

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.

2023

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2023 or tax year beginning , and ending

Name of foundation: SAMUELI FOUNDATION
A Employer identification number: 33-0758237
B Telephone number: 949-760-4300
C If exemption application is pending, check here ...
D 1. Foreign organizations, check here ...
D 2. Foreign organizations meeting the 85% test, check here and attach computation ...
E If private foundation status was terminated under section 507(b)(1)(A), check here ...
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 45,536,119
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income and Adjusted net income.

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only.			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	29,654,114.	45,466,493.	45,466,493.
	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			
	7	Other notes and loans receivable			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	Liabilities	11	Investments - land, buildings, and equipment: basis		
		Less: accumulated depreciation			
12		Investments - mortgage loans			
13		Investments - other			
14		Land, buildings, and equipment: basis 49,448.			
		Less: accumulated depreciation STMT 8 36,343.	7,533.	13,105.	13,105.
15		Other assets (describe STATEMENT 9)	13,493.	56,521.	56,521.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	29,675,140.	45,536,119.	45,536,119.
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				
22	Other liabilities (describe OTHER LIABILITIES)	2,055.	545.		
23	Total liabilities (add lines 17 through 22)	2,055.	545.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions	29,673,085.	45,535,574.	
	25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
29	Total net assets or fund balances	29,673,085.	45,535,574.		
30	Total liabilities and net assets/fund balances	29,675,140.	45,536,119.		

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	29,673,085.
2	Enter amount from Part I, line 27a	2	15,862,489.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	45,535,574.
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	45,535,574.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	3520 SHARES OF BROADCOM STOCK	D	10/04/23	10/04/23
b	14823 SHARES OF BROADCOM STOCK	D	12/13/23	12/13/23
c	14549 SHARES OF BROADCOM STOCK	D	12/14/23	12/14/23
d	14385 SHARES OF BROADCOM STOCK	D	12/15/23	12/15/23
e	1800 SHARES OF BROADCOM STOCK	D	12/18/23	12/18/23
(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	2,881,153.	9,232.	2,871,921.	
b	15,951,158.	38,879.	15,912,279.	
c	16,132,973.	38,160.	16,094,813.	
d	16,209,034.	37,730.	16,171,304.	
e	2,059,935.	4,721.	2,055,214.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			2,871,921.	
b			15,912,279.	
c			16,094,813.	
d			16,171,304.	
e			2,055,214.	
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	53,105,531.	
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	N/A	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	739,988.
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	739,988.
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	739,988.
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	25,152.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	740,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	765,152.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	25,164.
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax 25,164. 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?		X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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.		X
1c	Did the foundation file Form 1120-POL for this year?		X
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?		X
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		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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?	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. _____ CA		
8b	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 <i>General Instruction G</i> ? If "No," attach explanation	X	
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 tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>WWW.SAMUELI.ORG</u>			
14	The books are in care of <u>MICHAEL SCHULMAN</u> Telephone no. <u>949-760-4300</u> Located at <u>2101 E. COAST HIGHWAY, 300, CORONA DEL MAR, CA</u> ZIP+4 <u>92625</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
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?		X
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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(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)	X
(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)	X
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	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2023?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	X
If "Yes," list the years _____, _____, _____, _____		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	N/A	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		940,874.	55,831.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE FREEMAN - 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR,	CHIEF OF STAFF 40.00	273,804.	41,873.	0.
JOAN WALTER - 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR, CA 92625	SENIOR DIRECTOR, PROGRAM OPERATIONS 40.00	234,148.	4,626.	0.
WENDY ACIERO - 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR,	EXECUTIVE DIRECTOR, ANAHEIM DUCKS 40.00	147,417.	44,831.	0.
VICTORIA TORRES - 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR,	PROGRAM DIRECTOR 40.00	111,997.	19,560.	0.
WAYAN KAUFMAN - 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR,	GRANTS ADMINISTRATOR 40.00	89,729.	6,280.	0.
Total number of other employees paid over \$50,000				8

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MOSES MIRACLES LTD. 30 MEKCHRT STREET, TEL AVIV, ISRAEL 6523417	CONSULTING	299,400.
ANTHONY SABA 105 E. EDGEWATER, NEWPORT BEACH, CA 92661	CONSULTING	120,000.
SU HALE 35 DOUGLAS RD, ROCHESTER, NY 14610	CONSULTING	115,000.
Total number of others receiving over \$50,000 for professional services		0

Part VIII-A Summary of Direct Charitable Activities

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

Part VIII-B Summary of Program-Related Investments

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

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	0.
b	Average of monthly cash balances	1b	17,739,048.
c	Fair market value of all other assets (see instructions)	1c	65,662.
d	Total (add lines 1a, b, and c)	1d	17,804,710.
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	17,804,710.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	267,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	17,537,639.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	876,882.

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	876,882.
2a	Tax on investment income for 2023 from Part V, line 5	2a	739,988.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	739,988.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	136,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	136,894.
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	136,894.

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	37,304,144.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	37,304,144.

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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				136,894.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018	1,826,147.			
b From 2019	1,239,246.			
c From 2020	7,480,206.			
d From 2021	11,469,726.			
e From 2022	23,795,756.			
f Total of lines 3a through e	45,811,081.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 37,304,144.				
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				136,894.
e Remaining amount distributed out of corpus	37,167,250.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	82,978,331.			
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 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...			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	1,826,147.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	81,152,184.			
10 Analysis of line 9:				
a Excess from 2019 ...	1,239,246.			
b Excess from 2020 ...	7,480,206.			
c Excess from 2021 ...	11,469,726.			
d Excess from 2022 ...	23,795,756.			
e Excess from 2023 ...	37,167,250.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling

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

Table with 5 columns: (a) 2023, (b) 2022, (c) 2021, (d) 2020, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

Part XIV 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).)

