCESS BUSINESS HOLDING [ ] YES [X] NOCONTROL FOR THIS LIMITED PURPOSE IS DEEMED TO EXIST SOLELY BY VIRTUE OF ARNOLD VENTURES INC.'S BOARD COMPOSITION OVERLAPPING WITH THE FOUNDATION'S BOARD COMPOSITION.---------- NAME OF CONTROLLED ENTITY: GS HORIZON ENVIRONMENTAL & CLIMATE SOLUTIONS LPEMPLOYER ID: ADDRESS: P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, GRAND CAYMAN, CAYMAN ISLANDS KY1-1104EXCESS BUSINESS HOLDING [ ] YES [X] NOTRANSFER TO CONTROLLED ENTITY: $3,000,000DESCRIPTION: CONTRIBUTIONCONTROL FOR THIS LIMITED PURPOSE IS DEEMED TO EXIST SOLELY BY VIRTUE OF ARNOLD VENTURES INC.'S BOARD COMPOSITION OVERLAPPING WITH THE FOUNDATION'S BOARD COMPOSITION.

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND 11	3,702,600	3,702,600
CORPORATE BOND 12	3,814,643	3,814,643
CORPORATE BOND 13	4,408,929	4,408,929
CORPORATE BOND 14	12,095,719	12,095,719
CORPORATE BOND 16	46,750,000	46,750,000
CORPORATE BOND 19	3,038,910	3,038,910
CORPORATE BOND 24	3,287,182	3,287,182
CORPORATE BOND 27	50,889,829	50,889,829
CORPORATE BOND 28	5,140,380	5,140,380
CORPORATE BOND 29	28,255,554	28,255,554
CORPORATE BOND 30	15,229,350	15,229,350
CORPORATE BOND 31	21,015,200	21,015,200
CORPORATE BOND 32	1,311,867	1,311,867
CORPORATE BOND 33	1,885,508	1,885,508
CORPORATE BOND 34	1,261,030	1,261,030
CORPORATE BOND 35	2,000,000	2,000,000
CORPORATE BOND 36	3,492,368	3,492,368
CORPORATE BOND 37	6,294,488	6,294,488
CORPORATE BOND 38	1,769,520	1,769,520
CORPORATE BOND 39	999,304	999,304
CORPORATE BOND 40	3,007,500	3,007,500
CORPORATE BOND 41	2,011,250	2,011,250
CORPORATE BOND 42	2,504,779	2,504,779
CORPORATE BOND 43	10,121,498	10,121,498
CORPORATE BOND 44	7,058,683	7,058,683
CORPORATE BOND 45	7,297,050	7,297,050
CORPORATE BOND 46	8,161,984	8,161,984
CORPORATE BOND 47	6,596,045	6,596,045
CORPORATE BOND 48	1,691,036	1,691,036
CORPORATE BOND 49	8,909,672	8,909,672

