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Form **990-W**
(Worksheet)

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

2024

(and on Investment Income for Private Foundations) FORM 990-PF

► Keep for your records. Do not send to the Internal Revenue Service.

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1	2	
3	Alternative minimum tax for trusts	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits	5	
6	Subtract line 5 from line 4	6	
7	Other taxes	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels	9	
10a	Subtract line 9 from line 8. Note: If less than \$500, the organization does not need to make estimated tax payments	10a	
b	Enter the tax shown on the 2023 return. Caution: If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c	2024 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	ADJUSTED TO 78,460.

		(a)	(b)	(c)	(d)	
11	Installment due dates	11	11/15/24	12/16/24	03/17/25	06/16/25
12	Installments. Enter 25% of line 10c in columns (a) through (d)	12	5,390.	5,390.	5,390.	5,390.
13	2023 Overpayment	13				
14	Payment due (Subtract line 13 from line 12)	14				

Form **990-W**

ESTIMATED TAX	78,460.
OVERPAYMENT APPLIED	78,460.
AMOUNT DUE	0.

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

Department of the Treasury
Internal Revenue Service

File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Part I - Identification

Type or Print	Name of exempt organization, employer, or other filer, see instructions. ARCHSTONE FOUNDATION	Taxpayer identification number (TIN) 33-0133359
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5000 BIRCH ST, WEST TOWER, 3RD FL, #369	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWPORT BEACH, CA 92660	

Enter the Return Code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08		

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
 Plan Number _____
 Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **RIGOBERTO J. SABORIO - 5000 BIRCH ST, WEST TOWER, 3RD FL #369 - NEWPORT BEACH, CA 92660**

Telephone No. **562-590-8655** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **MAY 15**, 20 **25**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 calendar year 20 ____ or
 tax year beginning **JUL 1**, 20 **23**, and ending **JUN 30**, 20 **24**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2023 or tax year beginning **JUL 1, 2023**, and ending **JUN 30, 2024**

Name of foundation ARCHSTONE FOUNDATION		A Employer identification number 33-0133359
Number and street (or P.O. box number if mail is not delivered to street address) 5000 BIRCH ST, WEST TOWER, 3RD FL	Room/suite #369	B Telephone number 562-590-8655
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH, CA 92660		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 116,257,425.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	671,615.	2,002,852.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	146,106.			STATEMENT 1
	b Gross sales price for all assets on line 6a 17,625,122.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	59,225.	198,618.		STATEMENT 3	
12 Total. Add lines 1 through 11	876,946.	2,201,470.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,097,261.	56,626.		1,035,239.
	14 Other employee salaries and wages	571,286.	15,635.		549,329.
	15 Pension plans, employee benefits	392,888.	22,735.		332,262.
	16a Legal fees STMT 4	12,100.	847.		11,175.
	b Accounting fees STMT 5	97,991.	6,859.		88,211.
	c Other professional fees STMT 6	574,954.	487,726.		86,700.
	17 Interest				
	18 Taxes STMT 7	120,326.	4,453.		83,200.
	19 Depreciation and depletion	60,000.	4,200.		
	20 Occupancy	210,477.	14,733.		194,390.
	21 Travel, conferences, and meetings	172,469.	12,073.		159,287.
	22 Printing and publications				
	23 Other expenses STMT 8	706,095.	25,934.		677,768.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,015,847.	651,821.		3,217,561.
	25 Contributions, gifts, grants paid	3,167,229.			2,510,497.
26 Total expenses and disbursements. Add lines 24 and 25	7,183,076.	651,821.		5,728,058.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-6,306,130.				
b Net investment income (if negative, enter -0-)		1,549,649.			
c Adjusted net income (if negative, enter -0-)			N/A		

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		347.	347.	347.	
	2	Savings and temporary cash investments		536,285.	1,030,569.	1,030,569.	
	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			509,581.	525,447.	525,447.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock					
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 9		105,126,164.	114,491,786.	114,491,786.	
14	Land, buildings, and equipment: basis	660,367.					
	Less: accumulated depreciation	STMT 10	589,458.	127,587.	70,909.	70,909.	
15	Other assets (describe STATEMENT 11)			291,496.	138,367.	138,367.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			106,591,460.	116,257,425.	116,257,425.	
Liabilities	17	Accounts payable and accrued expenses		166,104.	295,838.		
	18	Grants payable		1,161,949.	1,736,081.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe STATEMENT 12)			1,065,943.	792,626.	
23	Total liabilities (add lines 17 through 22)			2,393,996.	2,824,545.		
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		104,197,464.	113,432,880.		
	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			104,197,464.	113,432,880.		
30	Total liabilities and net assets/fund balances			106,591,460.	116,257,425.		

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	104,197,464.
2	Enter amount from Part I, line 27a	2	-6,306,130.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	15,541,546.
4	Add lines 1, 2, and 3	4	113,432,880.
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	113,432,880.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			
17,625,122.		18,554,140.	-929,018.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			
			-929,018.

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	-929,018.
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	21,540.
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	21,540.
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	21,540.
6 Credits/Payments:		
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	100,000.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	100,000.
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	78,460.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 78,460. 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
b 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
c 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. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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
b 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
If "Yes," attach the statement required by General Instruction T.		
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. _____ <u>CA</u>		
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	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.ARCHSTONE.ORG</u>		
14 The books are in care of <u>RIGOBERTO J. SABORIO</u> Telephone no. <u>562-590-8655</u> Located at <u>5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT BE</u> ZIP+4 <u>92660</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

Form 990-PF (2023)

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		X
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? SEE STATEMENT 14	X	
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?		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 13		1,097,261	131,621.	16,800.

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
CONSUELO PENA - 5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT BEACH,	DIRECTOR OF FINANCE AND ADMIN 40.00	129,904.	53,133.	6,600.
JASMINE LACSAMANA - 5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT	PROGRAM OFFICER 40.00	110,032.	39,905.	6,600.
GERSON GALDAMEZ - 5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT	PROGRAM OFFICER 40.00	105,031.	39,464.	6,600.
CARLY ROMAN - 5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT BEACH,	PROGRAM OFFICER 40.00	105,031.	26,351.	6,600.
KIMBERLY WILLIAMS - 5000 BIRCH ST, WEST TOWER, 3RD FL #369, NEWPORT	ADMINISTRATIVE ASSISTANT 40.00	59,075.	23,109.	3,600.
Total number of other employees paid over \$50,000				5

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
CAMBRIDGE ASSOCIATES 125 HIGH STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	487,726.
CALIFORNIA HEALTH POLICY STRATEGIES, LLC 580 RIVERGATE WAY, SACRAMENTO, CA 95831	CONSULTING SERVICES	61,713.
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	105,223,315.
b	Average of monthly cash balances	1b	2,852,664.
c	Fair market value of all other assets (see instructions)	1c	734,723.
d	Total (add lines 1a, b, and c)	1d	108,810,702.
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	108,810,702.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	1,632,161.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	107,178,541.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	5,358,927.

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	5,358,927.
2a	Tax on investment income for 2023 from Part V, line 5	2a	21,540.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	21,540.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,337,387.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,337,387.
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	5,337,387.

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	5,728,058.
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	5,728,058.

Form 990-PF (2023)

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				5,337,387.
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	1,485,188.			
b From 2019	1,087,105.			
c From 2020	811,744.			
d From 2021				
e From 2022	231,117.			
f Total of lines 3a through e	3,615,154.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$	5,728,058.			
a Applied to 2022, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				5,337,387.
e Remaining amount distributed out of corpus	390,671.			
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	4,005,825.			
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	1,485,188.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	2,520,637.			
10 Analysis of line 9:				
a Excess from 2019	1,087,105.			
b Excess from 2020	811,744.			
c Excess from 2021				
d Excess from 2022	231,117.			
e Excess from 2023	390,671.			

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).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 15

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 2290 N 1ST STREET, SUITE 101 SAN JOSE, CA 95131		PC	IMPROVING CARE FOR CALIFORNIA'S AGING POPULATION: A HEALTH SYSTEMS APPROACH	176,324.
AMERICAN SOCIETY ON AGING PO BOX 103088 PASADENA, CA 91189		PC	ASA RISE	50,000.
ASSOCIATION OF ASIAN PACIFIC COMMUNITY HEALTH ORGANIZATIONS PO BOX 590730 SAN FRANCISCO, CA 94159		PC	IMPROVING THE HEALTH AND WELL-BEING OF OLDER CALIFORNIANS AND CAREGIVERS CONVENING	22,500.
BENJAMIN ROSE INSTITUTE ON AGING 11890 FAIRHILL ROAD CLEVELAND, OH 44120		PC	BEST PRACTICE CAREGIVING PHASE III: CONSUMER VERSION	35,729.
CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER, INC. 6801 LONG BEACH BLVD. LONG BEACH, CA 90805		PC	PHYSICAL THERAPY AND OCCUPATIONAL THERAPY CAPACITY BUILDING FOR OLDER ADULTS	25,000.
Total SEE CONTINUATION SHEET(S)				3a 2,510,497.
b Approved for future payment				
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 2290 N 1ST STREET, SUITE 101 SAN JOSE, CA 95131		PC	IMPROVING CARE FOR CALIFORNIA'S AGING POPULATION: A HEALTH SYSTEMS APPROACH	242,072.
AMERICAN SOCIETY ON AGING PO BOX 103088 PASADENA, CA 91189		PC	ASA RISE	5,000.
ASSOCIATION OF ASIAN PACIFIC COMMUNITY HEALTH ORGANIZATIONS PO BOX 590730 SAN FRANCISCO, CA 94159		PC	IMPROVING THE HEALTH AND WELL-BEING OF OLDER CALIFORNIANS AND CAREGIVERS CONVENING	2,500.
Total SEE CONTINUATION SHEET(S)				3b 1,736,081.

ARCHSTONE FOUNDATION

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.)
1a ARROWSTREET INVESTMENT TRUST	P		
b AULDBRASS PARTNERS SECONDARY OPPORTUNITY FUND III	P		
c DAVISON DEMPNER INSTITUTIONAL PARTNERS LP	P		
d DRIVE CAPITAL OVERDRIVE FUND II LP	P		
e MARATHON-LONDON INTERNATIONAL INVESTMENT	P		
f IR&M CORE BOND FUND II LLC	P		
g 1607 CAPITAL INTERNATIONAL EQUITY FUND LP	P		
h GQG PARTNERS US SELECT QUALITY EQUITY FUND	P		
i LL MORTGAGE FUND LP	P		
j PUBLICLY TRADED SECURITIES - USB 000	P		
k PUBLICLY TRADED SECURITIES - USB 000	P		
l PUBLICLY TRADED SECURITIES - USB 001	P		
m PUBLICLY TRADED SECURITIES - USB 002	P		
n PUBLICLY TRADED SECURITIES - USB 002	P		
o PUBLICLY TRADED SECURITIES - USB 000	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		14,659.	-14,659.
b		3,369.	-3,369.
c		15,519.	-15,519.
d	16,420.		16,420.
e		28,322.	-28,322.
f		231,552.	-231,552.
g	5,656.		5,656.
h	49,735.		49,735.
i	6,487.		6,487.
j	19,862.	21,360.	-1,498.
k	1,980,138.	2,155,068.	-174,930.
l	278,000.	278,000.	0.
m	1,968,475.	1,810,293.	158,182.
n	2,116,900.	1,826,949.	289,951.
o	8,337,620.	7,104,357.	1,233,263.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-14,659.
b			-3,369.
c			-15,519.
d			16,420.
e			-28,322.
f			-231,552.
g			5,656.
h			49,735.
i			6,487.
j			-1,498.
k			-174,930.
l			0.
m			158,182.
n			289,951.
o			1,233,263.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

ARCHSTONE FOUNDATION

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.)
1a PUBLICLY TRADED SECURITIES - USB 004	P		
b PUBLICLY TRADED SECURITIES - USB 005	P		
c PUBLICLY TRADED SECURITIES - USB 005	P		
d SERIES THIRD ROCK VENTURES VI	P		
e MADRONA VENTURE FUND IX, LP	P		
f THRIVE CAPITAL PARTNERS VIII GROWTH, LP	P		
g THRIVE CAPITAL PARTNERS VIII, LP	P		
h ROCK SPRINGS CAPITAL OFFSHORE FUND LP	P		
i TWO SIGMA ACTIVE EXTENSION US ALL CAP EQUITY CAYM	P		
j HBK MULTI STRATEGY OFFSHORE FUND LTD	P		
k INDABA CAPITAL PARTNERS (CAYMAN), LP	P		
l HITCHWOOD CAPITAL FUND LTD	P		
m RWC ASSET MANAGEMENT LLC	P		
n CAPITAL GAINS DIVIDENDS			
o			

(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 361,311.		328,917.	32,394.
b 39,664.		33,911.	5,753.
c 2,101,855.		2,088,246.	13,609.
d		3,695.	-3,695.
e		78.	-78.
f		1,925.	-1,925.
g		2.	-2.
h		50,000.	-50,000.
i 196,893.			196,893.
j		272,439.	-272,439.
k		171,863.	-171,863.
l		790,273.	-790,273.
m		1,323,343.	-1,323,343.
n 146,106.			146,106.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			32,394.
b			5,753.
c			13,609.
d			-3,695.
e			-78.
f			-1,925.
g			-2.
h			-50,000.
i			196,893.
j			-272,439.
k			-171,863.
l			-790,273.
m			-1,323,343.
n			146,106.
o			

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	-929,018.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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
CALIFORNIA HEALTH POLICY STRATEGIES, LLC 580 RIVERGATE WAY SACRAMENTO, CA 95831		NC	STATEWIDE LEARNING COLLABORATIVE TO SUPPORT INTEGRATION OF CALAIM AND COMMUNITY-BASED	100,000.
CALIFORNIA HEALTH POLICY STRATEGIES, LLC 580 RIVERGATE WAY SACRAMENTO, CA 95831		NC	CALAIM STATEWIDE DEMENTIA CARE LEARNING COLLABORATIVE, CONTINUATION	135,000.
CATCHAFIRE 31 E 32ND STREET, 3RD FLOOR NEW YORK, NY 10016		PC	PROPOSAL FOR CAPACITY BUILDING SUPPORT YEAR 3	37,500.
CATCHAFIRE 2093 PHILADELPHIA PIKE #8715 CLAYMONT, DE 19703		PC	PROPOSAL FOR CAPACITY BUILDING SUPPORT YEAR 4-6	110,000.
CENTER FOR EMPOWERING REFUGEES AND IMMIGRANTS (CERI) 544 INTERNATIONAL BLVD. SUITE 9 OAKLAND, CA 94606		PC	ELECTRONIC RECORD KEEPING DATABASE GRANTS MANAGEMENT SYSTEM FOR OLDER ADULT SERVICES	5,000.
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E 17TH STREET 101 SANTA ANA, CA 92705		PC	OC GRANTMAKERS SUMMIT SPONSORSHIP 2023 - SILVER SPONSOR	5,000.
CHOICE IN AGING 490 GOLF CLUB ROAD PLEASANT HILL, CA 94523		PC	CHOICE IN AGING TECHNOLOGY BOOST	5,000.
COALITION FOR COMPASSIONATE CARE OF CALIFORNIA 2530 RIVER PLAZA DRIVE SUITE 110 SACRAMENTO, CA 95833		PC	CONFERENCE GRANT - 2024 CCCC ANNUAL SUMMIT	10,000.
COMMUNITY HEALTH INITIATIVE OF ORANGE COUNTY 1505 17TH ST. #108 SANTA ANA, CA 92705		PC	BUSINESS PLANNING FOR EXPANDED HEALTH CARE COVERAGE ELIGIBILITY IN ORANGE COUNTY	5,000.
COMMUNITY TECH NETWORK 1390 MARKET STREET, SUITE 200 SAN FRANCISCO, CA 94102		PC	DIGITAL INCLUSION TRAIN-THE-TRAINER PROJECT	25,000.
Total from continuation sheets				2,200,944.