SEE STATEMENT 11

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XIV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABOUND FOOD CARE 200 NORTH TUSTIN AVE, SUITE 110 SANTA ANA, CA 92705	NONE	PC	MEDICAL/HEALTH	1,050,000.
AIEF (AMER. ISRAEL EDU. FOUNDATION) 251 H STREET, NW WASHINGTON, DC 20001	NONE	PC	RELIGIOUS	25,000.
ALIANZA TRANSLATINX 206 W. FOURTH STREET, SUITE 420 SANTA ANA, CA 92701	NONE	PC	SOCIAL SERVICES	250,000.
ALLIANCE FOR A JUST SOCIETY 3518 S. EDMUNDS STREET SEATTLE, WA 98118	NONE	PC	ENVIRONMENT	100,000.
AMALGAMATED FOUNDATION 1825 K STREET NW WASHINGTON, DC 20006	NONE	PC	SOCIAL SERVICES	100,000.
Total	SEE CONTINUATION SHEET(S)		3a	34,546,542.
b Approved for future payment				
NONE				
Total				
			3b	0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	EDUCATION	5,000.
AMERICAN COMMITTEE FOR TEL AVI FOUNDATION 1410 BROADWAY, SUITE 2201 NEW YORK, NY 10018	NONE	PC	RELIGIOUS	1,000,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 20 WEST 36TH STREET, SUITE 1100 NEW YORK, NY 10018	NONE	PC	RELIGIOUS	200,000.
AMERICAN FRIENDS OF START UP NATION CENTRAL INC. 40 W 57TH STREET 26TH FLOOR NEW YORK, NY 10019	NONE	PC	MEDICAL/HEALTH	150,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 8 WEST 40TH STREET, 8TH FLOOR NEW YORK, NY 10018	NONE	PC	RELIGIOUS	333,000.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA, INC. 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	NONE	PC	ARTS	25,000.
AMERICAN FRIENDS OF THE ISRAELI OPERA, INC. 200 EAST 74TH, APT 15A NEW YORK, NY 10021	NONE	PC	ARTS	100,000.
AMERICAN FRIENDS OF THE RE'UT INSTITUTE 21550 OXNARD ST, SUITE 1000 WOODLAND HILLS, CA 91367	NONE	PC	RELIGIOUS	150,000.
AMERICAN INSTITUTE OF HOMEOPATHY FOUNDATION 10418 WHITEHEAD STREET FAIRFAX, VA 22030	NONE	PC	MEDICAL/HEALTH	1,000.
ANAHEIM COMMUNITY FOUNDATION 200 S. ANAHEIM BLVD., #433 ANAHEIM, CA 92805	NONE	PC	SOCIAL SERVICES	221,000.
Total from continuation sheets				33,021,542.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANAHEIM DUCKS FOUNDATION 2695 E. KATELLA AVE ANAHEIM, CA 92806	NONE	PC	SOCIAL SERVICES	750,000.
ANAHEIM UNION HIGH SCHOOL DISTRICT 501 NORTH CRESENT WAY ANAHEIM, CA 92801	NONE	PC	MEDICAL/HEALTH	170,000.
ARTS & LEARNING CORPORATION 151 KALMUS DR. SUITE G-3 COSTA MESA, CA 92626	NONE	PC	ARTS	27,500.
AUTOIMMUNE ASSOCIATION 19176 HALL ROAD, SUITE 130 CLINTON TOWNSHIP, MI 48038	NONE	PC	MEDICAL/HEALTH	17,000.
BIG BROTHERS/BIG SISTERS OF OC & INLAND EMPIRE 1801 E. EDINGER AVE #101 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	2,500.
BOARD OF JEWISH EDUCATION 520 8TH. AVE, 15TH FLOOR NEW YORK, NY 10018	NONE	PC	RELIGIOUS	500,000.
BOREALIS PHILANTHROPY P.O. BOX 581218 MINNEAPOLIS, MN 55458	NONE	PC	SOCIAL SERVICES	100,000.
BOYS & GIRLS CLUBS OF GARDEN GROVE INC 10540 CHAPMAN AVE GARDEN GROVE, CA 92840	NONE	PC	EDUCATION	150,000.
CAL STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 NUTWOOD AVE. SUITE 850 FULLERTON, CA 92831	NONE	PC	EDUCATION	100,000.
CALIFORNIA ASSOCIATION OF NONPROFITS 870 MARKET STREET, SUITE 609 SAN FRANCISCO, CA 94102	NONE	PC	SOCIAL SERVICES	2,500.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANCER KINSHIP 307 PLACENTIA AVE, SUITE 203 NEWPORT BEACH, CA 92663	NONE	PC	MEDICAL/HEALTH	25,000.
CANOPY PLANET FOUNDATION 141-1733H STREET BLAINE, WA 98230	NONE	PC	ENVIRONMENT	1,000,000.
CEO LEADERSHIP ALLIANCE OF ORANGE COUNTY 668 N. COAST HIGHWAY #319 LAGUNA BEACH, CA 92651	NONE	PC	EDUCATION	250,000.
CHAPMAN UNIVERSITY 333 N. GLASSELL ST. ORANGE, CA 92866	NONE	PC	RELIGIOUS	50,000.
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	170,500.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE	PC	EDUCATION	75,000.