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITY 2	162,201,950	162,201,950
PUBLICLY TRADED SECURITY 3	90,621,585	90,621,585
PUBLICLY TRADED SECURITY 5	61,617,150	61,617,150
PUBLICLY TRADED SECURITY 6	62,159,616	62,159,616
PUBLICLY TRADED SECURITY 8	1,914,400	1,914,400
PUBLICLY TRADED SECURITY 10	129,450,627	129,450,627
PUBLICLY TRADED SECURITY 11	30,958,446	30,958,446
PUBLICLY TRADED SECURITY 12	65,454,239	65,454,239
PUBLICLY TRADED SECURITY 13	231,784,295	231,784,295
PUBLICLY TRADED SECURITY 21	1,423,847	1,423,847
PUBLICLY TRADED SECURITY 22	24,659,632	24,659,632
PUBLICLY TRADED SECURITY 24	1,104,559	1,104,559
PUBLICLY TRADED SECURITY 25	26,326,800	26,326,800
PUBLICLY TRADED SECURITY 26	640,500	640,500
PUBLICLY TRADED SECURITY 27	2,189,000	2,189,000
PUBLICLY TRADED SECURITY 28	18,485,590	18,485,590
PUBLICLY TRADED SECURITY 32	13,511,173	13,511,173
PUBLICLY TRADED SECURITY 33	16,643,012	16,643,012
PUBLICLY TRADED SECURITY 35	36,796,290	36,796,290
PUBLICLY TRADED SECURITY 36	63,417,596	63,417,596
PUBLICLY TRADED SECURITY 37	24,789,197	24,789,197
PUBLICLY TRADED SECURITY 40	28,208,540	28,208,540
PUBLICLY TRADED SECURITY 44	272,700	272,700
PUBLICLY TRADED SECURITY 45	68,588,509	68,588,509
PUBLICLY TRADED SECURITY 46	27,025,613	27,025,613
PUBLICLY TRADED SECURITY 47	28,474,888	28,474,888
PUBLICLY TRADED SECURITY 49	71,744,679	71,744,679
PUBLICLY TRADED SECURITY 50	947,500	947,500
PUBLICLY TRADED SECURITY 51	1,063,600	1,063,600
PUBLICLY TRADED SECURITY 52	426,000	426,000
PUBLICLY TRADED SECURITY 53	12,925,818	12,925,818
PUBLICLY TRADED SECURITY 54	31,226,246	31,226,246
PUBLICLY TRADED SECURITY 55	29,726,355	29,726,355
PUBLICLY TRADED SECURITY 56	25,370,906	25,370,906
PUBLICLY TRADED SECURITY 59	35,530,789	35,530,789
PUBLICLY TRADED SECURITY 60	148,165,085	148,165,085
PUBLICLY TRADED SECURITY 58	174,529	174,529

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENT 69	FMV	4,431,115	4,431,115
ALTERNATIVE INVESTMENT 70	FMV	27,869,064	27,869,064
ALTERNATIVE INVESTMENT 71	FMV	12,724,825	12,724,825
ALTERNATIVE INVESTMENT 74	FMV	27,340,897	27,340,897
ALTERNATIVE INVESTMENT 76	FMV	1,278,044	1,278,044
ALTERNATIVE INVESTMENT 91	FMV	12,259,303	12,259,303
ALTERNATIVE INVESTMENT 92	FMV	1,343,520	1,343,520
ALTERNATIVE INVESTMENT 111	FMV	1,798,968	1,798,968
ALTERNATIVE INVESTMENT 93	FMV	7,691,880	7,691,880
ALTERNATIVE INVESTMENT 94	FMV	5,490,502	5,490,502
ALTERNATIVE INVESTMENT 95	FMV	15,610,493	15,610,493
ALTERNATIVE INVESTMENT 97	FMV	6,479,275	6,479,275
ALTERNATIVE INVESTMENT 99	FMV	11,605,754	11,605,754
ALTERNATIVE INVESTMENT 102	FMV	252,970,115	252,970,115
ALTERNATIVE INVESTMENT 8	FMV	3,130,088	3,130,088
ALTERNATIVE INVESTMENT 103	FMV	27,719,223	27,719,223
ALTERNATIVE INVESTMENT 14	FMV	3,961	3,961
ALTERNATIVE INVESTMENT 15	FMV	1,374,795	1,374,795
ALTERNATIVE INVESTMENT 104	FMV	11,553,647	11,553,647
ALTERNATIVE INVESTMENT 105	FMV	26,886,144	26,886,144
ALTERNATIVE INVESTMENT 87	FMV	85,390,093	85,390,093
ALTERNATIVE INVESTMENT 106	FMV	25,566,131	25,566,131
ALTERNATIVE INVESTMENT 107	FMV	61,021,090	61,021,090
ALTERNATIVE INVESTMENT 55	FMV	38,719,034	38,719,034
ALTERNATIVE INVESTMENT 16	FMV	30,644,506	30,644,506
ALTERNATIVE INVESTMENT 46	FMV	66,464,328	66,464,328
ALTERNATIVE INVESTMENT 10	FMV	213,776,584	213,776,584
ALTERNATIVE INVESTMENT 61	FMV	28,962,023	28,962,023
ALTERNATIVE INVESTMENT 82	FMV	43,552,004	43,552,004
ALTERNATIVE INVESTMENT 83	FMV	6,668,910	6,668,910
ALTERNATIVE INVESTMENT 23	FMV	840,315	840,315
ALTERNATIVE INVESTMENT 51	FMV	6,549,058	6,549,058
ALTERNATIVE INVESTMENT 24	FMV	184,497	184,497
ALTERNATIVE INVESTMENT 85	FMV	18,037,492	18,037,492
ALTERNATIVE INVESTMENT 78	FMV	43,576,885	43,576,885
ALTERNATIVE INVESTMENT 28	FMV	19,368,050	19,368,050
ALTERNATIVE INVESTMENT 31	FMV	766,472	766,472
ALTERNATIVE INVESTMENT 84	FMV	34,084,800	34,084,800
ALTERNATIVE INVESTMENT 86	FMV	96,760,945	96,760,945
ALTERNATIVE INVESTMENT 54	FMV	95,672,493	95,672,493
ALTERNATIVE INVESTMENT 65	FMV	36,095,866	36,095,866
ALTERNATIVE INVESTMENT 32	FMV	32,266	32,266