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
CORPORATION FOR SUPPORTIVE HOUSING 800 S. FIGUEROA STREET, SUITE 810 LOS ANGELES, CA 90017		PC	LEVERAGING CALAIM TO IMPROVE HEALTH OUTCOMES FOR OLDER ADULTS EXPERIENCING HOMELESSNESS	25,000.
GRANTMAKERS IN AGING, INC. 333 MAMARONECK AVE #238 WHITE PLAINS, NY 10605		PC	GRANTMAKERS IN AGING CORE OPERATING SUPPORT	112,500.
GRANTMAKERS IN AGING, INC. 333 MAMARONECK AVE #238 WHITE PLAINS, NY 10605		PC	2023 GIA ANNUAL CONFERENCE SPONSORSHIP	30,000.
GRANTMAKERS IN AGING, INC. 333 MAMARONECK AVE #238 WHITE PLAINS, NY 10605		PC	LEADERSHIP FOR THE FUTURE AND LONG BEACH CONFERENCE GRANT	10,500.
GRANTMAKERS IN AGING, INC. 333 MAMARONECK AVE #238 WHITE PLAINS, NY 10605		PC	CAPACITY-BUILDING FOR STATE-BASED CAREGIVING COALITIONS INITIATIVE	25,000.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE NW SUITE 1100 WASHINGTON, DC 20036		PC	STRENGTHENING HEALTHY AGING PHILANTHROPY, 2021-2023	3,806.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE NW SUITE 1100 WASHINGTON, DC 20036		PC	GIH 2024 ANNUAL CONFERENCE	5,000.
HUMBOLDT SENIOR RESOURCE CENTER INC. 1910 CALIFORNIA STREET EUREKA, CA 95501		PC	HUMBOLDT SENIOR RESOURCE CENTER SERVER REPLACEMENT AND UPGRADE	25,000.
JUSTICE IN AGING 1444 EYE ST., NW SUITE 1100 WASHINGTON, DC 20005		PC	JUSTICE IN AGING'S EQUITY ADVISORY COUNCIL	67,500.
LEADINGAGE CALIFORNIA FOUNDATION 1315 I STREET, SUITE 100 SACRAMENTO, CA 95814		PC	EQUITY INITIATIVE	92,500.
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
MEALS ON WHEELS DIABLO REGION 1300 CIVIC DRIVE WALNUT CREEK, CA 94596		PC	CLIENT DATA INTEGRATION AND MANAGEMENT PROJECT	25,000.
NATIONAL ASIAN PACIFIC CENTER ON AGING (NAPCA) 1511 3RD AVE #914 SEATTLE, WA 98101		PC	PLANNING GRANT FOR NAPCAS ELDERCARE INITIATIVE TO PROVIDE CAREGIVING RESOURCES AND SUPPORTS FOR	37,500.
NATIONAL DOMESTIC WORKERS ALLIANCE 45 BROADWAY, SUITE 320 NEW YORK, NY 10006		PC	CARING ACROSS GENERATIONS POP-UPS SUPPORT	5,000.
NATIONAL HEALTH FOUNDATION 515 SOUTH FIGUEROA 1300 LOS ANGELES, CA 90071		PC	CONGREGATE MEAL SITE FOR OLDER ADULTS IN SAN FERNANDO VALLEY	10,000.
PARTNERS IN CARE FOUNDATION, INC. 732 MOTT ST., SUITE 150 SAN FERNANDO, CA 91340		PC	DEVELOPING A CHW WORKFORCE TO ADDRESS THE SOCIAL DETERMINANTS OF HEALTH	47,331.
PEAK GRANTMAKING 1701 PENNSYLVANIA AVE, NW, SUITE 200 WASHINGTON, DC 20006		PC	PEAK2024 CONVENING	7,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109		PC	PROJECT OPEN HAND NUTRITION AND FOOD OPERATIONS CAPACITY BUILDING	25,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 600 OAKLAND, CA 94607-4046		PC	ALAMEDA COUNTY CARE ALLIANCE ADVANCED ILLNESS CARE PROGRAM EXPANSION AND DEVELOPMENT OF A LOS	205,000.
RAND CORPORATION 1776 MAIN STREET, PO BOX 2138 SANTA MONICA, CA 90407-2138		PC	ARCHSTONE FOUNDATION DATA MONITORING CENTER AND IMPACT DASHBOARD	259,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, LOS ANGELES BOX 957089, 1125 MURPHY HALL 405, HILGARD AVE LOS ANGELES, CA 90095-9000		PC	IMPROVING CAREGIVING FOR DEMENTIA II (I-CARED II)	7,295.
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
SAAHAS FOR CAUSE PMB 13337 SOUTH STREET CERRITOS, CA 90703		PC	SAAHAS TECHNOLOGY UPGRADE (TECHUP)	5,000.
SERVICES & ADVOCACY FOR GAY LESBIAN BISEXUAL & TRANSGENDER ELDERS INC. 305 7TH AVE, 15TH FLOOR NEW YORK, NY 10001		PC	LGBT CULTURAL COMPETENCY TRAINING IN CALIFORNIA	100,000.
THE CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	CEP 2023 CONFERENCE	10,000.
THE GERONTOLOGICAL SOCIETY OF AMERICA 1101 14TH STREET NW, SUITE 1220 WASHINGTON, DC 20005		PC	CONFERENCE GRANT - GSA JOURNALISTS IN AGING FELLOWS PROGRAM 2023 CONFERENCE	14,400.
THE GERONTOLOGICAL SOCIETY OF AMERICA 1101 14TH STREET NW, SUITE 1220 WASHINGTON, DC 20005		PC	CONFERENCE GRANT - JOURNALISTS IN AGING FELLOWS PROGRAM 2022	1,600.
THE GERONTOLOGICAL SOCIETY OF AMERICA 1220 L STREET, NW, SUITE 901 WASHINGTON, DC 20005-4018		PC	REFRAMING AGING: ESTABLISHING A NATIONAL CENTER	50,000.
THE LOS ANGELES LGBT CENTER PO BOX 2988 LOS ANGELES, CA 90038		PC	LGBTQ SENIOR NEEDS ASSESSMENT	25,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO UCSF MAIN DEPOSITORY PO BOX 748872 LOS ANGELES, CA 90074-4872		PC	EMERGING LEADERS IN AGING PROGRAM	100,000.
THE SCAN FOUNDATION 3800 KILROY AIRPORT WAY 400 LONG BEACH, CA 90806		PC	CALIFORNIA MASTER PLAN FOR AGING, CONTINUATION	150,000.
THE UCLA FOUNDATION PO BOX 7145 PASADENA, CA 91109-9903		PC	ARCHSTONE FOUNDATION ENDOWED CHAIR EXPANSION IN GERIATRIC AND GERONTOLOGY WORKFORCE DEVELOPMENT	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
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S. FIGUEROA STREET, SUITE 102, MC 8001 LOS ANGELES, CA 90089-8001		PC	ELDER ABUSE CURRICULUM FOR MEDICAL RESIDENTS	5,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S. FIGUEROA STREET, SUITE 102, MC 8001 LOS ANGELES, CA 90089-8001		PC	CAREGIVER TASKFORCE ON FAMILY CAREGIVING: CONVENING SESSIONS FOR CAREGIVING THAT WORKS	2,500.
UNIVERSITY OF WASHINGTON 12455 COLLECTIONS DRIVE CHICAGO, IL 60693		PC	ENHANCING DELIVERY OF DEPRESSION TREATMENT FOR OLDER ADULTS THROUGH TEXT MESSAGES	170,012.
VIA CARE COMMUNITY HEALTH CENTER, INC. 501 S. ATLANTIC BLVD. LOS ANGELES, CA 90022		PC	VIA CARE STRATEGIC TEAMS PLANNING FOR EAST LA OLDER ADULTS (STP-ELA)	25,000.
VISION Y COMPROMISO PO BOX 708 SAN LORENZO, CA 94580		PC	BUILDING INTERNAL CAPACITY TO ACCESS CALAIM AND TRANSFORM HEALTH FOR OLDER LATINO ADULTS (AND	25,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
BENJAMIN ROSE INSTITUTE ON AGING 11890 FAIRHILL ROAD CLEVELAND, OH 44120		PC	BEST PRACTICE CAREGIVING PHASE III: CONSUMER VERSION	4,285.
CALIFORNIA HEALTH POLICY STRATEGIES, LLC 580 RIVERGATE WAY SACRAMENTO, CA 95831		NC	STATEWIDE LEARNING COLLABORATIVE TO SUPPORT INTEGRATION OF CALAIM AND COMMUNITY-BASED	30,000.
CATCHAFIRE 2093 PHILADELPHIA PIKE #8715 CLAYMONT, DE 19703		PC	PROPOSAL FOR CAPACITY BUILDING SUPPORT YEAR 4-6	50,000.
CORPORATION FOR SUPPORTIVE HOUSING 800 S. FIGUEROA STREET, SUITE 810 LOS ANGELES, CA 90017		PC	LEVERAGING CALAIM TO IMPROVE HEALTH OUTCOMES FOR OLDER ADULTS EXPERIENCING HOMELESSNESS	25,000.
GRANTMAKERS IN AGING, INC. 333 MAMARONECK AVE #238 WHITE PLAINS, NY 10605		PC	GRANTMAKERS IN AGING CORE OPERATING SUPPORT	125,000.
HUMBOLDT SENIOR RESOURCE CENTER INC. 1910 CALIFORNIA STREET EUREKA, CA 95501		PC	HUMBOLDT SENIOR RESOURCE CENTER SERVER REPLACEMENT AND UPGRADE	25,000.
JUSTICE IN AGING 1444 EYE ST., NW SUITE 1100 WASHINGTON, DC 20005		PC	JUSTICE IN AGING'S EQUITY ADVISORY COUNCIL	142,500.
LEADINGAGE CALIFORNIA FOUNDATION 1315 I STREET, SUITE 100 SACRAMENTO, CA 95814		PC	EQUITY INITIATIVE	10,000.
MEALS ON WHEELS DIABLO REGION 1300 CIVIC DRIVE WALNUT CREEK, CA 94596		PC	CLIENT DATA INTEGRATION AND MANAGEMENT PROJECT	25,000.
NATIONAL ASIAN PACIFIC CENTER ON AGING (NAPCA) 1511 3RD AVE #914 SEATTLE, WA 98101		PC	PLANNING GRANT FOR NAPCAS ELDERCARE INITIATIVE TO PROVIDE CAREGIVING RESOURCES AND SUPPORTS FOR	37,500.
Total from continuation sheets				1,486,509.