CHILDREN'S BUREAU 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE	PC	SOCIAL SERVICES	50,000.
CHOC FOUNDATION 1201 W LA VETA ORANGE, CA 92868	NONE	PC	MEDICAL/HEALTH	22,066.
CIELO COMMUNITY FOR INNOVATION ENTREPRENEURSHIP LEADERSHIP OPPOR 16787 BEACH BLVD., SUITE 233 HUNTINGTON BEACH, CA 92647	NONE	PC	SOCIAL SERVICES	55,000.
COMMUNITY ACTION PARTNERSHIP OF ORANGE COUNTY 11870 MONARCH STREET GARDEN GROVE, CA 92841	NONE	PC	SOCIAL SERVICES	270,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COOPERACION SANTA ANA 1505 E. 17TH STREET SUITE 117 SANTA ANA, CA 92705	NONE	PC	ENVIRONMENT	100,000.
CROSSOVER OUTREACH 414 W. COURT STREET FLINT, MI 48503	NONE	PC	SOCIAL SERVICES	10,000.
DAYLE MCINTOSH CENTER FOR THE DISABLED 501 N. BROOKHURST ST., STE 102 ANAHEIM, CA 92801	NONE	PC	MEDICAL/HEALTH	5,000.
DESERT COMMUNITY FOUNDATION 75-105 MERLE DRIVE, SUITE 300 PALM DESERT, CA 92211	NONE	PC	EDUCATION	20,000.
DESERT FOOTHILLS LIBRARY ASSOCIATION 38443 N. SCHOOLHOUSE RD CAVE CREEK, AZ 85331	NONE	PC	EDUCATION	10,000.
DISCOVERY CUBE ORANGE COUNTY 2500 NORTH MAIN STREET SANTA ANA, CA 92705	NONE	PC	EDUCATION	426,160.
DWELLING PLACE ANAHEIM 5340 E. LA PALMA AVE. ANAHEIM, CA 92807	NONE	PC	MEDICAL/HEALTH	400,000.
ENTERTAINMENT INDUSTRY FOUNDATION PO BOX 845346 LOS ANGELES, CA 90084	NONE	PC	SOCIAL SERVICES	5,000.
EZ RAT ISRAEL, INC 806 EASTERN PARKWAY BROOKLYN, NY 11213	NONE	PC	SOCIAL SERVICES	325,000.
FAIRFAX HIGH SCHOOL ALUMNI ASSOCIATION 2221 WEST 26TH PLACE LOS ANGELES, CA 90018	NONE	PC	EDUCATION	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRACTURED ATLAS 228 PARK AVENUE SOUTH #56651 NEW YORK, NY 10003	NONE	PC	SOCIAL SERVICES	75,000.
FRIENDS OF CATS INC. 15587 OLDE HIGHWAY 80 EL CAJON, CA 92021	NONE	PC	ENVIRONMENT	10,000.
FRIENDS OF IR DAVID 99 WALL STREET, SUITE 5727 NEW YORK, NY 10005	NONE	PC	RELIGIOUS	1,025,000.
FRIENDS OF THE JEWISH CHAPEL INC 326 FIRST ST STE 22 ANNAPOLIS, MD 21403	NONE	PC	RELIGIOUS	2,500.
FRIENDS OF UNITED HATZALAH 442 5TH AVE, SUITE 1866 NEW YORK, NY 10018	NONE	PC	RELIGIOUS	200,000.
FUENTE LATINA 7300 BISCAYNE BLVD, SUITE 200 MIAMI, FL 33138	NONE	PC	RELIGIOUS	300,000.
FULLERTON COLLABORATIVE P.O. BOX 1088 FULLERTON, CA 92836	NONE	PC	SOCIAL SERVICES	5,000.
FULLERTON HISTORIC THEATER FOUNDATION P.O. BOX 6753 FULLERTON, CA 92832	NONE	PC	ARTS	10,000.
FUND FOR GUARANTEED INCOME 2040 E. MARIPOSA AVE EL SEGUNDO, CA 90245	NONE	PC	SOCIAL SERVICES	100,000.
FUNGI FOUNDATION 716 MARCY AVENUE BROOKLYN, NY 11216	NONE	PC	ENVIRONMENT	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEM STARFISH FOUNDATION 14425 NORTH 22ND STREET PHOENIX, AZ 85022	NONE	PC	EDUCATION	50,000.
GLOBAL IMPACT 1199 N. FAIRFAX ST, SUITE 300 ALEXANDRIA, VA 22314	NONE	PC	MEDICAL/HEALTH	4,800,000.
HARBOR VIEW PARENT FACULTY ORGANIZATION 900 GOLDENROD AVENUE CORONA DEL MAR, CA 92625	NONE	PC	EDUCATION	1,000.
HAWAII COMMUNITY FOUNDATION 827 FORT STREET MALL HONOLULU, HI 96813	NONE	PC	SOCIAL SERVICES	200,000.
HERSTORY INC 1781 CAMPTON AVE, SUITE 214 ANAHEIM, CA 92805	NONE	PC	MEDICAL/HEALTH	25,000.
HIGH SCHOOL INC. ACADEMIES FOUNDATION 2995 AIRWAY AVENUE, SUITE B COSTA MESA, CA 92626	NONE	PC	EDUCATION	75,000.
HILLEL FOUNDATION OF ORANGE COUNTY 1 FEDERATION WAY, SUITE 205 IRVINE, CA 92603	NONE	PC	RELIGIOUS	105,500.
HONORHEALTH FOUNDATION ATTN: HONORHEALTH FOUNDATION GIFT PROCESSING, 8125 N. HAYDEN RD SCOTTSDALE, AZ 85258	NONE	PC	MEDICAL/HEALTH	10,000.
I-5 FREEDOM NETWORK 160 AVENIDA GRANADA SAN CLEMENTE, CA 92672	NONE	PC	SOCIAL SERVICES	15,000.
IEEE FOUNDATION 445 HOES LANE PISCATAWAY, NJ 08854	NONE	PC	EDUCATION	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INNOVATIVE HOUSING OPPORTUNITIES 501 N. GOLDEN CIRCLE DR., SUITE 100 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	46,000.