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENT 17	FMV	5,236,154	5,236,154
ALTERNATIVE INVESTMENT 56	FMV	4,278,836	4,278,836
ALTERNATIVE INVESTMENT 18	FMV	1,183,236	1,183,236
ALTERNATIVE INVESTMENT 60	FMV	27,655,925	27,655,925
ALTERNATIVE INVESTMENT 22	FMV	325,866	325,866
ALTERNATIVE INVESTMENT 89	FMV	136,319,000	136,319,000
ALTERNATIVE INVESTMENT 109	FMV	3,178,724	3,178,724
ALTERNATIVE INVESTMENT 110	FMV	3,070,046	3,070,046
ALTERNATIVE INVESTMENT 35	FMV	65,247	65,247
ALTERNATIVE INVESTMENT 39	FMV	924,699	924,699
ALTERNATIVE INVESTMENT 40	FMV	2,706,210	2,706,210
ALTERNATIVE INVESTMENT 41	FMV	4,767,227	4,767,227
ALTERNATIVE INVESTMENT 42	FMV	14,902	14,902
ALTERNATIVE INVESTMENT 43	FMV	207,330	207,330
ALTERNATIVE INVESTMENT 79	FMV	40,349,255	40,349,255
ALTERNATIVE INVESTMENT 9	FMV	2,731,419	2,731,419
ALTERNATIVE INVESTMENT 88	FMV	43,034,240	43,034,240
ALTERNATIVE INVESTMENT 45	FMV	2,091,380	2,091,380
ALTERNATIVE INVESTMENT 90	FMV	203,924,000	203,924,000
ALTERNATIVE INVESTMENT 96	FMV	43,125,683	43,125,683
ALTERNATIVE INVESTMENT 98	FMV	84,033	84,033
ALTERNATIVE INVESTMENT 101	FMV	3,750,006	3,750,006
ALTERNATIVE INVESTMENT 112	FMV	33,185,324	33,185,324
ALTERNATIVE INVESTMENT 113	FMV	20,901,244	20,901,244
ALTERNATIVE INVESTMENT 114	FMV	100,274,777	100,274,777
ALTERNATIVE INVESTMENT 115	FMV	71,750,489	71,750,489
ALTERNATIVE INVESTMENT 116	FMV	15,999,200	15,999,200
ALTERNATIVE INVESTMENT 117	FMV	10,780,086	10,780,086
ALTERNATIVE INVESTMENT 118	FMV	432,595,797	432,595,797
ALTERNATIVE INVESTMENT 119	FMV	20,737,500	20,737,500
ALTERNATIVE INVESTMENT 120	FMV	3,743,908	3,743,908
ALTERNATIVE INVESTMENT 121	FMV	3,903,099	3,903,099
ALTERNATIVE INVESTMENT 122	FMV	15,188,328	15,188,328

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	631,044	618,839	384,086	12,205

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	48,342,998	67,535,114	67,535,114
ACCRUED INTEREST	4,574,681	4,483,809	4,483,809

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PASS-THROUGH PARTNERSHIP EXPENSES	0	10,108,561	0	0
MEALS	61	0	0	61
ROYALTY EXPENSES	3,461,859	3,461,859	0	0