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
NATIONAL HEALTH FOUNDATION 515 SOUTH FIGUEROA 1300 LOS ANGELES, CA 90071		PC	CONGREGATE MEAL SITE FOR OLDER ADULTS IN SAN FERNANDO VALLEY	15,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109		PC	PROJECT OPEN HAND NUTRITION AND FOOD OPERATIONS CAPACITY BUILDING	25,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 600 OAKLAND, CA 94607-4046		PC	ALAMEDA COUNTY CARE ALLIANCE ADVANCED ILLNESS CARE PROGRAM EXPANSION AND DEVELOPMENT OF A LOS	75,000.
RAND CORPORATION 1776 MAIN STREET, PO BOX 2138 SANTA MONICA, CA 90407-2138		PC	ARCHSTONE FOUNDATION DATA MONITORING CENTER AND IMPACT DASHBOARD	259,000.
SERVICES & ADVOCACY FOR GAY LESBIAN BISEXUAL & TRANSGENDER ELDERS INC. 305 7TH AVE, 15TH FLOOR NEW YORK, NY 10001		PC	LGBT CULTURAL COMPETENCY TRAINING IN CALIFORNIA	20,000.
THE GERONTOLOGICAL SOCIETY OF AMERICA 1101 14TH STREET NW, SUITE 1220 WASHINGTON, DC 20005		PC	CONFERENCE GRANT - GSA JOURNALISTS IN AGING FELLOWS PROGRAM 2023 CONFERENCE	1,600.
THE GERONTOLOGICAL SOCIETY OF AMERICA 1220 L STREET, NW, SUITE 901 WASHINGTON, DC 20005		PC	REFRAMING AGING: ESTABLISHING A NATIONAL CENTER	50,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO UCSF MAIN DEPOSITORY PO BOX 748872 LOS ANGELES, CA 90074-4872		PC	EMERGING LEADERS IN AGING PROGRAM	100,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO UCSF MAIN DEPOSITORY PO BOX 748872 LOS ANGELES, CA 90074-4872		PC	IMPACT OF SNAP ON HEALTH OUTCOMES IN A HIGH-RISK OLDER ADULT POPULATION: A STUDY TO DRIVE ADVOCACY EFFORTS	18,415.
THE SCAN FOUNDATION 3800 KILROY AIRPORT WAY 400 LONG BEACH, CA 90806		PC	CALIFORNIA MASTER PLAN FOR AGING - SECOND CONTINUATION	150,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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 UCLA FOUNDATION PO BOX 7145 PASADENA, CA 91109-9903		PC	ARCHSTONE FOUNDATION ENDOWED CHAIR EXPANSION IN GERIATRIC AND GERONTOLOGY WORKFORCE DEVELOPMENT	100,000.
UNIVERSITY OF SOUTHERN CALIFORNIA, LEONARD DAVIS SCHOOL OF GERONTOLOGY 3551 TROUSDALE PARKWAY LOS ANGELES, CA 90089		PC	CROSSING THE DIGITAL DIVIDE: LEARNING FROM A PILOT PROGRAM WITH LOW INCOME UNDERSERVED OLDER ADULTS	10,000.
UNIVERSITY OF WASHINGTON 12455 COLLECTIONS DRIVE CHICAGO, IL 60693		PC	BRIDGING FAMILIES, CLINICS, AND COMMUNITIES TO ADVANCE LATE-LIFE DEPRESSION	138,209.
VIA CARE COMMUNITY HEALTH CENTER, INC. 501 S. ATLANTIC BLVD. LOS ANGELES, CA 90022		PC	VIA CARE STRATEGIC TEAMS PLANNING FOR EAST LA OLDER ADULTS (STP-ELA)	25,000.
VISION Y COMPROMISO PO BOX 708 SAN LORENZO, CA 94580		PC	BUILDING INTERNAL CAPACITY TO ACCESS CALAIM AND TRANSFORM HEALTH FOR OLDER LATINO ADULTS (AND	25,000.
Total from continuation sheets				

Part XIV Supplementary Information

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

NAME OF RECIPIENT - CALIFORNIA HEALTH POLICY STRATEGIES, LLC
STATEWIDE LEARNING COLLABORATIVE TO SUPPORT INTEGRATION OF CALAIM AND
COMMUNITY-BASED DEMENTIA PROGRAMS - PHASE 1B

NAME OF RECIPIENT - NATIONAL ASIAN PACIFIC CENTER ON AGING (NAPCA)
PLANNING GRANT FOR NAPCAS ELDERCARE INITIATIVE TO PROVIDE CAREGIVING
RESOURCES AND SUPPORTS FOR AANHPI POPULATIONS

NAME OF RECIPIENT - PUBLIC HEALTH INSTITUTE
ALAMEDA COUNTY CARE ALLIANCE ADVANCED ILLNESS CARE PROGRAM EXPANSION
AND DEVELOPMENT OF A LOS ANGELES REGIONAL HUB

NAME OF RECIPIENT - VISION Y COMPROMISO
BUILDING INTERNAL CAPACITY TO ACCESS CALAIM AND TRANSFORM HEALTH FOR
OLDER LATINO ADULTS (AND THEIR FAMILY CAREGIVERS)

Part XIV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CALIFORNIA HEALTH POLICY STRATEGIES, LLC
STATEWIDE LEARNING COLLABORATIVE TO SUPPORT INTEGRATION OF CALAIM AND
COMMUNITY-BASED DEMENTIA PROGRAMS - PHASE 1B

NAME OF RECIPIENT - NATIONAL ASIAN PACIFIC CENTER ON AGING (NAPCA)
PLANNING GRANT FOR NAPCAS ELDERCARE INITIATIVE TO PROVIDE CAREGIVING
RESOURCES AND SUPPORTS FOR AANHPI POPULATIONS

NAME OF RECIPIENT - PUBLIC HEALTH INSTITUTE
ALAMEDA COUNTY CARE ALLIANCE ADVANCED ILLNESS CARE PROGRAM EXPANSION
AND DEVELOPMENT OF A LOS ANGELES REGIONAL HUB

NAME OF RECIPIENT - VISION Y COMPROMISO
BUILDING INTERNAL CAPACITY TO ACCESS CALAIM AND TRANSFORM HEALTH FOR
OLDER LATINO ADULTS (AND THEIR FAMILY CAREGIVERS)

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARROWSTREET INVESTMENT TRUST			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AULDBRASS PARTNERS SECONDARY OPPORTUNITY FUND III			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DAVISON DEMPNER INSTITUTIONAL PARTNERS LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DRIVE CAPITAL OVERDRIVE FUND II LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
16,420.	16,420.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARATHON-LONDON INTERNATIONAL INVESTMENT			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
IR&M CORE BOND FUND II LLC			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1607 CAPITAL INTERNATIONAL EQUITY FUND LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,656.	5,656.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GQG PARTNERS US SELECT QUALITY EQUITY FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
49,735.	49,735.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LL MORTGAGE FUND LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,487.	6,487.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 000				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,862.	19,862.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 000				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,980,138.	1,980,138.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 001				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
278,000.	278,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 002				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,968,475.	1,968,475.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 002				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,116,900.	2,116,900.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 000					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
8,337,620.	8,337,620.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 004					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
361,311.	361,311.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 005					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
39,664.	39,664.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - USB 005					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,101,855.	2,101,855.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SERIES THIRD ROCK VENTURES VI					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MADRONA VENTURE FUND IX, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRIVE CAPITAL PARTNERS VIII GROWTH, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRIVE CAPITAL PARTNERS VIII, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROCK SPRINGS CAPITAL OFFSHORE FUND LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TWO SIGMA ACTIVE EXTENSION US ALL CAP EQUITY CAYMAN FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
196,893.	196,893.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HBK MULTI STRATEGY OFFSHORE FUND LTD			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INDABA CAPITAL PARTNERS (CAYMAN), LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HITCHWOOD CAPITAL FUND LTD			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RWC ASSET MANAGEMENT LLC			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

CAPITAL GAINS DIVIDENDS FROM PART IV	146,106.
TOTAL TO FORM 990-PF, PART I, LINE 6A	146,106.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDENDS FROM SECURITIES AND FUNDS	671,615.	0.	671,615.	2,002,852.	
USB 000 CAPITAL GAINS	144,950.	144,950.	0.	0.	
USB 004 CAPITAL GAINS	373.	373.	0.	0.	
USB 005 CAPITAL GAINS	783.	783.	0.	0.	
TO PART I, LINE 4	817,721.	146,106.	671,615.	2,002,852.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	166,478.	198,618.	
FUTURES MARGIN INCOME	-107,253.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	59,225.	198,618.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,100.	847.		11,175.
TO FM 990-PF, PG 1, LN 16A	12,100.	847.		11,175.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	97,991.	6,859.		88,211.
TO FORM 990-PF, PG 1, LN 16B	97,991.	6,859.		88,211.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT FEES	87,228.	0.		86,700.
INVESTMENT FEES	487,726.	487,726.		0.
TO FORM 990-PF, PG 1, LN 16C	574,954.	487,726.		86,700.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	86,480.	4,324.		81,495.
PROPERTY TAXES	1,846.	129.		1,705.
FEDERAL EXCISE TAX	32,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	120,326.	4,453.		83,200.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE & SHIPPING	1,761.	123.		1,626.
EQUIPMENT RENTAL & MAINT	24,003.	1,680.		22,168.
INSURANCE	28,424.	1,990.		26,252.
OFFICE EXPENSE	128,539.	8,933.		118,776.
INFORMATION TECHNOLOGY	145,088.	10,156.		133,999.
MEMBERSHIP & DUES	40,306.	2,821.		37,225.
MISCELLANEOUS	3,295.	231.		3,043.
GRANT RELATED EXPENSES	334,679.	0.		334,679.
TO FORM 990-PF, PG 1, LN 23	706,095.	25,934.		677,768.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAMBRIDGE INVESTMENTS - PUBLIC EQUITY	FMV	69,595,099.	69,595,099.
CAMBRIDGE INVESTMENTS - PRIVATE EQUITY	FMV	8,881,869.	8,881,869.
CAMBRIDGE INVESTMENTS - DIVERSIFYING STRATEGIES	FMV	19,907,061.	19,907,061.
CAMBRIDGE INVESTMENTS - FIXED INCOME	FMV	7,806,916.	7,806,916.
CAMBRIDGE INVESTMENTS - CASH EX PARAMETRIC	FMV	8,300,841.	8,300,841.
TOTAL TO FORM 990-PF, PART II, LINE 13		114,491,786.	114,491,786.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIXED ASSETS	660,367.	589,458.	70,909.
TOTAL TO FM 990-PF, PART II, LN 14	660,367.	589,458.	70,909.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	19,294.	19,294.	19,294.
RIGHT OF USE ASSET	272,202.	119,073.	119,073.
TOTAL TO FORM 990-PF, PART II, LINE 15	291,496.	138,367.	138,367.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION	670,214.	620,612.
RIGHT OF USE LEASE LIABILITY	395,729.	172,014.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,065,943.	792,626.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTOPHER A. LANGSTON 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	PRESIDENT/CEO 40.00	381,264.	50,397.	6,600.
LAURA RATH 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	V.P. OF PROGRAMS 40.00	204,699.	41,516.	6,600.
JEAN ACCIUS 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.	0.	0.
KATHERINE KIM 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	38,000.	0.	0.
JURGEN UNUTZER 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.	0.	0.
CYNTHIA BANKS 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.	0.	0.
THERESA J. MARINO 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.	0.	0.
HEATHER M. YOUNG 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	38,000.	0.	0.

ARCHSTONE FOUNDATION

33-0133359

ANGELA CORON	DIRECTOR				
5000 BIRCH ST, WEST TOWER, 3RD FL					
#369	2.00	38,000.	0.	0.	
NEWPORT BEACH, CA 92660					

JOHN FEATHER	DIRECTOR				
5000 BIRCH ST, WEST TOWER, 3RD FL					
#369	2.00	38,000.	0.	0.	
NEWPORT BEACH, CA 92660					

TAMMY FUNASAKI	DIRECTOR				
5000 BIRCH ST, WEST TOWER, 3RD FL					
#369	2.00	38,000.	0.	0.	
NEWPORT BEACH, CA 92660					

TANISHA DAVIS	V.P. OF GRANT OPERATIONS & PLANNING				
5000 BIRCH ST, WEST TOWER, 3RD FL					
#369	40.00	141,298.	39,708.	3,600.	
NEWPORT BEACH, CA 92660					

RAMIRO ZUNIGA	DIRECTOR				
5000 BIRCH ST, WEST TOWER, 3RD FL					
#369	2.00	36,000.	0.	0.	
NEWPORT BEACH, CA 92660					

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		<u>1,097,261.</u>	<u>131,621.</u>	<u>16,800.</u>	
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GRANTEE'S NAME

CALIFORNIA HEALTH POLICY STRATEGIES, LLC

GRANTEE'S ADDRESS

580 RIVERGATE WAY
SACRAMENTO, CA 95831

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
265,000.	09/29/23	265,000.	07/31/24

PURPOSE OF GRANT

FOR A STATEWIDE LEARNING COLLABORATIVE TO SUPPORT INTEGRATION OF CALAIM AND COMMUNITY-BASED DEMENTIA PROGRAMS.

DATES OF REPORTS BY GRANTEE

FEBRUARY 5, 2024 AND JULY 31, 2024

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ON AUGUST 15TH, THE MANAGING PROGRAM OFFICER FOR THIS GRANT NOTED THE FINAL REPORT WAS RECEIVED VIA E-MAIL ON JULY 31, 2024, AND FINANCIALS WERE PROVIDED BY INOVCS TO SUPPORT PAYMENTS. A FINANCIAL REPORT "TRACKING DOCUMENT" WAS FILED TO TRACK THEIR SPENDING.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XIV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LAURA RATH, PHD, MSG, VICE PRESIDENT OF PROGRAMS
5000 BIRCH ST, WEST TOWER, 3RD FL #369
NEWPORT BEACH, CA 92660

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

(562) 590-8655

ARCHSTONE FOUNDATION GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

APPLICATION FOR REQUEST OF FUNDS LOCATED AT:

[HTTPS://ARCHSTONE.ORG/HOW-WE-WORK/FOR-GRANTSEEKERS/FULL-PROPOSAL-REQUIREMENTS](https://ARCHSTONE.ORG/HOW-WE-WORK/FOR-GRANTSEEKERS/FULL-PROPOSAL-REQUIREMENTS)

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ARCHSTONE FOUNDATION IS A PRIVATE GRANTMAKING ORGANIZATION, WHOSE MISSION IS TO IMPROVE THE HEALTH AND WELL-BEING OF OLDER CALIFORNIANS AND THEIR CAREGIVERS. SEE ATTACHED STATEMENT A FOR MORE INFORMATION, PLEASE VISIT OUR WEBSITE AT [HTTP://WWW.ARCHSTONE.ORG](http://WWW.ARCHSTONE.ORG)

GENERAL EXPLANATION

STATEMENT 16

FORM/LINE IDENTIFIER

FORM 990PF, PART I, LINE 12

EXPLANATION:

THE ARCHSTONE FOUNDATION INVESTS IN PUBLICLY TRADED SECURITIES, MUTUAL FUNDS, INSTITUTIONAL FUNDS STRUCTURED AS MUTUAL FUNDS, LIMITED LIABILITY CORPORATIONS (LLC) AND LIMITED PARTNERSHIPS (LLP). THE FOUNDATION HANDLES THE BOOK REPORTING IN THE SAME MANNER FOR ALL FUNDS. INTEREST AND DIVIDENDS, SALES AND DISTRIBUTIONS FROM A POSITION IN AN INSTITUTIONAL FUND ITSELF RESULTS IN REALIZED INCOME FOR BOOK PURPOSES. THIS IS NOT THE CASE FOR FUNDS ORGANIZED AS LIMITED LIABILITY COMPANIES AND LIMITED PARTNERSHIPS WHICH ARE "PASS THROUGH ENTITIES" FOR TAX PURPOSES. FOR THESE "PASS THROUGH ENTITIES" THE FOUNDATION IS REQUIRED TO REPORT AS ITS OWN TAXABLE INCOME ITS PRO RATA SHARE OF THE INCOME, EXPENSES, GAINS, AND LOSSES EARNED INSIDE THE LLPS AND LLCs. THESE ARE REPORTED TO THE FOUNDATION USING SCHEDULE K-1'S PER THE INTERNAL REVENUE SERVICE'S REQUIREMENTS. THE TAXATION OF INCOME EARNED INSIDE THE ENTITY THROUGH THE K-1 RESULTS IN AN ADJUSTMENT OF THE BASIS OF THE UNITS OWNED BY THE ORGANIZATION SO THAT THE BASIS IS EQUAL TO THE VALUE OF THOSE UNITS AND THERE IS NO INCOME TO BE RECOGNIZED WHEN A DISTRIBUTION FROM THE INSTITUTIONAL FUND ITSELF OCCURS FOR TAX PURPOSES.