INSTITUTE FOR NATURAL MEDICINE 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	NONE	PC	MEDICAL/HEALTH	25,000.
INTERNATIONAL SANCTUARY 17935 SKY PARK CIRCLE SUITE F IRVINE, CA 92614	NONE	PC	SOCIAL SERVICES	15,000.
ISRAAID (US) GLOBAL HUMANITARIAN ASSISTANCE INC PO BX 61227 PALO ALTO, CA 94306	NONE	PC	RELIGIOUS	100,000.
ISRAEL LACROSSE ASSOCIATION P.O. BOX 513 FOXBOROUGH, MA 02035	NONE	PC	SOCIAL SERVICES	2,500.
J.F. SHEA THERAPEUTIC RIDING CENTER 26284 OSO ROAD SAN JUAN CAPISTRANO, CA 92675	NONE	PC	SOCIAL SERVICES	20,000.
JAPANESE AMERICAN NATIONAL MUSEUM 100 N. CENTRAL AVE. LOS ANGELES, CA 90012	NONE	PC	ARTS	8,000.
JAPANESE FRIENDSHIP GARDEN OF PHOENIX 216 W. PORTLAND STREET PHOENIX, AZ 85003	NONE	PC	ENVIRONMENT	10,000.
JEWISH COMMUNITY CENTER OF OC 1 FEDERATION WAY, SUITE 200 IRVINE, CA 92603	NONE	PC	RELIGIOUS	30,000.
JEWISH COMMUNITY CENTERS ASSOCIATION OF NORTH AMERICA 520 8TH AVENUE NEW YORK, NY 10018	NONE	PC	RELIGIOUS	250,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH COMMUNITY FOUNDATION OF LOS ANGELES 6505 WILSHIRE BLVD., SUITE 1200 LOS ANGELES, CA 90048	NONE	PC	RELIGIOUS	700,000.
JEWISH FEDERATION & FAMILY OF OC 1 FEDERATION WAY, SUITE 210 IRVINE, CA 92603	NONE	PC	RELIGIOUS	101,000.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET, STE. 900 NEW YORK, NY 10001	NONE	PC	RELIGIOUS	15,000.
JMH ANAHEIM FOUNDATION INC. 720 S. MAGNOLIA AVE ANAHEIM, CA 92804	NONE	PC	MEDICAL/HEALTH	186,000.
JOURNEY OUT 7136 HASKELL AVE. SUITE 125 VAN NUYS, CA 91406	NONE	PC	SOCIAL SERVICES	2,500.
JQ INTERNATIONAL 801 LARRABEE ST., UNIT 10 WEST HOLLYWOOD, CA 90069	NONE	PC	RELIGIOUS	50,000.
JTP PROFESSIONAL SERIVCE CORPORATION 2038 FORD PKWY-444 SAINT PAUL, MN 55116	NONE	PC	MEDICAL/HEALTH	500,000.
LAGUNA COLLEGE OF ART & DESIGN 2222 LAGUNA CANYON RD LAGUN BEACH, CA 92651	NONE	PC	EDUCATION	1,000.
LATINO COMMUNITY FOUNDATION 235 MONTGOMERY ST., SUITE 1160 SAN FRANCISCO, CA 94104	NONE	PC	SOCIAL SERVICES	5,000.
LEAD OC 4340 VON KARMAN AVE, SUITE 380 NEWPORT BEACH, CA 92660	NONE	PC	SOCIAL SERVICES	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIBERTAS COUNCIL 1002 PRUITT COURT S.W. VIENNA, VA 21180	NONE	PC	SOCIAL SERVICES	2,500.
LIVING SUCCESS CENTER PO BOX 11346 COSTA MESA, CA 92627	NONE	PC	MEDICAL/HEALTH	3,000.
MAKE-A-WISH FOUNDATION OF ORANGE COUNTY & THE INLAND EMPIRE INC 3230 EL CAMINO REAL SUITE 100 IRVINE, CA 92602	NONE	PC	SOCIAL SERVICES	3,000.
MAMMOTH LAKES RECREATION PO BOX 8562 MAMMOTH LAKES, CA 93546	NONE	PC	SOCIAL SERVICES	1,000.
MAUI AIDS FOUNDATION 1935 MAIN STREET, SUITE 101 WAILUKU, HI 96793	NONE	PC	SOCIAL SERVICES	12,500.
MAUI ARTS AND CULTURAL CENTER ONE CAMERON WAY KAHULUI, HI 96732	NONE	PC	ARTS	5,000.
MAUI FOOD BANK 760 KOLU STREET WAILUKU, HI 96793	NONE	PC	SOCIAL SERVICES	5,000.
MEOOWZRESQ 960 N. TUSTIN ST #200 ORANGE, CA 92867	NONE	PC	ENVIRONMENT	5,000.
MIND OC 18650 MACARTHUR BLVD, SUITE 220 IRVINE, CA 92612	NONE	PC	MEDICAL/HEALTH	1,500,000.
MISSION EDGE 2820 ROOSEVELT ROAD, SUITE 104 SAN DIEGO, CA 92106	NONE	PC	SOCIAL SERVICES	15,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT SAINT MARY'S UNIVERSITY 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE	PC	EDUCATION	5,000.
MOUNT VERNON LADIES' ASSOCIATION OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121	NONE	PC	ENVIRONMENT	25,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET, SUITE 425 OAKLAND, CA 94612	NONE	PC	EDUCATION	10,000.
MY DAY COUNTS 225 WEST CARL KARCHER WAY ANAHEIM, CA 92801	NONE	PC	SOCIAL SERVICES	28,000.
NATIONAL NETWORK OF ABORTION FUNDS PMB 16009 BEAVERTON, OR 97008-7015	NONE	PC	MEDICAL/HEALTH	250,000.