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FOREIGN CURRENCY EXCHANGE (SECTION 988)	-232,874	887,624	
ROYALTY	59,387,686	59,387,686	
NON-DIVIDEND DISTRIBUTIONS	31,860	0	
OTHER INVESTMENT INCOME	46,630	46,630	
SUBPART F INCOME	0	28,302,527	
EQUITY PARTNERSHIP INVESTMENTS	62,312,270	9,098,104	
LOAN FEES	6,755	6,755	
PROGRAM RELATED INVESTMENT REVENUE	780,074	734,270	780,074
RETURNED GRANTS	2,467,736		0
LEASE BONUS	187,244	187,244	0

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Description	Amount
UNREALIZED GAIN	181,394,184

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,318,208	2,319,469	0	0
CONSULTING FOR CHARITABLE ACTIVITIES	1,017,083	0	0	1,017,083
OTHER PROFESSIONAL FEES	599,196	599,196	0	0

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	4,550,635	0	0	0
FOREIGN TAX	0	2,772,657	0	0
OTHER TAXES	5,187,417	5,179,052	0	0

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Name	US / Foreign Address	EIN	Description	Amount
HOFFER CO-INVEST LP	2100 MCKINNEY AVENUE SUITE 1500 DALLAS, TX 75201	46-3412190	DISTRIBUTION	0
WEST STREET REIP TAX EXEMPT LP	30 HUDSON STREET UNIT 7535 TAX DEPT JERSEY CITY, NJ 073024600	85-4341932	DISTRIBUTION	25,508,104
WEST STREET CAPITAL PARTNERS VIII PARALLEL LP	30 HUDSON STREET UNIT 7535 TAX DEPT JERSEY CITY, NJ 073024600	85-3597658	DISTRIBUTION	6,000,000
BLUE OWL MARITIME OPPORTUNITY FUND LP	30 N LASALLE STREET SUITE 4140 CHICAGO, IL 60602	87-4000377	DISTRIBUTION	0
EOC PARTNERS FUND - C LP	1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	88-1166885	DISTRIBUTION	184,518,188
HADAR LLC	1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	38-3888224	DISTRIBUTION	0
Total				167,809,133

TY 2024 IRS 990 e-File Render

Name: LAURA AND JOHN ARNOLD FOUNDATION

EIN: 26-3241764

Name	US / Foreign Address	EIN	Description	Amount
GS HORIZON ENVIRONMENTAL & CLIMATE SOLUTIONS LP	PO BOX 309 UGLAND HOUSE GRAND CAYMAN, GRAND CAYMAN KY1-1104 CJ	98-1605295	CAPITAL CONTRIBUTION	6,225,000
WEST STREET REIP TAX EXEMPT LP	30 HUDSON STREET UNIT 7535 TAX DEPT JERSEY CITY, NJ 073024600	85-4341932	CAPITAL CONTRIBUTION	25,508,104
WEST STREET CAPITAL PARTNERS VIII PARALLEL LP	30 HUDSON STREET UNIT 7535 TAX DEPT JERSEY CITY, NJ 073024600	85-3597658	CAPITAL CONTRIBUTION	6,000,000
BTOF (JUNO FEEDER)(CYM) LP	190 ELGIN AVE GEORGE TOWN, GRAND CAYMAN KY1-9005 CJ	98-1617767	CAPITAL CONTRIBUTION	255,557
EOC PARTNERS FUND - C LP	1717 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	88-1166885	CAPITAL CONTRIBUTION	184,518,188
CIVICAP PARTNERS DEVELOP-TO-CORE FUND III LP	3334 RICHMOND AVE STE 100 HOUSTON, TX 77098	99-2138173	CAPITAL CONTRIBUTION	10,780,086
CCP TWELVE100 PRESERVATION GP LLC	3334 RICHMOND AVE STE 100 HOUSTON, TX 77098	99-4963952	CAPITAL CONTRIBUTION	799,200
CCP TWELVE100 PRESERVATION LLC	3334 RICHMOND AVE STE 100 HOUSTON, TX 77098	99-4945840	CAPITAL CONTRIBUTION	15,200,200
WEST STREET REAL ESTATE INVESTMENT PARTNERS TAX EXEMPT AIV UNIT TRUST	30 HUDSON STREET UNIT 7535 TAX DEPT JERSEY CITY, NJ 073024600	98-6128804	CAPITAL CONTRIBUTION	2,991,896
Total				252,278,231