THE FOUNDATION HAS DISTINGUISHED BETWEEN MUTUAL FUND (MF) TYPE INVESTMENTS AND PASS THROUGH ENTITIES (PT) FOR REPORTING DONE FOR BOOK PURPOSES(SCHEDULE 1) VS. TAX PURPOSES (PART IV OF 990PF). THE ORGANIZATION HAS ALSO DISTINGUISHED BETWEEN DISTRIBUTIONS (DIST) AND K-1 PASS THROUGH INFORMATION(K-1). THE DISTRIBUTIONS RESULT IN REALIZED GAIN/LOSS FOR BOOKS BUT ARE NOT TAXABLE WHILE GAINS AND LOSSES REPORTED ON K-1 ARE REPORTABLE FOR TAX PURPOSES BUT HAVE NOT BEEN SEPARATELY REPORTED FOR BOOKS.

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Part I - Identification

Type or Print	Name of exempt organization, employer, or other filer, see instructions. ARCHSTONE FOUNDATION	Taxpayer identification number (TIN) 33-0133359
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5000 BIRCH ST, WEST TOWER, 3RD FL, #369	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWPORT BEACH, CA 92660	

Enter the Return Code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08		

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
 Plan Number _____
 Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **RIGOBERTO J. SABORIO - 5000 BIRCH ST, WEST TOWER, 3RD FL #369 - NEWPORT BEACH, CA 92660**

Telephone No. **562-590-8655** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **MAY 15**, 20 **25**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 20 ____ or
 tax year beginning **JUL 1**, 20 **23**, and ending **JUN 30**, 20 **24**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2024)

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2023 or other tax year beginning JUL 1, 2023, and ending JUN 30, 2024

2023

Department of the Treasury Internal Revenue Service

Go to www.irs.gov/Form990T for instructions and the latest information. Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for 501(c)(3) Organizations Only

Form header section containing: A Check box if address changed, B Exempt under section 501(c)(3), C Book value of all assets at end of year 116,257,425, D Employer identification number 33-0133359, E Group exemption number, F Check box if an amended return.

Form header section containing: G Check organization type (501(c) corporation), H Check if filing only to claim, I Check if a 501(c)(3) organization filing a consolidated return, J Enter the number of attached Schedules A (1), K During the tax year, was the corporation a subsidiary, L The books are in care of RIGOBERTO J. SABORIO, Telephone number 562-590-8655.

Table for Part I: Total Unrelated Business Taxable Income. Rows include: 1 Total of unrelated business taxable income, 2 Reserved, 3 Add lines 1 and 2, 4 Charitable contributions, 5 Total unrelated business taxable income before net operating losses, 6 Deduction for net operating loss, 7 Total of unrelated business taxable income before specific deduction, 8 Specific deduction (1,000), 9 Trusts, 10 Total deductions (1,000), 11 Unrelated business taxable income (0).

Table for Part II: Tax Computation. Rows include: 1 Organizations taxable as corporations (0), 2 Trusts taxable at trust rates, 3 Proxy tax, 4 Other tax amounts, 5 Alternative minimum tax, 6 Tax on noncompliant facility income, 7 Total (0).

Table for Part III: Tax and Payments. Rows include: 1a Foreign tax credit, 1b Other credits, 1c General business credit, 1d Credit for prior-year minimum tax, 1e Total credits, 2 Subtract line 1e from Part II, line 7 (0), 3a-3e Amounts due from various forms, 3f Total amounts due (0), 4 Total tax (0), 5 Current net 965 tax liability paid (0).

Part III Tax and Payments (continued)			
6 a	Payments: Preceding year's overpayment credited to the current year	6a	
b	Current year's estimated tax payments. Check if section 643(g) election applies <input type="checkbox"/>	6b	
c	Tax deposited with Form 8868	6c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	6d	
e	Backup withholding (see instructions)	6e	
f	Credit for small employer health insurance premiums (attach Form 8941)	6f	
g	Elective payment election amount from Form 3800	6g	
h	Payment from Form 2439	6h	
i	Credit from Form 4136	6i	
j	Other (see instructions)	6j	
7	Total payments. Add lines 6a through 6j	7	
8	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	8	
9	Tax due. If line 7 is smaller than the total of lines 4, 5, and 8, enter amount owed	9	
10	Overpayment. If line 7 is larger than the total of lines 4, 5, and 8, enter amount overpaid	10	
11	Enter the amount of line 10 you want: Credited to 2024 estimated tax Refunded	11	

Part IV Statements Regarding Certain Activities and Other Information (see instructions)		Yes	No
1	At any time during the 2023 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here _____		X
2	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
3	Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____		
4	Enter available pre-2018 NOL carryovers here \$ _____ Do not include any post-2017 NOL carryover shown on Schedule A (Form 990-T). Don't reduce the NOL carryover shown here by any deduction reported on Part I, line 6.		
5	Post-2017 NOL carryovers. Enter the Business Activity Code and available post-2017 NOL carryovers. Don't reduce the amounts shown below by any NOL claimed on any Schedule A, Part II, line 17 for the tax year. See instructions.		
	Business Activity Code		Available post-2017 NOL carryover
	900099		\$ 7,809.
			\$
			\$
			\$
6 a	Reserved for future use		
b	Reserved for future use		

Part V Supplemental Information
Provide any additional information. See instructions.

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.

Sign Here

Signature of officer: _____ Date: _____ Title: **PRESIDENT/CEO**

May the IRS discuss this return with the preparer shown below (see instructions)? **Yes** **No**

Paid Preparer Use Only

Print/Type preparer's name: **ELEANOR A. LIVINGSTON, CPA, MS**
 Preparer's signature: **ELEANOR A. LIVINGSTON, CPA, M**
 Date: **05/14/25**
 Check if self-employed PTIN: **P00226461**
 Firm's name: **WINDES, INC.** Firm's EIN: **95-3001179**
 Firm's address: **2050 MAIN ST., STE. 1300 IRVINE, CA 92614** Phone no. **949-852-9433**

**SCHEDULE A
(Form 990-T)**

Department of the Treasury
Internal Revenue Service

**Unrelated Business Taxable Income
From an Unrelated Trade or Business**

Go to www.irs.gov/Form990T for instructions and the latest information.
Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

1
OMB No. 1545-0047

2023

Open to Public Inspection for
501(c)(3) Organizations Only

A Name of the organization ARCHSTONE FOUNDATION	B Employer identification number 33-0133359
C Unrelated business activity code (see instructions) 900099	D Sequence: 1 of 1

E Describe the unrelated trade or business **UBI FROM PARTNERSHIP INVESTMENTS**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales				
b Less returns and allowances	c Balance			
2 Cost of goods sold (Part III, line 8)	1c			
3 Gross profit. Subtract line 2 from line 1c	2			
4 a Capital gain net income (attach Schedule D (Form 1041 or Form 1120)). See instructions	3			
b Net gain (loss) (Form 4797) (attach Form 4797). See instructions	4a			
c Capital loss deduction for trusts	4b	- 2.		- 2.
5 Income (loss) from a partnership or an S corporation (attach statement) STATEMENT 17	4c			
6 Rent income (Part IV)	5	- 9,582.		- 9,582.
7 Unrelated debt-financed income (Part V)	6			
8 Interest, annuities, royalties, and rents from a controlled organization (Part VI)	7			
9 Investment income of section 501(c)(7), (9), or (17) organizations (Part VII)	8			
10 Exploited exempt activity income (Part VIII)	9			
11 Advertising income (Part IX)	10			
12 Other income (see instructions; attach statement)	11			
13 Total. Combine lines 3 through 12	12	- 9,584.		- 9,584.
	13			

Part II **Deductions Not Taken Elsewhere.** See instructions for limitations on deductions. Deductions must be directly connected with the unrelated business income

1 Compensation of officers, directors, and trustees (Part X)				
2 Salaries and wages				
3 Repairs and maintenance				
4 Bad debts				
5 Interest (attach statement). See instructions				
6 Taxes and licenses				
7 Depreciation (attach Form 4562). See instructions		7		
8 Less depreciation claimed in Part III and elsewhere on return		8a		8b
9 Depletion				
10 Contributions to deferred compensation plans				
11 Employee benefit programs				
12 Excess exempt expenses (Part VIII)				
13 Excess readership costs (Part IX)				
14 Other deductions (attach statement)				
15 Total deductions. Add lines 1 through 14				0.
16 Unrelated business income before net operating loss deduction. Subtract line 15 from Part I, line 13, column (C)				- 9,584.
17 Deduction for net operating loss. See instructions				0.
18 Unrelated business taxable income. Subtract line 17 from line 16				- 9,584.

For Paperwork Reduction Act Notice, see instructions.

Schedule A (Form 990-T) 2023

Part III Cost of Goods Sold Enter method of inventory valuation

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement)	5	
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and in Part I, line 2	8	
9	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part IV Rent Income (From Real Property and Personal Property Leased With Real Property)

1 Description of property (property street address, city, state, ZIP code). Check if a dual-use. See instructions.
 A _____
 B _____
 C _____
 D _____

	A	B	C	D
2 Rent received or accrued				
a From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)				
b From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)				
c Total rents received or accrued by property. Add lines 2a and 2b, columns A through D				
3 Total rents received or accrued. Add line 2c, columns A through D. Enter here and on Part I, line 6, column (A)	0.			
4 Deductions directly connected with the income in lines 2a and 2b (attach statement)				
5 Total deductions. Add line 4, columns A through D. Enter here and on Part I, line 6, column (B)	0.			

Part V Unrelated Debt-Financed Income (see instructions)

1 Description of debt-financed property (street address, city, state, ZIP code). Check if a dual-use. See instructions.
 A _____
 B _____
 C _____
 D _____

	A	B	C	D
2 Gross income from or allocable to debt-financed property				
3 Deductions directly connected with or allocable to debt-financed property				
a Straight line depreciation (attach statement)				
b Other deductions (attach statement)				
c Total deductions (add lines 3a and 3b, columns A through D)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach statement)				
5 Average adjusted basis of or allocable to debt-financed property (attach statement)				
6 Divide line 4 by line 5	%	%	%	%
7 Gross income reportable. Multiply line 2 by line 6				
8 Total gross income (add line 7, columns A through D). Enter here and on Part I, line 7, column (A)	0.			
9 Allocable deductions. Multiply line 3c by line 6				
10 Total allocable deductions. Add line 9, columns A through D. Enter here and on Part I, line 7, column (B)	0.			
11 Total dividends-received deductions included in line 10	0.			

Part VI Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization		2. Employer identification number	Exempt Controlled Organizations			6. Deductions directly connected with income in column 5
			3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	
(1)						
(2)						
(3)						
(4)						
Nonexempt Controlled Organizations						
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10		
(1)						
(2)						
(3)						
(4)						
			Add columns 5 and 10. Enter here and on Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on Part I, line 8, column (B).		
Totals			0.	0.		

Part VII Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (add cols 3 and 4)
(1)				
(2)				
(3)				
(4)				
		Add amounts in column 2. Enter here and on Part I, line 9, column (A).		Add amounts in column 5. Enter here and on Part I, line 9, column (B).
Totals		0.		0.

Part VIII Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1	Description of exploited activity: _____		
2	Gross unrelated business income from trade or business. Enter here and on Part I, line 10, column (A) _____	2	
3	Expenses directly connected with production of unrelated business income. Enter here and on Part I, line 10, column (B) _____	3	
4	Net income (loss) from unrelated trade or business. Subtract line 3 from line 2. If a gain, complete lines 5 through 7 _____	4	
5	Gross income from activity that is not unrelated business income _____	5	
6	Expenses attributable to income entered on line 5 _____	6	
7	Excess exempt expenses. Subtract line 5 from line 6, but do not enter more than the amount on line 4. Enter here and on Part II, line 12 _____	7	

FORM 990-T (A)	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT 17
DESCRIPTION		NET INCOME OR (LOSS)
C-BRIDGE HEALTHCARE FUND V, LP - ORDINARY BUSINESS INCOME (LOSS)		-3,826.
DAVISON KEMPNER INSTITUTIONAL PARTNERS L.P. - ORDINARY BUSINESS INCOME (LOSS)		-2,149.
AULDBRASS PARTNERS SECONDARY OPPORTUNITY FUND III - ORDINARY BUSINESS INCOME		-459.
SENTINEL CAPITAL PARTNERS VII, LP - ORDINARY BUSINESS INCOME (LOSS)		-3,668.
SENTINEL CAPITAL PARTNERS VII, LP - NET RENTAL REAL ESTATE INCOME		1.
SENTINEL CAPITAL PARTNERS VII, LP - INTEREST INCOME		2.
SENTINEL JUNIOR CAPITAL II, LP - ORDINARY BUSINESS INCOME (LOSS)		516.
SENTINEL JUNIOR CAPITAL II, LP - OTHER INCOME (LOSS)		1.
TOTAL INCLUDED ON SCHEDULE A, PART I, LINE 5		-9,582.