NEW VENTURE FUND 1828 L STREET NW, SUITE 300-A WASHINGTON, DC 20036	NONE	PC	SOCIAL SERVICES	1,000,000.
NEW VISTA SCHOOL 23092 MILL CREEK DRIVE LAGUNA HILLS, CA 92653	NONE	PC	EDUCATION	50,000.
NORTHEAST FLORIDA REGIONAL STEM2 HUB 7842 MONETEREY BAY DRIVE JACKSONVILLE, FL 32256	NONE	PC	EDUCATION	25,000.
OAKLAND PUBLIC EDUCATION FUND PO BOX 71005 OAKLAND, CA 94612	NONE	PC	SOCIAL SERVICES	200,000.
OC COMMUNITY FOUNDATION 4041 MACARTHUR BLVD #510 NEWPORT BEACH, CA 92660	NONE	PC	SOCIAL SERVICES	113,500.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OC PUBLIC LIBRARIES 1501 E. ST ANDREWS PL, 2ND FLOOR SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	250,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DR. DANA POINT, CA 92629	NONE	PC	ENVIRONMENT	7,500.
OCSP CAT RESCUE 17870 NEWHOPE STREET, SUITE 104-138 FOUNTAIN VALLEY, CA 92708	NONE	PC	ENVIRONMENT	5,000.
OCTANE FOUNDATION FOR INNOVATION 65 ENTERPRISE ALISO VIEJO, CA 92656	NONE	PC	MEDICAL/HEALTH	333,000.
ONEOC 1901 E. FOURTH STREET STE 100 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	75,000.
ORANGE COAST COLLEGE FOUNDATION 2701 FAIRVIEW RD COSTA MESA, CA 92626	NONE	PC	MEDICAL/HEALTH	257,300.
ORANGE COUNTY BIRD OF PREY CENTER 25422 TRABUCO ROAD #105-541 LAKE FOREST, CA 92630-2797	NONE	PC	EDUCATION	2,000.
ORANGE COUNTY CONGREGATION COMMUNITY ORGANIZATION P.O. BOX 190 ANAHEIM, CA 92815	NONE	PC	SOCIAL SERVICES	75,000.
ORANGE COUNTY DEPARTMENT OF EDUCATION 200 KALMUS DRIVE, P.O. BOX 9050, B-1017 COSTA MESA, CA 92628	NONE	PC	EDUCATION	800,000.
ORANGE COUNTY JAPANESE AMERICAN ASSOCIATION 17332 IRVINE BLVD., SUITE 160 TUSTIN, CA 92780	NONE	PC	SOCIAL SERVICES	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORANGE COUNTY MUSEUM OF ART 3333 AVENUE OF THE ARTS COSTA MESA, CA 92626	NONE	PC	ARTS	150,000.
ORANGE COUNTY SCHOOL OF THE ARTS FOUNDATION 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	PC	EDUCATION	270,000.
ORANGE COUNTY UNITED WAY 18012 MITCHELL AVE. SOUTH IRVINE, CA 92614	NONE	PC	SOCIAL SERVICES	320,000.
ORANGEWOOD FOUNDATION 1575 EAST 17TH STREET SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	58,000.
P.E.F. ISRAEL ENDOWMENT FUNDS, INC. 630 THIRD AVENUE, 15TH FLOOR NEW YORK, NY 10017	NONE	PC	RELIGIOUS	1,270,000.
PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PC	ENVIRONMENT	4,000.
PACIFIC WHALE FOUNDATION 300 MA'ALAEA RD. STE. 211 WAILUKU, HI 96793	NONE	PC	SOCIAL SERVICES	25,000.
PACIFIC ZEN INSTITUTE P.O. BOX 2972 SANTA ROSA, CA 95405	NONE	PC	MEDICAL/HEALTH	50,000.
PEACE AND JUSTICE LAW CENTER 2501 E. CHAPMAN AVE, SUITE 245 FULLERTON, CA 92831	NONE	PC	SOCIAL SERVICES	100,000.
PHILHARMONIC SOCIETY OF OC 1124 MAIN ST., SUITE B IRVINE, CA 92614	NONE	PC	ARTS	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PIONEER VPO 4810 POINT FOSDICK DR, PMB 292 GIG HARBOR, WA 98335	NONE	PC	EDUCATION	7,500.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM ST., 10TH FLOOR NEW YORK, NY 10038	NONE	PC	MEDICAL/HEALTH	200,000.
PLANNED PARENTHOOD MAR MONTE 1691 THE ALAMEDA SAN JOSE, CA 95162	NONE	PC	MEDICAL/HEALTH	50,000.
POPULATION SERVICES INTERNATIONAL 1120 19TH STREET NW, SUITE 600 WASHINGTON, DC 20036-3605	NONE	PC	MEDICAL/HEALTH	100,000.
PROSTITUTION RESEARCH & EDUCATION PO BOX 16254 SAN FRANCISCO, CA 94116-0254	NONE	PC	SOCIAL SERVICES	2,500.
PURDY ELEMENTARY PTA 13815 62ND AVE NW GIG HARBOR, WA 98332	NONE	PC	EDUCATION	7,500.
QUAN AM BUDHIST MEDITATION 12670 18TH STREET REDLANDS, CA 92373	NONE	PC	RELIGIOUS	5,000.
RAINFOREST FOUNDATION US P.O.BOX 26908 BROOKLYN, NY 11202	NONE	PC	ENVIRONMENT	100,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN C/O U-M GIFT AND RECORDS ADMIN, 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	PC	SOCIAL SERVICES	40,000.