990-T SCH A	POST-2017 NET OPERATING LOSS DEDUCTION			STATEMENT 18
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
06/30/23	7,809.	0.	7,809.	7,809.
NOL CARRYOVER AVAILABLE THIS YEAR			7,809.	7,809.

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

Attach to your tax return.

Go to www.irs.gov/Form4797 for instructions and the latest information.

Name(s) shown on return

Identifying number

ARCHSTONE FOUNDATION

33-0133359

- 1a** Enter the gross proceeds from sales or exchanges reported to you for 2023 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20
- b** Enter the total amount of gain that you are including on lines 2, 10, and 24 due to the partial dispositions of MACRS assets
- c** Enter the total amount of loss that you are including on lines 2 and 10 due to the partial dispositions of MACRS assets

1a
1b
1c

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft-Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	AULDBRASS PARTNERS						
	SECONDARY OPPORTUNITY						-1.
	SENTINEL JUNIOR						
	CAPITAL II, LP						-1.
3	Gain, if any, from Form 4684, line 39						3
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37						4
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5
6	Gain, if any, from line 32, from other than casualty or theft						6
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows						7
	Partnerships and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120-S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.						
	Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you didn't have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.						
8	Nonrecaptured net section 1231 losses from prior years. See instructions						8
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return. See instructions						9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11	Loss, if any, from line 7						11	(2.)
12	Gain, if any, from line 7 or amount from line 8, if applicable						12	
13	Gain, if any, from line 31						13	
14	Net gain or (loss) from Form 4684, lines 31 and 38a						14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36						15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824						16	
17	Combine lines 10 through 16						17	-2.
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below.							
	a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the loss from income-producing property on Schedule A (Form 1040), line 16. (Do not include any loss on property used as an employee.) Identify as from "Form 4797, line 18a." See instructions						18a	
	b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Schedule 1 (Form 1040), Part I, line 4						18b	

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2023)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
These columns relate to the properties on lines 19A through 19D.		Property A	Property B
		Property C	Property D
20 Gross sales price (Note: See line 1a before completing.)	20		
21 Cost or other basis plus expense of sale	21		
22 Depreciation (or depletion) allowed or allowable	22		
23 Adjusted basis. Subtract line 22 from line 21	23		
24 Total gain. Subtract line 23 from line 20	24		
25 If section 1245 property:			
a Depreciation allowed or allowable from line 22	25a		
b Enter the smaller of line 24 or 25a	25b		
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.			
a Additional depreciation after 1975. See instructions	26a		
b Applicable percentage multiplied by the smaller of line 24 or line 26a. See instructions	26b		
c Subtract line 26a from line 24. If residential rental property or line 24 isn't more than line 26a, skip lines 26d and 26e	26c		
d Additional depreciation after 1969 and before 1976	26d		
e Enter the smaller of line 26c or 26d	26e		
f Section 291 amount (corporations only)	26f		
g Add lines 26b, 26e, and 26f	26g		
27 If section 1252 property: Skip this section if you didn't dispose of farmland or if this form is being completed for a partnership.			
a Soil, water, and land clearing expenses	27a		
b Line 27a multiplied by applicable percentage	27b		
c Enter the smaller of line 24 or 27b	27c		
28 If section 1254 property:			
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion. See instructions	28a		
b Enter the smaller of line 24 or 28a	28b		
29 If section 1255 property:			
a Applicable percentage of payments excluded from income under section 126. See instructions	29a		
b Enter the smaller of line 24 or 29a. See instructions	29b		

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation. See instructions	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

Department of the Treasury
Internal Revenue Service

Attach to your tax return.
Go to www.irs.gov/Form4797 for instructions and the latest information.

Name(s) shown on return

Identifying number

ARCHSTONE FOUNDATION

33-0133359

- 1a Enter the gross proceeds from sales or exchanges reported to you for 2023 on Form(s) 1099-B or 1099-S
(or substitute statement) that you are including on line 2, 10, or 20
1b Enter the total amount of gain that you are including on lines 2, 10, and 24 due to the partial dispositions of
MACRS assets
1c Enter the total amount of loss that you are including on lines 2 and 10 due to the partial dispositions of MACRS
assets

1a

1b

1c

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other
Than Casualty or Theft-Most Property Held More Than 1 Year (see instructions)

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed or allowable since acquisition, (f) Cost or other basis, plus improvements and expense of sale, (g) Gain or (loss) Subtract (f) from the sum of (d) and (e). Rows include AULDBRASS PARTNERS, SECONDARY OPPORTUNITY, SENTINEL JUNIOR, CAPITAL II, LP.

Part II Ordinary Gains and Losses (see instructions)

Table for Part II Ordinary Gains and Losses with 11 columns for line numbers and descriptions. Includes lines 10 through 18b.

LHA For Paperwork Reduction Act Notice, see separate instructions.

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
These columns relate to the properties on lines 19A through 19D.		Property A	Property B
		Property C	Property D
20 Gross sales price (Note: See line 1a before completing.)	20		
21 Cost or other basis plus expense of sale	21		
22 Depreciation (or depletion) allowed or allowable	22		
23 Adjusted basis. Subtract line 22 from line 21	23		
24 Total gain. Subtract line 23 from line 20	24		
25 If section 1245 property:			
a Depreciation allowed or allowable from line 22	25a		
b Enter the smaller of line 24 or 25a	25b		
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.			
a Additional depreciation after 1975. See instructions	26a		
b Applicable percentage multiplied by the smaller of line 24 or line 26a. See instructions	26b		
c Subtract line 26a from line 24. If residential rental property or line 24 isn't more than line 26a, skip lines 26d and 26e	26c		
d Additional depreciation after 1969 and before 1976	26d		
e Enter the smaller of line 26c or 26d	26e		
f Section 291 amount (corporations only)	26f		
g Add lines 26b, 26e, and 26f	26g		
27 If section 1252 property: Skip this section if you didn't dispose of farmland or if this form is being completed for a partnership.			
a Soil, water, and land clearing expenses	27a		
b Line 27a multiplied by applicable percentage	27b		
c Enter the smaller of line 24 or 27b	27c		
28 If section 1254 property:			
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion. See instructions	28a		
b Enter the smaller of line 24 or 28a	28b		
29 If section 1255 property:			
a Applicable percentage of payments excluded from income under section 126. See instructions	29a		
b Enter the smaller of line 24 or 29a. See instructions	29b		

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation. See instructions	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Go to www.irs.gov/Form926 for instructions and the latest information.
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor ARCHSTONE FOUNDATION	Identifying number (see instructions) 33-0133359
---	--

- 1** Is the transferee a specified 10%-owned foreign corporation that is not a controlled foreign corporation? Yes No
- 2** If the transferor was a corporation, complete questions 2a through 2d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by five or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identifying number(s).

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(4) been made? Yes No

- 3** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 3a through 3d.
- a** List the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS L.P.	13-3597020

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

4 Name of transferee (foreign corporation) DKIP (CAYMAN) II L.P.	5a Identifying number, if any
6 Address (including country) 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN 1-9005 CAYMAN ISLANDS	5b Reference ID number DKIPII
7 Country code of country of incorporation or organization CJ	
8 Foreign law characterization (see instructions) CORPORATION	
9 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	06/30/2024		2,447,532.		

10 Was cash the only property transferred? **Yes** **No**
 If "Yes," skip the remainder of Part III and go to Part IV.

Section B - Other Property (other than intangible property subject to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Stock and securities					
Inventory					
Other property (not listed under another category)					
Property with built-in loss					
Totals					

11 Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? **Yes** **No**

12 a Were any assets of a foreign branch (including a branch that is a foreign disregarded entity) transferred to a foreign corporation? **Yes** **No**
 If "Yes," go to line 12b.

b Was the transferor a domestic corporation that transferred substantially all of the assets of a foreign branch (including a branch that is a foreign disregarded entity) to a specified 10%-owned foreign corporation? **Yes** **No**
 If "Yes," continue to line 12c. If "No," skip lines 12c and 12d, and go to line 13.

c Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? **Yes** **No**
 If "Yes," continue to line 12d. If "No," skip line 12d, and go to line 13.

d Enter the transferred loss amount included in gross income as required under section 91 ► \$ _____

13 Did the transferor transfer property described in section 367(d)(4)? **Yes** **No**
 If "No," skip Section C and questions 14a through 15.

Section C - Intangible Property Subject to Section 367(d)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 367(d)(4)						
Totals						

- 14 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years? Yes No
- b At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Yes No
- c Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? Yes No
- d If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ▶ \$ _____
- 15 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Supplemental Part III Information Required To Be Reported (see instructions)

Part IV Additional Information Regarding Transfer of Property (see instructions)

- 16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.
(a) Before 3.628 % (b) After 3.628 %
- 17 Type of nonrecognition transaction (see instructions) ▶ IRC SEC 351
- 18 Indicate whether any transfer reported in Part III is subject to any of the following.
 - a Gain recognition under section 904(f)(3) Yes No
 - b Gain recognition under section 904(f)(5)(F) Yes No
 - c Recapture under section 1503(d) Yes No
 - d Exchange gain under section 987 Yes No
- 19 Did this transfer result from a change in entity classification? Yes No
- 20 a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? (see instructions) Yes No
If "Yes," complete lines 20b and 20c.
- b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ _____
- c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No
- 21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions Yes No

California Exempt Organization Annual Information Return

Calendar Year 2023 or fiscal year beginning (mm/dd/yyyy) 07/01/2023, and ending (mm/dd/yyyy) 06/30/2024

Corporation/Organization name ARCHSTONE FOUNDATION California corporation number 1286264

Additional information. See instructions. FEIN 33-0133359

Street address (suite or room) 5000 BIRCH ST, WEST TOWER, 3RD FL, NO. #369 PMB no.

City NEWPORT BEACH State CA ZIP code 92660

Foreign country name Foreign province/state/county Foreign postal code

Part I Complete Part I unless not required to file this form. See General Information B and C.

Receipts and Revenues table with rows 1-8 and Expenses table with rows 9-10. Includes totals for gross receipts and gross income.

Payments table with rows 11-16. Includes total payments, use tax, and balance due.

Sign Here section with signature of officer and title PRESIDENT/CEO.

Paid Preparer's Use Only section with preparer signature ELEANOR A. LIVINGSTON, CPA, M and firm name WINDES, INC.

May the FTB discuss this return with the preparer shown above? See instructions. [X] Yes [] No

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

328951 12-26-23

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1		00	
	2	Interest	•	2		00	
	3	Dividends	•	3	671,615	00	
	4	Gross rents	•	4		00	
	5	Gross royalties	•	5		00	
	6	Gross amount received from sale of assets (See instructions) STATEMENT 1	•	6	17,479,016	00	
	7	Other income SEE STATEMENT 2	•	7	205,331	00	
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	18,355,962	00	
	9	Contributions, gifts, grants, and similar amounts paid STATEMENT 10	•	9	3,167,229	00	
	10	Disbursements to or for members	•	10		00	
	11	Compensation of officers, directors, and trustees SEE STATEMENT 3	•	11	1,097,261	00	
	12	Other salaries and wages	•	12	571,286	00	
	Expenses and Disbursements	13	Interest	•	13		00
		14	Taxes	•	14	120,326	00
		15	Rents	•	15	210,477	00
		16	Depreciation and depletion (See instructions)	•	16	60,000	00
		17	Other expenses and disbursements SEE STATEMENT 4	•	17	1,956,497	00
		18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	7,183,076	00

Schedule L Balance Sheet	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		536,632		• 1,030,916
2 Net accounts receivable				•
3 Net notes receivable				•
4 Inventories				•
5 Federal and state government obligations				•
6 Investments in other bonds				•
7 Investments in stock				•
8 Mortgage loans				•
9 Other investments STMT 5		105,126,164		• 114,491,786
10 a Depreciable assets	657,045		660,367	
b Less accumulated depreciation	529,458	127,587	589,458	70,909
11 Land				•
12 Other assets STMT 6		801,077		• 663,814
13 Total assets		106,591,460		116,257,425
Liabilities and net worth				
14 Accounts payable		166,104		• 295,838
15 Contributions, gifts, or grants payable		1,161,949		• 1,736,081
16 Bonds and notes payable				•
17 Mortgages payable				•
18 Other liabilities STMT 7		1,065,943		792,626
19 Capital stock or principal fund				•
20 Paid-in or capital surplus. Attach reconciliation				•
21 Retained earnings or income fund		104,197,464		• 113,432,880
22 Total liabilities and net worth		106,591,460		116,257,425

Schedule M-1 Reconciliation of income per books with income per return			
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.			
1 Net income per books	• 9,235,416	7 Income recorded on books this year not included in this return. Attach schedule *	• 15,541,546
2 Federal income tax	•	8 Deductions in this return not charged against book income this year. Attach schedule	•
3 Excess of capital losses over capital gains	•	9 Total. Add line 7 and line 8	15,541,546
4 Income not recorded on books this year. Attach schedule	•	10 Net income per return. Subtract line 9 from line 6	-6,306,130
5 Expenses recorded on books this year not deducted in this return. Attach schedule	•		
6 Total. Add line 1 through line 5	9,235,416		

* SEE STATEMENT

CA 199 GROSS AMOUNT FROM SALE OF INVESTMENT PROPERTY STATEMENT 1

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
ARROWSTREET INVESTMENT TRUST			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	0.	0.	0.	0.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AULDBRASS PARTNERS SECONDARY OPPORTUNITY FUND III			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	0.	0.	0.	0.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
DAVISON DEMPNER INSTITUTIONAL PARTNERS LP			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	0.	0.	0.	0.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
DRIVE CAPITAL OVERDRIVE FUND II LP			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	16,420.	0.	0.	16,420.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
MARATHON-LONDON INTERNATIONAL INVESTMENT			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	0.	0.	0.	0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
IR&M CORE BOND FUND II LLC			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	0.	0.	0. 0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
1607 CAPITAL INTERNATIONAL EQUITY FUND LP			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	5,656.	0.	0. 5,656.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
GQG PARTNERS US SELECT QUALITY EQUITY FUND			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	49,735.	0.	0. 49,735.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
LL MORTGAGE FUND LP			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	6,487.	0.	0. 6,487.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 000			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	19,862.	0.	0. 19,862.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 000			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	1,980,138.	0.	0. 1,980,138.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 001			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	278,000.	0.	0. 278,000.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 002			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	1,968,475.	0.	0. 1,968,475.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 002			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	2,116,900.	0.	0. 2,116,900.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 000			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	8,337,620.	0.	0. 8,337,620.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
PUBLICLY TRADED SECURITIES - USB 004			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u> <u>GROSS SALES PRICE</u>
	361,311.	0.	0. 361,311.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
PUBLICLY TRADED SECURITIES - USB 005			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	39,664.	0.	0.	39,664.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
PUBLICLY TRADED SECURITIES - USB 005			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	2,101,855.	0.	0.	2,101,855.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
SERIES THIRD ROCK VENTURES VI			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	0.	0.	0.	0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
MADRONA VENTURE FUND IX, LP			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	0.	0.	0.	0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
THRIVE CAPITAL PARTNERS VIII GROWTH, LP			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	0.	0.	0.	0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>	
THRIVE CAPITAL PARTNERS VIII, LP			PURCHASED	
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>	<u>GROSS SALES PRICE</u>
	0.	0.	0.	0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
ROCK SPRINGS CAPITAL OFFSHORE FUND LP			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	0.	0.	0.
			<u>GROSS SALES PRICE</u>
			0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
TWO SIGMA ACTIVE EXTENSION US ALL CAP EQUITY CAYMAN FUND			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	196,893.	0.	0.
			<u>GROSS SALES PRICE</u>
			196,893.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
HBK MULTI STRATEGY OFFSHORE FUND LTD			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	0.	0.	0.
			<u>GROSS SALES PRICE</u>
			0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
INDABA CAPITAL PARTNERS (CAYMAN), LP			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	0.	0.	0.
			<u>GROSS SALES PRICE</u>
			0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
HITCHWOOD CAPITAL FUND LTD			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	0.	0.	0.
			<u>GROSS SALES PRICE</u>
			0.