RENEWABLE FARMS 468 S. COATE ROAD ORANGE, CA 92869	NONE	PC	MEDICAL/HEALTH	55,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAMUELI ACADEMY 1901 N. FAIRVIEW STREET SANTA ANA, CA 92706	NONE	PC	EDUCATION	360,466.
SAN CLEMENTE AQUATIC TEAM CORPORATION P.O. BOX 73666 SAN CLEMENTE, CA 92673	NONE	PC	SOCIAL SERVICES	2,500.
SAN CLEMENTE MILITARY FAMILY OUTREACH 2001 CALLE FRONTERA SAN CLEMENTE, CA 92673	NONE	PC	SOCIAL SERVICES	15,000.
SANTA CLARA UNIVERSITY SCHOOL OF LAW 500 EL. CAMINO REAL SANTA CLARA, CA 95053	NONE	PC	EDUCATION	2,500.
SCAD RESEARCH INC. 10115 E. BELL ROAD, SUITE 107-127 SCOTTSDALE, AZ 85260	NONE	PC	MEDICAL/HEALTH	10,000.
SEGERSTROM CENTER FOR THE ARTS SEGERSTROM HALL, 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	PC	ARTS	200,000.
SEVENTH GENERATION FUND FOR INDIGENOUS PEOPLES PO BOX 4569 ARCATA, CA 95518	NONE	PC	ENVIRONMENT	100,000.
SIERRA HEALTH FOUNDATION: CENTER FOR HEALTH PROGRAM MANAGEMENT, 1321 GARDEN HIGHWAY SACRAMENTO, CA 95833	NONE	PC	ENVIRONMENT	250,000.
SIERRA VISTA ELEMENTARY PTA 1811 NORTH PLACENTIA AVE PLACENTIA, CA 92870	NONE	PC	EDUCATION	2,500.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23564 CALABASAS ROAD, SUITE 201 CALABASAS, CA 91302	NONE	PC	SOCIAL SERVICES	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOGOREA TE' LAND TRUST 2501 HARRISON STREET OAKLAND, CA 94612	NONE	PC	ENVIRONMENT	100,000.
SOUTH BAY CHALLENGE, INC 1919 TORRANCE BLVD. TORRANCE, CA 90501	NONE	PC	SOCIAL SERVICES	3,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012	NONE	PC	SOCIAL SERVICES	7,333.
SOUTHERN COUNTIES RESCUE INC. 1850 WHITTIER AVENUE, SUITE H106 COSTA MESA, CA 92627	NONE	PC	ENVIRONMENT	5,000.
SOUTHWEST LENDING CLOSET 218 N. CENTRAL AVE. AVONDALE, AZ 85392	NONE	PC	SOCIAL SERVICES	5,000.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675	NONE	PC	EDUCATION	35,000.
STANDWITHUS 6505 WILSHIRE BLVD., 5TH FLOOR LOS ANGELES, CA 90048	NONE	PC	RELIGIOUS	150,000.
STARS & STRIPES CHILDREN'S FOUNDATION 8149 SPECTRUM IRVINE, CA 92618	NONE	PC	SOCIAL SERVICES	25,000.
START RESCUE P.O.BOX 4792 VALLEY VILLAGE, CA 91617	NONE	PC	SOCIAL SERVICES	1,000.
STEM NEXT OPPORTUNITY FUND 2305 HISTORIC DECATUR ROAD, SUITE 100 SAN DIEGO, CA 92106	NONE	PC	EDUCATION	500,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STUDENTS RUN LA 5252 CREBS AVENUE TARZANA, CA 91356	NONE	PC	SOCIAL SERVICES	2,500.
SURFRIDER FOUNDATION PO BOX 73550 SAN CLEMENTE, CA 92673	NONE	PC	ENVIRONMENT	23,500.
TALLER SAN JOSE HOPE BUILDERS 801 NORTH BROADWAY SANTA ANA, CA 92701	NONE	PC	SOCIAL SERVICES	5,000.
TARBUT V'TORAH COMMUNITY DAY SCHOOL 5 FEDERATION WAY IRVINE, CA 92603	NONE	PC	EDUCATION	25,000.
TELLURIDE FOUNDATION PO BOX 4222 TELLURIDE, CO 81435	NONE	PC	SOCIAL SERVICES	30,000.
TELLURIDE SCIENCE RESEARCH CENTER PO BOX 2429 TELLURIDE, CO 81435	NONE	PC	SOCIAL SERVICES	50,000.
TEMPLE BETH EL 2A LIBERTY ALISO VIEJO, CA 92656-3372	NONE	PC	RELIGIOUS	120,000.
TESLA SCIENCE CENTER AT WARDENCLYFFE PO BOX 552 SHOREHAM, NY 11786	NONE	PC	EDUCATION	125,000.
TGR FOUNDATION 1 TIGER WOOD WAY ANAHEIM, CA 92801	NONE	PC	EDUCATION	25,000.
THE "1939" CLUB 369 SOUTH DOHENY DRIVE #1402 BEVERLY HILLS, CA 90211	NONE	PC	RELIGIOUS	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE ASPEN INSTITUTE INC. 2300 N STREET, SUITE 700 WASHINGTON, DC 20037	NONE	PC	EDUCATION	100,000.
THE ASSOCIATION OF FUNDRAISING PROFESSIONALS PO BOX 8133 FOUNTAIN VALLEY, CA 92728	NONE	PC	SOCIAL SERVICES	5,000.
THE BODY AGENCY COLLECTIVE 6106 HARVARD AVENUE GLENN ECHO, MD 20812	NONE	PC	MEDICAL/HEALTH	100,000.
THE BRIDGESPAN GROUP TWO COPLEY PLACE, SUITE 3700B BOSTON, MA 02116	NONE	PC	RELIGIOUS	450,000.
THE CDM FOUNDATION 2549 EASTBLUFF DR, SUITE 259 NEWPORT BEACH, CA 92660	NONE	PC	EDUCATION	2,000.
THE ECOLOGY CENTER 32701 ALIPAZ STEET SAN JUAN CAPISTRANO, CA 92675	NONE	PC	ENVIRONMENT	60,000.
THE INTERNATIONAL SOCIETY FOR ENVIRONMENTALLY ACQUIRED ILLNESS 7320 N. LA CHOLLA BLVD., STE 154, #147 TUCSON, AZ 85741	NONE	PC	MEDICAL/HEALTH	17,000.
THE LIVING DESERT 47-900 PORTOLA AVENUE PALM DESERT, CA 92260	NONE	PC	ENVIRONMENT	1,000.
THE NATIONAL ACADEMY OF ENGINEERING OFFICE OF DEVELOPMENT, P.O. BOX 936138 ATLANTA, GA 31193-6135	NONE	PC	EDUCATION	10,000.
THE RESCUE HOUSE 1150 GARDEN VIEW ROAD #231 ENCINITAS, CA 92023	NONE	PC	ENVIRONMENT	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UNIVERSITY OF ARIZONA FOUNDATION PO BOX 210036 TUCSON, AZ 85721	NONE	PC	MEDICAL/HEALTH	10,000.
THE WOODEN FLOOR 1810 NORTH MAIN ST SANTA ANA, CA 92706	NONE	PC	SOCIAL SERVICES	35,000.
THRIVE SANTA ANA, INC. P.O. BOX 1935 SANTA ANA, CA 92702	NONE	PC	ENVIRONMENT	100,000.
TIDES CENTER P.O. BOX 889389 LOS ANGELES, CA 90088-9389	NONE	PC	EDUCATION	350,000.
TIDES FOUNDATION PO BOX 889389 LOS ANGELES, CA 90088-9389	NONE	PC	SOCIAL SERVICES	300,000.
TRANS LIFELINE 548 MARKET STREET PMB 15337 SAN FRANCISCO, CA 94104-5401	NONE	PC	SOCIAL SERVICES	100,000.
UC BERKELEY FOUNDATION 1995 UNIVERSITY AVENUE, SUITE 400 BERKELEY, CA 94704-1070	NONE	PC	EDUCATION	25,000.
UC REGENTS UC ANR DEVELOPMENT SERVICES, 2801 SECOND STREET DAVIS, CA 95618	NONE	PC	EDUCATION	150,000.
UCI FOUNDATION 903 W. PELTASON IRVINE, CA 92697	NONE	PC	EDUCATION	298,717.
UCLA FOUNDATION HENRY SAMUELI SCHOOL OF ENGINEERING, 7256 BOLETER HALL BOX 951600 LOS ANGELES, CA 90095-1600	NONE	PC	EDUCATION	225,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED STATES NAVAL ACADEMY FOUNDATION 274 WOOD RD ANNAPOLIS, MD 21402	NONE	PC	EDUCATION	10,000.
UNIVERSITY OF MASSACHUSETTS FOUNDATION 100 CARLSON AVE, BLDG. 12 NEWTON, MA 02459	NONE	PC	EDUCATION	12,500.
UPSTREAM USA, INC. 2 OLIVER STREET SUITE 402 BOSTON, MA 02109	NONE	PC	MEDICAL/HEALTH	1,000,000.
URBAN ALCHEMY 1035 MARKET STREET, SUITE 150 SAN FRANCISCO, CA 94103	NONE	PC	MEDICAL/HEALTH	50,000.
URGE: UNITE FOR REPRODUCTIVE & GENDER EQUITY 1012 14TH STREET NW, SUITE 305 WASHINGTON, DC 20005	NONE	PC	MEDICAL/HEALTH	200,000.
USA WARRIORS ICE HOCKEY PROGRAM 13424 QUERY MILL ROAD NORTH POTOMAC, MD 20878-3962	NONE	PC	SOCIAL SERVICES	26,500.
USA WATER POLO 6 MORGAN, SUITE 150 IRVINE, CA 92618	NONE	PC	SOCIAL SERVICES	5,000.
USC LEONARD DAVIS SCHOOL OF GERONTOLOGY 3715 MCCLINTOCK AVENUE, SUITE 110 LOS ANGELES, CA 90089	NONE	PC	MEDICAL/HEALTH	20,000.
USC SHOAH FOUNDATION 1150 S. OLIVE STREET, SUITE 2000 LOS ANGELES, CA 90015	NONE	PC	RELIGIOUS	25,000.
VANGUARD UNIVERSITY 55 FAIR DRIVE COSTA MESA, CA 92706	NONE	PC	SOCIAL SERVICES	15,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIET RAINBOW OF ORANGE COUNTY 8682 BEACH BLVD., #200 BUENA PARK, CA 90620	NONE	PC	SOCIAL SERVICES	57,500.
VINTAGE CLUB 75001 VINTAGE DR W INDIAN WELLS, CA 92210	NONE	PC	SOCIAL SERVICES	12,000.
WEST MARIN COMMUNITY SERVICES PO BOX 1093 POINT REYES STATION, CA 94956	NONE	PC	SOCIAL SERVICES	10,000.
WILD AT HEART INC 319840 N. 45TH ST. CAVE CREEK, AZ 85331	NONE	PC	ENVIRONMENT	10,000.
WOODSTOCK TIMEBANK CROSIER MILLS ENTERPRISE CENTER, 601 UPLAND AVE, SUITE 214 UPLAND, PA 19015	NONE	PC	MEDICAL/HEALTH	100,000.
WORLD RESOURCES INSTITUTE 10 G STREET NE #800 WASHINGTON, DC 20002	NONE	PC	ENVIRONMENT	2,000,000.
ZACHOR LEGAL INSTITUTE P.O. BOX 6774 BOZEMAN, MT 59771	NONE	PC	RELIGIOUS	25,000.
ZAKA NORTH INC. 2920 AVENUE R., SUITE 208 BROOKLYN, NY 11229	NONE	PC	MEDICAL/HEALTH	200,000.
Total from continuation sheets				