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>METHOD ACQUIRED</u>
RWC ASSET MANAGEMENT LLC			PURCHASED
	<u>COST OR OTHER BASIS</u>	<u>DEPREC.</u>	<u>EXPENSE OF SALE</u>
	0.	0.	0.
			<u>GROSS SALES PRICE</u>
			0.

TOTAL ON FORM 199, PG 2, LINE 6	17,479,016.	0.	0.	17,479,016.
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CA 199	OTHER INCOME	STATEMENT 2
DESCRIPTION		AMOUNT
CAPITAL GAINS DIVIDENDS		146,106.
OTHER INVESTMENT INCOME		166,478.
FUTURES MARGIN INCOME		-107,253.
TOTAL TO FORM 199, PART II, LINE 7		205,331.

CA 199	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES	STATEMENT 3
NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
CHRISTOPHER A. LANGSTON 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	PRESIDENT/CEO 40.00	381,264.
LAURA RATH 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	V.P. OF PROGRAMS 40.00	204,699.
JEAN ACCIUS 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.
KATHERINE KIM 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	38,000.
JURGEN UNUTZER 5000 BIRCH ST, WEST TOWER, 3RD FL #369 NEWPORT BEACH, CA 92660	DIRECTOR 2.00	36,000.

ARCHSTONE FOUNDATION

33-0133359

CYNTHIA BANKS
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

36,000.

THERESA J. MARINO
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

36,000.

HEATHER M. YOUNG
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

38,000.

ANGELA CORON
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

38,000.

JOHN FEATHER
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

38,000.

TAMMY FUNASAKI
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

38,000.

TANISHA DAVIS
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

V.P. OF GRANT OPERATIONS &
40.00

141,298.

RAMIRO ZUNIGA
5000 BIRCH ST, WEST TOWER, 3RD FL
#369
NEWPORT BEACH, CA 92660

DIRECTOR
2.00

36,000.

TOTAL TO FORM 199, PART II, LINE 11

1,097,261.

CA 199	OTHER EXPENSES	STATEMENT 4
DESCRIPTION		AMOUNT
PENSION PLANS, EMPLOYEE BENEFITS		392,888.
LEGAL FEES		12,100.
ACCOUNTING FEES		97,991.
OTHER PROFESSIONAL FEES		574,954.
TRAVEL, CONFERENCES, AND MEETINGS		172,469.
POSTAGE & SHIPPING		1,761.
EQUIPMENT RENTAL & MAINT		24,003.
INSURANCE		28,424.
OFFICE EXPENSE		128,539.
INFORMATION TECHNOLOGY		145,088.
MEMBERSHIP & DUES		40,306.
MISCELLANEOUS		3,295.
GRANT RELATED EXPENSES		334,679.
TOTAL TO FORM 199, PART II, LINE 17		1,956,497.

CA 199	OTHER INVESTMENTS	STATEMENT 5
DESCRIPTION	BEG. OF YEAR	END OF YEAR
CAMBRIDGE INVESTMENTS - PUBLIC EQUITY	53,134,001.	69,595,099.
CAMBRIDGE INVESTMENTS - PRIVATE EQUITY	21,115,264.	8,881,869.
CAMBRIDGE INVESTMENTS - DIVERSIFYING STRATEGIES	16,376,477.	19,907,061.
CAMBRIDGE INVESTMENTS - FIXED INCOME	13,633,249.	7,806,916.
CAMBRIDGE INVESTMENTS - CASH EX PARAMETRIC	867,173.	8,300,841.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	105,126,164.	114,491,786.

CA 199	OTHER ASSETS	STATEMENT 6
DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	509,581.	525,447.
DEPOSITS	19,294.	19,294.
RIGHT OF USE ASSET	272,202.	119,073.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	801,077.	663,814.

CA 199	OTHER LIABILITIES	STATEMENT 7
DESCRIPTION	BEG. OF YEAR	END OF YEAR
DEFERRED COMPENSATION	670,214.	620,612.
RIGHT OF USE LEASE LIABILITY	395,729.	172,014.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	1,065,943.	792,626.

CA 199	INCOME RECORDED ON BOOKS THIS YEAR NOT INCLUDED IN THIS RETURN	STATEMENT 8
DESCRIPTION		AMOUNT
NET UNREALIZED GAIN ON INVESTMENTS		15,541,546.
TOTAL TO FORM 199, SCHEDULE M-1, LINE 7		15,541,546.

CA 199	FUND BALANCES	STATEMENT 9
DESCRIPTION	BEG. OF YEAR	END OF YEAR
NET ASSETS WITHOUT DONOR RESTRICTIONS	104,197,464.	113,432,880.
TOTAL TO FORM 199, SCHEDULE L, LINE 21	104,197,464.	113,432,880.

CA 199	CASH CONTRIBUTIONS, GIFTS, GRANTS AND SIMILAR AMOUNTS PAID	STATEMENT 10
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ACTIVITY CLASSIFICATION: GRANTS

DONEES NAME AND ADDRESS	RELATIONSHIP	AMOUNT
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 2290 N 1ST STREET, SUITE 101, SAN JOSE, CA 95131	NONE	176,324.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

AMERICAN SOCIETY ON AGING
PO BOX 103088, PASADENA, CA 91189

NONE

50,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

ASSOCIATION OF ASIAN PACIFIC COMMUNITY HEALTH
ORGANIZATIONS
PO BOX 590730, SAN FRANCISCO, CA 94159

NONE

22,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

BENJAMIN ROSE INSTITUTE ON AGING
11890 FAIRHILL ROAD, CLEVELAND, OH 44120

NONE

35,729.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER,
INC.
6801 LONG BEACH BLVD., LONG BEACH, CA 90805

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CALIFORNIA HEALTH POLICY STRATEGIES, LLC
580 RIVERGATE WAY, SACRAMENTO, CA 95831

NONE

100,000.

ORGANIZATIONAL STATUS: NC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CALIFORNIA HEALTH POLICY STRATEGIES, LLC
580 RIVERGATE WAY, SACRAMENTO, CA 95831

NONE

135,000.

ORGANIZATIONAL STATUS: NC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CATCHAFIRE
31 E 32ND STREET, 3RD FLOOR, NEW YORK, NY 10016

NONE

37,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CATCHAFIRE
2093 PHILADELPHIA PIKE #8715, CLAYMONT, DE 19703

NONE

110,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CENTER FOR EMPOWERING REFUGEES AND IMMIGRANTS
(CERI)
544 INTERNATIONAL BLVD. SUITE 9, OAKLAND, CA
94606

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CHARITABLE VENTURES OF ORANGE COUNTY
1505 E 17TH STREET 101, SANTA ANA, CA 92705

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CHOICE IN AGING
490 GOLF CLUB ROAD, PLEASANT HILL, CA 94523

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

COALITION FOR COMPASSIONATE CARE OF CALIFORNIA
2530 RIVER PLAZA DRIVE SUITE 110, SACRAMENTO, CA
95833

NONE

10,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

COMMUNITY HEALTH INITIATIVE OF ORANGE COUNTY
1505 17TH ST. #108, SANTA ANA, CA 92705

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

COMMUNITY TECH NETWORK
1390 MARKET STREET, SUITE 200, SAN FRANCISCO, CA
94102

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

CORPORATION FOR SUPPORTIVE HOUSING
800 S. FIGUEROA STREET, SUITE 810, LOS ANGELES,
CA 90017

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN AGING, INC.
333 MAMARONECK AVE #238, WHITE PLAINS, NY 10605

NONE

112,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN AGING, INC.
333 MAMARONECK AVE #238, WHITE PLAINS, NY 10605

NONE

30,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN AGING, INC.
333 MAMARONECK AVE #238, WHITE PLAINS, NY 10605

NONE

10,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN AGING, INC.
333 MAMARONECK AVE #238, WHITE PLAINS, NY 10605

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN HEALTH
1100 CONNECTICUT AVE NW SUITE 1100, WASHINGTON,
DC 20036

NONE

3,806.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

GRANTMAKERS IN HEALTH
1100 CONNECTICUT AVE NW SUITE 1100, WASHINGTON,
DC 20036

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

HUMBOLDT SENIOR RESOURCE CENTER INC.
1910 CALIFORNIA STREET, EUREKA, CA 95501

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

JUSTICE IN AGING
1444 EYE ST., NW SUITE 1100, WASHINGTON, DC 20005

NONE

67,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

LEADINGAGE CALIFORNIA FOUNDATION
1315 I STREET, SUITE 100, SACRAMENTO, CA 95814

NONE

92,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

MEALS ON WHEELS DIABLO REGION
1300 CIVIC DRIVE, WALNUT CREEK, CA 94596

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NATIONAL ASIAN PACIFIC CENTER ON AGING (NAPCA)
1511 3RD AVE #914, SEATTLE, WA 98101

NONE

37,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NATIONAL DOMESTIC WORKERS ALLIANCE
45 BROADWAY, SUITE 320, NEW YORK, NY 10006

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NATIONAL HEALTH FOUNDATION
515 SOUTH FIGUEROA 1300, LOS ANGELES, CA 90071

NONE

10,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

PARTNERS IN CARE FOUNDATION, INC.
732 MOTT ST., SUITE 150, SAN FERNANDO, CA 91340

NONE

47,331.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

PEAK GRANTMAKING
1701 PENNSYLVANIA AVE, NW, SUITE 200, WASHINGTON,
DC 20006

NONE

7,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

PROJECT OPEN HAND
730 POLK STREET, SAN FRANCISCO, CA 94109

NONE

25,000.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 600, OAKLAND, CA 94607-4046	NONE	205,000.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
RAND CORPORATION 1776 MAIN STREET, PO BOX 2138, SANTA MONICA, CA 90407-2138	NONE	259,000.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
REGENTS OF THE UNIVERSITY OF CALIFORNIA, LOS ANGELES BOX 957089, 1125 MURPHY HALL 405, HILGARD AVE, LOS ANGELES, CA 90095-9000	NONE	7,295.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
SAAHAS FOR CAUSE PMB 13337 SOUTH STREET, CERRITOS, CA 90703	NONE	5,000.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
SERVICES & ADVOCACY FOR GAY LESBIAN BISEXUAL & TRANSGENDER ELDERS INC. 305 7TH AVE, 15TH FLOOR, NEW YORK, NY 10001	NONE	100,000.

ORGANIZATIONAL STATUS: PC

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
THE CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, CAMBRIDGE, MA 02139	NONE	10,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE GERONTOLOGICAL SOCIETY OF AMERICA
1101 14TH STREET NW, SUITE 1220, WASHINGTON, DC
20005

NONE

14,400.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE GERONTOLOGICAL SOCIETY OF AMERICA
1101 14TH STREET NW, SUITE 1220, WASHINGTON, DC
20005

NONE

1,600.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE GERONTOLOGICAL SOCIETY OF AMERICA
1220 L STREET, NW, SUITE 901, WASHINGTON, DC
20005-4018

NONE

50,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE LOS ANGELES LGBT CENTER
PO BOX 2988, LOS ANGELES, CA 90038

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN
FRANCISCO
UCSF MAIN DEPOSITORY PO BOX 748872, LOS ANGELES,
CA 90074-4872

NONE

100,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE SCAN FOUNDATION
3800 KILROY AIRPORT WAY 400, LONG BEACH, CA 90806

NONE

150,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE UCLA FOUNDATION
PO BOX 7145, PASADENA, CA 91109-9903

NONE

55,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

UNIVERSITY OF SOUTHERN CALIFORNIA
3500 S. FIGUEROA STREET, SUITE 102, MC 8001, LOS ANGELES, CA 90089-8001

NONE

5,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

UNIVERSITY OF SOUTHERN CALIFORNIA
3500 S. FIGUEROA STREET, SUITE 102, MC 8001, LOS ANGELES, CA 90089-8001

NONE

2,500.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

UNIVERSITY OF WASHINGTON
12455 COLLECTIONS DRIVE, CHICAGO, IL 60693

NONE

170,012.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

VIA CARE COMMUNITY HEALTH CENTER, INC.
501 S. ATLANTIC BLVD., LOS ANGELES, CA 90022

NONE

25,000.