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

SAMUELI FOUNDATION

Employer identification number

33-0758237

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), 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 (entering "N/A" in column (b) instead of the contributor name and address), 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), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2023)

Name of organization SAMUELI FOUNDATION	Employer identification number 33-0758237
--	--

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	S95NGT 201 S PHILLIPS AVENUE, SUITE 200 SIOUX FALLS, SD 57104	\$ 50,302,303.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	H&S INVESTMENTS I, LLC 2101 E. COAST HIGHWAY, THIRD FLOOR CORONA DEL MAR, CA 92625	\$ 2,898,509.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization SAMUELI FOUNDATION	Employer identification number 33-0758237
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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	STOCKS _____ _____ _____	\$ 50,302,303.	12/31/23
2	STOCKS _____ _____ _____	\$ 2,898,509.	12/31/23
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization SAMUELI FOUNDATION	Employer identification number 33-0758237
--	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	719,492.	719,492.	
TOTAL TO PART I, LINE 3	719,492.	719,492.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3520 SHARES OF BROADCOM STOCK	2,881,153.	2,898,509.	0.	0.	-17,356.		10/04/23	10/04/23

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
14823 SHARES OF BROADCOM STOCK	15,951,158.	16,026,035.	0.	0.	-74,877.		12/13/23	12/13/23

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
14549 SHARES OF BROADCOM STOCK	16,132,973.	16,089,302.	0.	0.	43,671.		12/14/23	12/14/23

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14385 SHARES OF BROADCOM STOCK	16,209,034.	16,143,552.	0.	0.	65,482.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1800 SHARES OF BROADCOM STOCK	2,059,935.	2,043,414.	0.	0.	16,521.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
COMPUTER EQUIPMENT	840.	1,121.	0.	0.	-281.

NET GAIN OR LOSS FROM SALE OF ASSETS		33,160.
CAPITAL GAINS DIVIDENDS FROM PART IV		0.
TOTAL TO FORM 990-PF, PART I, LINE 6A		33,160.

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	96,952.	24,238.		38,781.
TO FM 990-PF, PG 1, LN 16A	96,952.	24,238.		38,781.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,475.	6,619.		10,590.
TO FORM 990-PF, PG 1, LN 16B	26,475.	6,619.		10,590.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	804,986.	0.		804,986.
OUTSIDE SERVICES	539.	0.		539.
MANAGEMENT FEES	60,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16C	865,525.	0.		817,525.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	32,000.	0.		0.
TAXES & LICENSES	805.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,805.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	83,938.	41,972.		0.
INSURANCE	26,224.	13,112.		0.
POSTAGE	233.	116.		0.
TELEPHONE AND INTERNET	13,226.	3,306.		6,613.
BENEFIT PLAN ADMINISTRATION	2,566.	257.		2,053.
PAYROLL PROCESSING	8,902.	890.		7,121.
CUSTODIAL FEES	914.	228.		457.
DUES AND SUBSCRIPTIONS	2,782.	0.		2,782.
RECRUITING	8,706.	0.		0.
TO FORM 990-PF, PG 1, LN 23	147,491.	59,881.		19,026.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE - WEBSITE	14,700.	14,700.	0.
SOFTWARE - IOS APP	6,000.	6,000.	0.
GRANTMAKING WEBSITE	3,500.	3,500.	0.
GRANTMAKING WEBSITE	3,695.	3,695.	0.
TV SCREENS	3,233.	3,233.	0.
DELL COMPUTER MONITOR	522.	305.	217.
DELL XPS COMPUTER	2,159.	1,259.	900.
DELL MONITOR	1,072.	505.	567.
DELL DESKTOP OPTIPLEX 7090 SMALL FORM	1,289.	609.	680.
MACBOOK AIR	1,296.	611.	685.
DELL DESKTOP	1,489.	497.	992.
DELL OPTIPLEX SMALL FORM	1,486.	372.	1,114.
SURFACE LAPTOP	1,836.	459.	1,377.
DELL LAPTOP	1,336.	223.	1,113.
APPLE MACBOOK	1,836.	153.	1,683.
DELL LAPTOP, MONITORS KEYBOARD MOUSE	3,999.	222.	3,777.
TOTAL TO FM 990-PF, PART II, LN 14	49,448.	36,343.	13,105.

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	757.	1,966.	1,966.
DEPOSITS	9,866.	8,866.	8,866.
DUE FROM RELATED ENTITIES	2,870.	1,998.	1,998.
SOFTWARE IMPLEMENTATION	0.	43,691.	43,691.
TO FORM 990-PF, PART II, LINE 15	13,493.	56,521.	56,521.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	PRESIDENT 10.00	0.	0.	0.
HENRY SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	VICE PRESIDENT 10.00	0.	0.	0.
MICHAEL SCHULMAN 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	CFO & SECRETARY 10.00	0.	0.	0.
LINDSEY SPINDLE 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	DIRECTOR 65.00	940,874.	55,831.	0.
ERIN SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	DIRECTOR 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		940,874.	55,831.	0.

NAME OF MANAGER

SUSAN SAMUELI
HENRY SAMUELI