ORGANIZATIONAL STATUS: PC

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

VISION Y COMPROMISO
PO BOX 708, SAN LORENZO, CA 94580

NONE

25,000.

ORGANIZATIONAL STATUS: PC

TOTAL FOR THIS ACTIVITY

2,510,497.

TOTAL INCLUDED ON FORM 199, PART II, LINE 9

2,510,497.

**Corporation Depreciation
and Amortization**

Attach to Form 100 or Form 100W.

FORM 199

FEIN 33-0133359

Corporation name

California corporation number

ARCHSTONE FOUNDATION

1286264

Part I Election To Expense Certain Property Under IRC Section 179

1	Maximum deduction under IRC Section 179 for California	1	\$25,000
2	Total cost of IRC Section 179 property placed in service	2	
3	Threshold cost of IRC Section 179 property before reduction in limitation	3	\$200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property (elected IRC Section 179 cost)	7	
8	Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from prior taxable years	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2024. Add line 9 and line 10, less line 12	13	

Part II Depreciation and Election of Additional First Year Depreciation Deduction Under R&TC Section 24356

(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14 1 FIXED ASSETS	01/01/20	660,367	529,458		.000	60,000	
15 Add the amounts in column (g) and column (h). The total of column (h) may not exceed \$2,000. See instructions for line 14, column (h)						15	60,000

Part III Summary

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g) or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h) or Depreciation (if no election is made), enter the amount from line 15, column (g)	<input checked="" type="radio"/>	16	60,000
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22	<input checked="" type="radio"/>	17	60,000
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 2, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	<input checked="" type="radio"/>	18	0

Part IV Amortization

(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC Section (see instructions)	(f) Period or percentage	(g) Amortization for this year
19						
20 Total. Add the amounts in column (g)						20
21 Total amortization claimed for federal purposes from federal Form 4562, line 44						21
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 2, line 12						<input checked="" type="radio"/> 22

California Exempt Organization Business Income Tax Return

Calendar Year 2023 or fiscal year beginning (mm/dd/yyyy) 07/01/2023, and ending (mm/dd/yyyy) 06/30/2024

Corporation/Organization name ARCHSTONE FOUNDATION California corporation number 1286264

Additional information. See instructions. FEIN 33-0133359

Street address (suite/room no.) 5000 BIRCH ST, WEST TOWER, 3RD FL, NO. #369 PMB no.

City (If the corporation has a foreign address, see instructions.) NEWPORT BEACH State CA ZIP code 92660

Foreign country name Foreign province/state/county Foreign postal code

- A First return filed? B Is this an education IRA... C Is the organization under audit... D Final return? E Amended return? F Accounting method used... G Nature of trade or business H Is the organization a non-exempt charitable trust... I Is this organization claiming any former Enterprise Zone... J Is this organization a qualified pension... K Unrelated Business Activity (UBA) code 900099 L Is this a hospital?

Table with 25 rows and 3 columns: Description, Amount, and Balance. Rows include Taxable Corporation (1-3), Taxable Trust (4), Tax Computation (5-11), Total Tax (12-14), Payments (15-19), and Use Tax/Tax Due/Overpayment (20-25).

Refund or Amount Due	26 Refund. If line 25 is less than line 24, then subtract line 25 from line 24	26	00
	a Fill in the account information to have the refund directly deposited. Routing number	26a	
	b Type: Checking <input type="checkbox"/> Savings <input type="checkbox"/> c Account Number	26c	
	27 Penalties and interest. See General Information M	27	00
28 <input type="checkbox"/> Check if estimate penalty computed using Exception B or C and attach form FTB 5806			
29 Total amount due. Add line 22, line 23, line 25, and line 27, then subtract line 24	29	00	

Unrelated Business Taxable Income

Part I Unrelated Trade or Business Income

1 a Gross receipts or gross sales	b Less returns and allowances	c Balance	1c	00
2 Cost of goods sold and/or operations (Schedule A, line 7)			2	00
3 Gross profit. Subtract line 2 from line 1c			3	00
4 a Capital gain net income. See Specific Line Instructions - Trusts attach Schedule D (541)			4a	00
b Net gain (loss) from Schedule D-1, Part II			4b	-2 00
c Capital loss deduction for trusts			4c	00
5 Income (or loss) from partnerships, limited liability companies, or S corporations. See Specific Line Instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule	SEE STATEMENT 11		5	-9,582 00
6 Rental income (Schedule C)			6	00
7 Unrelated debt-financed income (Schedule D)			7	00
8 Investment income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E)			8	00
9 Interest, Annuities, Royalties and Rents from controlled organizations (Schedule F)			9	00
10 Exploited exempt activity income (Schedule G)			10	00
11 Advertising income (Schedule H, Part III, Column A)			11	00
12 Other income. Attach schedule			12	00
13 Total unrelated trade or business income. Add line 3 through line 12			13	-9,584 00

Part II Deductions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees from Schedule I			14	00
15 Salaries and wages			15	00
16 Repairs			16	00
17 Bad debts			17	00
18 Interest. Attach schedule			18	00
19 Taxes. Attach schedule			19	00
20 Contributions. See instructions and attach schedule	SEE STATEMENT 12		20	0 00
21 a Depreciation (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F)	21a	00		
b Less: depreciation claimed on Schedule A. See instructions	21b	00	21	00
22 Depletion. Attach schedule			22	00
23 a Contributions to deferred compensation plans			23a	00
b Employee benefit programs. See instructions			23b	00
24 Other deductions. Attach schedule			24	00
25 Total deductions. Add line 14 through line 24			25	00
26 Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13			26	-9,584 00
27 Excess advertising costs (Schedule H, Part III, Column B)			27	00
28 Unrelated business taxable income before specific deduction. Subtract line 27 from line 26			28	-9,584 00
29 Specific deduction. See instructions			29	00
30 Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28			30	-9,584 00

Our privacy notice can be found in annual tax booklets or online. Go to ftb.ca.gov/privacy to learn about our privacy policy statement, or go to ftb.ca.gov/forms and search for 1131 to locate FTB 1131 EN-SP, Franchise Tax Board Privacy Notice on Collection. To request this notice by mail, call 800.338.0505 and enter form code 948 when instructed.

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.

Sign Here	Signature of officer	Title PRESIDENT/CEO	Date	Telephone
	Preparer's signature	ELEANOR A. LIVINGSTON, CPA,	Date 05/14/25	Check if self-employed <input type="checkbox"/> PTIN P00226461
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) and address	Firm's FEIN 95-3001179		
		Telephone 949-852-9433		

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Schedule A Cost of Goods Sold and/or Operations.

Method of inventory valuation (specify)

N/A

Table with 7 rows for Schedule A. Columns include line numbers (1-7) and amounts (00). Includes a checkbox for 'Do the rules of IRC Section 263A... apply to this organization?' with 'Yes' and 'No' options.

Schedule B Tax Credits.

Table for Schedule B with 4 rows. Columns include line numbers (1-4) and amounts (00). Includes a checkbox for 'Do the rules of IRC Section 263A... apply to this organization?' with 'Yes' and 'No' options.

Schedule K Add-On Taxes or Recapture of Tax. See instructions.

Table for Schedule K with 5 rows. Columns include line numbers (1-5) and amounts (00).

Schedule R Apportionment Formula Worksheet. Use only for unrelated trade or business amounts.

Part A. Standard Method - Single-Sales Factor Formula. Complete this part only if the corporation uses the single-sales factor formula.

Table for Part A with 2 rows. Columns include (a) Total within and outside California, (b) Total within California, and (c) Percent within California. Includes a checkbox for 'Do the rules of IRC Section 263A... apply to this organization?' with 'Yes' and 'No' options.

Part B. Three Factor Formula. Complete this part only if the corporation uses the three-factor formula.

Table for Part B with 5 rows. Columns include (a) Total within and outside California, (b) Total within California, and (c) Percent within California. Includes a checkbox for 'Do the rules of IRC Section 263A... apply to this organization?' with 'Yes' and 'No' options.

Schedule C Rental Income from Real Property and Personal Property Leased with Real Property

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

Table for Schedule C with multiple rows and columns. Includes sections for (a) Description of property, (b) Rent received or accrued, (c) Percentage of rent attributable to personal property, (d) Deductions directly connected, and (e) Complete if any item in column (c) is more than 10%, but not more than 50%. Includes a checkbox for 'Do the rules of IRC Section 263A... apply to this organization?' with 'Yes' and 'No' options.

Schedule D Unrelated Debt-Financed Income

Table with 7 columns: (a) Description of debt-financed property, (b) Gross income from or allocable to debt-financed property, (c) Deductions directly connected with or allocable to debt-financed property (I) Straight-line depreciation, (II) Other deductions, (d) Amount of average acquisition indebtedness, (e) Average adjusted basis, (f) Debt basis percentage, (g) Gross income reportable, (h) Allocable deductions, (i) Net income. Includes rows 1-3 and a total row 4.

Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization

Table with 6 columns: (a) Description, (b) Amount, (c) Deductions directly connected, (d) Net investment income, (e) Set-asides, (f) Balance of investment income. Includes rows 1-2 and a total row 3, plus a separate row 4 for gross income from members.

Schedule F Interest, Annuities, Royalties and Rents from Controlled Organizations

Table with 6 columns: (a) Name of controlled organizations, (b) Employer identification number, (c) Net unrelated income (loss), (d) Total of specified payments made, (e) Part of column (d) included in gross income, (f) Deductions directly connected with income. Includes sections for Exempt and Nonexempt Controlled Organizations, and rows 1-3 for each, plus summary rows 4-6.

Schedule G Exploited Exempt Activity Income, other than Advertising Income

Table with 8 columns: (a) Description of exploited activity, (b) Gross unrelated business income, (c) Expenses directly connected with production of unrelated business income, (d) Net income from unrelated trade or business, (e) Gross income from activity that is not unrelated business income, (f) Expenses attributable to column (e), (g) Excess exempt expense, (h) Net income includible. Includes rows 1-4 and a total row 5.

Schedule H Advertising Income and Excess Advertising Costs

Part I Income from Periodicals Reported on a Consolidated Basis

Table with 7 columns: (a) Name of periodical, (b) Gross advertising income, (c) Direct advertising costs, (d) Advertising income or excess advertising costs, (e) Circulation income, (f) Readership costs, (g) If column (e) is greater than column (f)...

Part II Income from Periodicals Reported on a Separate Basis

Table with 7 columns: (a) Name of periodical, (b) Gross advertising income, (c) Direct advertising costs, (d) Advertising income or excess advertising costs, (e) Circulation income, (f) Readership costs, (g) If column (e) is greater than column (f)...

Part III Column A - Net Advertising Income

Part III Column B - Excess Advertising Costs

Table with 4 columns: (a) Enter "consolidated periodical" and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, columns (d) or (g), and amount listed in Part II, columns (d) or (g), (a) Enter "consolidated periodical" and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, column (d), and amounts listed in Part II, column (d).

Schedule I Compensation of Officers, Directors, and Trustees

Table with 4 columns: (a) Name, (b) Title, (c) Percent of time devoted to business, (d) Compensation attributable to unrelated business.

Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)

Table with 7 columns: (a) Group and guideline class or description of property, (b) Date acquired (mm/dd/yyyy), (c) Cost or other basis, (d) Depreciation allowed or allowable in prior years, (e) Method of computing depreciation, (f) Life or rate, (g) Depreciation for this year.

CA 109	INCOME OR (LOSS) FROM PARTNERSHIPS, LIMITED LIABILITY COMPANIES OR S CORPORATIONS	STATEMENT 11
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DESCRIPTION	AMOUNT
SENTINEL CAPITAL PARTNERS VII, LP - ORDINARY BUSINESS INCOME (LOSS)	-3,668.
SENTINEL CAPITAL PARTNERS VII, LP - NET RENTAL REAL ESTATE INCOME	1.
SENTINEL CAPITAL PARTNERS VII, LP - INTEREST INCOME	2.
SENTINEL JUNIOR CAPITAL II, LP - ORDINARY BUSINESS INCOME (LOSS)	516.
SENTINEL JUNIOR CAPITAL II, LP - OTHER INCOME (LOSS)	1.
C-BRIDGE HEALTHCARE FUND V, LP - ORDINARY BUSINESS INCOME (LOSS)	-3,826.
DAVISON KEMPNER INSTITUTIONAL PARTNERS L.P - ORDINARY BUSINESS INCOME (LOSS)	-2,149.
AULDBRASS PARTNERS SECONDARY OPPORTUNITY F - ORDINARY BUSINESS INCOME (LOSS)	-459.
TOTAL TO FORM 109, PAGE 2, LINE 5	-9,582.

CA 109	CASH CHARITABLE CONTRIBUTIONS	STATEMENT 12
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DESCRIPTION	AMOUNT
CHARITABLE CONTRIBUTIONS - AULDBRASS PARTNERS SECONDARY OPPORTUNITY FUND III	2.
LESS EXCESS CONTRIBUTIONS	-2.
TOTAL INCLUDED ON FORM 109, PAGE 2, LINE 20	0.

Sales of Business Property

2023

(Also, Involuntary Conversions and Recapture Amounts Under IRC Sections 179 and 280F(b)(2))

D-1

Complete and attach this schedule to your tax return only if your California gains or losses are different from your federal gains or losses.

Name(s) as shown on tax return

SSN, ITIN, CA SOS file no., California Corp. no., or FEIN

1286264

33-0133359

ARCHSTONE FOUNDATION

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty and Theft - Property Held

More Than 1 Year. Use federal Form 4684, Casualties and Thefts, to report involuntary conversions from casualty and theft.

1a Enter the gross proceeds from sales or exchanges reported to you for 2023 on federal Form 1099-B, Proceeds from Broker and Barter Exchange Transactions, or federal Form 1099-S, Proceeds from Real Estate Transactions (or a substitute statement), that you are including on line 2 or line 10, column (d), or line 23
1b Enter the total amount of gain that you are including on lines 2, 10, and 27 due to the partial dispositions of MACRS assets. See instructions
1c Enter the total amount of loss that you are including on lines 2 and 10 due to the partial dispositions of MACRS assets. See instructions

Table with 7 columns: (a) Description of property, (b) Date acquired (mm/dd/yyyy), (c) Date sold (mm/dd/yyyy), (d) Gross sales price, (e) Depreciation allowed or allowable since acquisition, (f) Cost or other basis, plus improvements and expense of sale, (g) Gain or (Loss) Subtract (f) from the sum of (d) and (e). Row 1: STATEMENT 13, -2.

3 Gain, if any, from federal Form 4684, line 39
4 IRC Section 1231 gain from installment sales from form FTB 3805E, line 26 or line 37
5 IRC Section 1231 gain or (loss) from like-kind exchanges from federal Form 8824 (completed using California amounts)
6 Gain, if any, from line 35, from other than casualty and theft
7 Combine line 2 through line 6. Enter gain or (loss) here and on the appropriate line as follows: -2

IRC Section 179 Assets: For reporting the sale or disposition of assets for which an IRC Section 179 expense deduction was claimed in a prior year, see instr. Partnerships or LLCs (classified as partnerships): Enter the gain or (loss) on Schedule K (565 or 568), line 10. Skip lines 8, 9, 11, and 12 below. S corporations: If line 7 is zero or a loss, enter the amount on line 11 below and skip line 8 and line 9. If line 7 is a gain, continue to line 8. All others: If line 7 is zero or a loss, enter the amount on line 11 below and skip line 8 and line 9. If line 7 is a gain and you did not have any prior year IRC Section 1231 losses, or they were recaptured in an earlier year, enter the gain as follows: Forms 540 and 540NR filers, enter the gain on Schedule D (540 or 540NR), line 1, and skip lines 8, 9, and 12 below; Forms 100 and 100W filers, enter the gain on Forms 100 or 100W, Side 6, Schedule D, Part II, line 6, and skip lines 8, 9, and 12 below.

8 Nonrecaptured net IRC Section 1231 losses from prior years. Enter as a positive number. See instructions
9 Subtract line 8 from line 7. If zero or less, enter -0- 0

S corporations: If line 9 is more than zero, enter this amount on Schedule D (100S), Section B, Part II, line 5 and enter the amount, if any, from line 8 on line 12 below. If line 9 is zero, enter the amount from line 7 on line 12 below. All others: If line 9 is more than zero, enter the amount from line 8 on line 12 below, and enter the amount from line 9 as follows: Forms 540 and 540NR filers, enter as a capital gain on Schedule D (540 or 540NR), line 1; Forms 100 and 100W filers, enter the gain on Forms 100 or 100W, Side 6, Schedule D, Part II, line 6. If line 9 is zero, enter the amount from line 7 on line 12 below. See instructions.

Part II Section A - Ordinary Gains and Losses

10 Ordinary gains and losses not included on line 11 through line 16 (include property held 1 year or less):

Table with 7 columns: (a) Description of property, (b) Date acquired (mm/dd/yyyy), (c) Date sold (mm/dd/yyyy), (d) Gross sales price, (e) Depreciation allowed or allowable since acquisition, (f) Cost or other basis, plus improvements and expense of sale, (g) Gain or (Loss) Subtract (f) from the sum of (d) and (e).

11 Loss, if any, from line 7 (2)
12 Gain, if any, from line 7, or amount from line 8, if applicable. See instructions
13 Gain, if any, from line 34
14 Net gain or (loss) from federal Form 4684, line 31 and line 38a (completed using California amounts)
15 Ordinary gain from installment sales from form FTB 3805E, line 25 or line 36. See instructions
16 Ordinary gain or (loss) from like-kind exchanges from federal Form 8824 (completed using California amounts)
17 Combine line 10 through line 16 -2

18 For all except individual tax returns, enter the amount from line 17 on the appropriate line of your tax return and skip line a and line b below. For individual tax returns, complete line a and line b below; see instructions.

- a If the loss on line 11 includes a loss from federal Form 4684, Section B, Part II, column (b)(ii) of line 30 or line 35, enter that part of the loss here. See instructions
b Redetermine the gain or (loss) on line 17, excluding the loss, if any, on line 18a. Enter here and on line 20

18a
18b

Part II Section B - Adjusting California Ordinary Gain or Loss For individual tax returns (Forms 540 and 540NR) only.

19	Enter ordinary federal gain or (loss) from federal Schedule 1 (Form 1040), line 4	<input type="radio"/>	19	
20	Enter ordinary California gain or (loss) from line 18b	<input type="radio"/>	20	
21	Ordinary gain or loss adjustment: Compare line 19 and line 20. See instructions.			
a	If line 19 is more than line 20, enter the difference here and on Sch. CA (540), Part I or Sch. CA (540NR), Part II, Section B, line 4, col. B	<input type="radio"/>	21a	
b	If line 20 is more than line 19, enter the difference here and on Sch. CA (540), Part I or Sch. CA (540NR), Part II, Section B, line 4, col. C	<input type="radio"/>	21b	

Part III Gain from Disposition of Property Under IRC Sections 1245, 1250, 1252, 1254, and 1255

Description of IRC Sections 1245, 1250, 1252, 1254, and 1255 property.	Date acquired (mm/dd/yyyy)	Date sold (mm/dd/yyyy)
22 A <input type="radio"/>	<input type="radio"/>	<input type="radio"/>
B <input type="radio"/>	<input type="radio"/>	<input type="radio"/>
C <input type="radio"/>	<input type="radio"/>	<input type="radio"/>
D <input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Relate the properties on lines 22A through 22D to these columns	Property A	Property B	Property C	Property D
23 Gross sales price	23 <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
24 Cost or other basis plus expense of sale	24 <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
25 Depreciation (or depletion) allowed or allowable	25 <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
26 Adjusted basis. Subtract line 25 from line 24	26 <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
27 Total gain. Subtract line 26 from line 23	27 <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
28 If IRC Section 1245 property:				
a Depreciation allowed or allowable from line 25	28a <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
b Enter the smaller of line 27 or line 28a	28b <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
29 If IRC Section 1250 property: If straight-line depreciation was used, enter -0- on line 29g, except for a corporation subject to IRC Sec. 291:				
a Additional depreciation after 12/31/76	29a <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
b Applicable percentage multiplied by the smaller of line 27 or line 29a	29b <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
c Subtract line 29a from line 27. If line 27 is not more than line 29a, skip line 29d and line 29e	29c <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
d Additional depreciation after 12/31/70 and before 1/1/77	29d <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
e Enter the smaller of line 29c or line 29d	29e <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
f IRC Section 291 amount (for corporations only)	29f <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
g Add line 29b, line 29e, and line 29f	29g <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
30 If IRC Section 1252 property: Skip section if you did not dispose of farm land or if form is being completed for a partnership.				
a Soil, water, and land clearing expenses	30a <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
b Applicable percentage multiplied by line 30a	30b <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
c Enter the smaller of line 27 or line 30b	30c <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
31 If IRC Section 1254 property:				
a Intangible drilling and development costs deducted after 12/31/76	31a <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
b Enter the smaller of line 27 or line 31a	31b <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
32 If IRC Section 1255 property:				
a Applicable percentage of payments excluded from income under IRC Section 126	32a <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
b Enter the smaller of line 27 or line 32a	32b <input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Summary of Part III Gains. Complete property column A through column D for line 23 through line 32b before going to line 33.

33	Total gains for all properties. Add column A through column D of line 27	<input type="radio"/>	33	
34	Add column A through column D of lines 28b, 29g, 30c, 31b, and 32b. Enter here and on line 13	<input type="radio"/>	34	
35	Subtract line 34 from line 33. Enter the portion from other than casualty and theft here and on line 6. Enter the portion from casualty and theft on federal Form 4684, line 33	<input type="radio"/>	35	

Part IV Recapture Amounts Under IRC Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less

	(a) Expense deductions	(b) Recovery deductions
36	Expense deductions or recovery deductions. See instructions	<input type="radio"/>
37	Depreciation or recovery deductions. See instructions	<input type="radio"/>
38	Recapture amount. Subtract line 37 from line 36. See instructions	<input type="radio"/>

SCHEDULE D-1

PROPERTY HELD MORE THAN ONE YEAR

STATEMENT 13

PROPERTY DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPR. ALLOWED	COST OR BASIS	GAIN OR (LOSS)
AULDBRASS PARTNERS SECONDARY OPPORTUNITY						-1.
SENTINEL JUNIOR CAPITAL II, LP						-1.
TOTAL TO SCH D-1, PART I, LINE 2						-2.

Attach to Form 100, Form 100W, Form 100S, or Form 109.

Corporation name

California corporation number

ARCHSTONE FOUNDATION

1286264

During the taxable year the corporation incurred the NOL, the corporation was a(n): [C] C corporation

[S] S corporation [X] Exempt organization [L] Limited liability company (electing to be taxed as a corporation)

FEIN

33-0133359

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

Table with 6 rows for NOL calculation. Line 1: Net loss from Form 100, line 18; Form 100W, line 18; Form 100S, line 15; or Form 109, line 2. Line 2: 2023 disaster loss included in line 1. Line 3: Subtract line 2 from line 1. Line 4a: Enter the amount of the loss incurred by a new business. Line 4b: Enter the amount of the loss incurred by an eligible small business. Line 4c: Add line 4a and line 4b. Line 5: General NOL. Subtract line 4c from line 3. Line 6: Current year NOL. Add line 2, line 4c, and line 5.

Part II NOL carryover and disaster loss carryover limitations. See instructions.

Table for Part II with 1 row: Net income - Enter the amount from Form 100, line 18; Form 100W, line 18; Form 100S, line 15 less line 16; or Form 109, line 2; (but not less than -0-). Available balance: 0.

Prior Year NOLs

Table with 8 columns: (a) Year of loss, (b) Code - See instructions, (c) Type of NOL - See below, (d) Initial loss - See instructions, (e) Carryover from 2022, (f) Amount used in 2023, (g) Available balance, (h) Carryover to 2024 col. (e) minus col. (f). Row 1: 2022, GEN, 4,340, 4,340, 0, 0, 4,340.

Current Year NOLs

Table with 8 columns: (a) Year of loss, (b) Code - See instructions, (c) Type of NOL - See below, (d) Initial loss - See instructions, (e) Carryover from 2022, (f) Amount used in 2023, (g) Available balance, (h) Carryover to 2024 col. (e) minus col. (f). Row 1: 2023, DIS, 9,584, 9,584, 0, 0, 9,584.

* Type of NOL: General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III 2023 NOL deduction

Table with 3 rows for NOL deduction. Line 1: Total the amounts in Part II, line 2, column (f). Line 2: Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 21; Form 100W, line 21; or Form 100S, line 19. Form 109 filers enter -0-. Line 3: Subtract line 2 from line 1. Enter the result here and on Form 100, line 19; Form 100W, line 19; Form 100S, line 17; or Form 109, line 7.

**ANNUAL REGISTRATION RENEWAL FEE REPORT
TO ATTORNEY GENERAL OF CALIFORNIA**
Sections 12586 and 12587, California Government Code
11 Cal. Code Regs. sections 301-307, and 310

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties. Revenue & Taxation Code section 23703; Government Code section 12586.1. IRS extensions will be honored.

MAIL TO:
Registry of Charities and Fundraisers
P.O. Box 903447
Sacramento, CA 94203-4470
STREET ADDRESS:
1300 I Street
Sacramento, CA 95814
WEBSITE ADDRESS:
www.oag.ca.gov/charities

<p><u>ARCHSTONE FOUNDATION</u> Name of Organization</p> <p>List all DBAs and names the organization uses or has used</p> <p><u>5000 BIRCH ST, WEST TOWER, 3RD FL, NO. #</u> Address (Number and Street)</p> <p><u>NEWPORT BEACH, CA 92660</u> City or Town, State, and ZIP Code</p> <p><u>562-590-8655</u> <u>ARCHSTONE@ARCHSTONE.ORG</u> Telephone Number E-mail Address</p>	<p>Check if:</p> <p><input checked="" type="checkbox"/> Change of address</p> <p><input type="checkbox"/> Amended report</p> <p><input type="checkbox"/> Organization requests email notifications</p> <hr/> <p>State Charity Registration Number <u>62160</u></p> <p>Corporation or Organization No. <u>1286264</u></p> <p>Federal Employer ID No. <u>33-0133359</u></p>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, and 310)
Make Check Payable to Department of Justice

Total Revenue	Fee	Total Revenue	Fee	Total Revenue	Fee
Less than \$50,000	\$25	Between \$250,001 and \$1 million	\$100	Between \$20,000,001 and \$100 million	\$800
Between \$50,000 and \$100,000	\$50	Between \$1,000,001 and \$5 million	\$200	Between \$100,000,001 and \$500 million	\$1,000
Between \$100,001 and \$250,000	\$75	Between \$5,000,001 and \$20 million	\$400	Greater than \$500 million	\$1,200

PART A - ACTIVITIES

For your most recent full accounting period (beginning 07/01/2023 ending 06/30/2024) list:

Total Revenue (including noncash contributions) \$ 876,946 Noncash Contributions \$ 0 Total Assets \$ 116,257,425
 Program Expenses \$ 5,728,058 Total Expenses \$ 7,183,076

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: All questions must be answered. If you answer "yes" to any of the questions below, you must attach a separate page providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof, either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, were any organization funds used to pay any penalty, fine or judgment?		X
4. During this reporting period, were the services of a commercial fundraiser, fundraising counsel for charitable purposes, or commercial coventurer used?		X
5. During this reporting period, did the organization receive any governmental funding?		X
6. During this reporting period, did the organization hold a raffle for charitable purposes?		X
7. Does the organization conduct a vehicle donation program?		X
8. Did the organization conduct an independent audit and prepare audited financial statements in accordance with generally accepted accounting principles for this reporting period?	X	
9. At the end of this reporting period, did the organization hold restricted net assets, while reporting negative unrestricted net assets?		X

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, the content is true, correct and complete, and I am authorized to sign.

<u>RIGOBERTO J. SABORIO</u>	<u>PRESIDENT/CEO</u>		
Signature of Authorized Agent	Printed Name	Title	Date