

PUBLIC DISCLOSURE COPY

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2023**Open to Public Inspection****For calendar year 2023 or tax year beginning** 07/01/2023 **and ending** 06/30/2024

Name of foundation

PISCES FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

268 BUSH STREET

Room/suite

#3433

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

SAN FRANCISCO, CA 94104

G Check all that apply:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 54,509,748.

J Accounting method:☐ Cash☒ Accrual☐ Other (specify) _____

(Part I, column (d), must be on cash basis.)

A Employer identification number

20-7415160

B Telephone number (see instructions)

(415) 364-3760

C If exemption application is pending, check here. ☐**D** 1. Foreign organizations, check here. ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	50,176,358.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3	Interest on savings and temporary cash investments	3,816.	3,816.		
	4	Dividends and interest from securities	578,994.	1,240,594.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	327,679.			
	b	Gross sales price for all assets on line 6a 58,359,162.				
	7	Capital gain net income (from Part IV, line 2)		28,944,168.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	404,684.			STMT 1
	12	Total. Add lines 1 through 11	51,491,531.	30,188,578.		
	13	Compensation of officers, directors, trustees, etc.	841,555.			841,555.
	14	Other employee salaries and wages	1,612,598.			876,877.
	15	Pension plans, employee benefits	358,606.			341,244.
	16a	Legal fees (attach schedule) STMT 2	98,877.	NONE	NONE	70,677.
	b	Accounting fees (attach schedule) STMT 3	86,659.	44,811.	NONE	44,811.
	c	Other professional fees (attach schedule) *	633,349.			621,222.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	592,899.			181,763.
	19	Depreciation (attach schedule) and depletion	138,690.			
	20	Occupancy				
	21	Travel, conferences, and meetings	116,273.			119,423.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 6	1,736,646.	28,321.		1,591,938.
	24	Total operating and administrative expenses. Add lines 13 through 23.	6,216,152.	73,132.	NONE	4,689,510.
	25	Contributions, gifts, grants paid	19,632,769.			16,696,100.
	26	Total expenses and disbursements. Add lines 24 and 25	25,848,921.	73,132.	NONE	21,385,610.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	25,642,610.			
	b	Net investment income (if negative, enter -0-)		30,115,446.		
	c	Adjusted net income (if negative, enter -0-)			-0-	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	235,821.	445,656.	445,656.
	2 Savings and temporary cash investments	367,200.	131,308.	131,308.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	243,284.	305,030.	305,030.
	10a Investments - U.S. and state government obligations (attach schedule). **	22,441,675.	51,895,003.	51,895,003.
	b Investments - corporate stock (attach schedule) . STMT 8 . .	481,632.	162,924.	162,924.
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe STMT 9)	2,011,153.	1,569,827.	1,569,827.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,780,765.	54,509,748.	54,509,748.
	17 Accounts payable and accrued expenses	409,145.	1,017,529.	
	18 Grants payable	3,101,841.	6,029,976.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons . .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe STMT 10)	974,819.	524,673.	
	23 Total liabilities (add lines 17 through 22)	4,485,805.	7,572,178.	
	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30 <input checked="" type="checkbox"/>			
	24 Net assets without donor restrictions	21,294,960.	46,937,570.	
	25 Net assets with donor restrictions	NONE	NONE	
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30 <input type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds . .			
	29 Total net assets or fund balances (see instructions)	21,294,960.	46,937,570.	
	30 Total liabilities and net assets/fund balances (see instructions)	25,780,765.	54,509,748.	

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	21,294,960.
2 Enter amount from Part I, line 27a	2	25,642,610.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	46,937,570.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	46,937,570.

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STMT 7

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	28,944,168.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }		3		

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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	418,605.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) }			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	
3 Add lines 1 and 2		3	418,605.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	418,605.
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	497,443.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	497,443.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	NONE
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	78,838.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 78,838. Refunded		11	

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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. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. CA,		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PISCESFOUNDATION.ORG	X	
14 The books are in care of PISCES, INC. Telephone no. 415-288-0540 Located at 220 MONTGOMERY STREET, STE 433 SAN FRANCISCO, CA ZIP+4 94104-3402		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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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? If "Yes," list the years	2a	X
_____ , _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____ , _____ , _____ , _____		
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
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?		
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. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		841,555.	158,306.	1,440.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		783,830.	151,731.	3,930.

Total number of other employees paid over \$50,000	3
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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		833,716.

Total number of others receiving over \$50,000 for professional services 5

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	37,576,537.
b	Average of monthly cash balances	1b	2,900,048.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	40,476,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	40,476,585.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	607,149.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	39,869,436.
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	1,993,472.

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	1,993,472.
2a	Tax on investment income for 2023 from Part V, line 5. 2a		418,605.
b	Income tax for 2023. (This does not include the tax from Part V.) 2b		
c	Add lines 2a and 2b.	2c	418,605.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,574,867.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,574,867.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	1,574,867.

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	21,385,610.
b	Program-related investments - total from Part VIII-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	21,385,610.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				1,574,867.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only.			NONE	
b Total for prior years: 20 21, 20 20, 20 19		NONE		
3 Excess distributions carryover, if any, to 2023:				
a From 2018	16,236,408.			
b From 2019	18,272,474.			
c From 2020	21,479,845.			
d From 2021	23,307,418.			
e From 2022	21,694,816.			
f Total of lines 3a through e	100,990,961.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 21,385,610.				
a Applied to 2022, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2023 distributable amount.				1,574,867.
e Remaining amount distributed out of corpus. . .	19,810,743.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	120,801,704.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) . . .	16,236,408.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	104,565,296.			
10 Analysis of line 9:				
a Excess from 2019 . . .	18,272,474.			
b Excess from 2020 . . .	21,479,845.			
c Excess from 2021 . . .	23,307,418.			
d Excess from 2022 . . .	21,694,816.			
e Excess from 2023 . . .	19,810,743.			

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

NOT APPLICABLE

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)

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

Part XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 19

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. See instructions.

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

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

c Any submission deadlines:

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

Part XIV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 20				16,696,100.
Total			3a	16,696,100.
b <i>Approved for future payment</i>				
SEE STATEMENT 21				6,070,000.
Total			3b	6,070,000.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	3,816.	
4 Dividends and interest from securities				14	578,994.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	327,679.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b UNREALIZED GAINS				18	404,684.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					1,315,173.	
13 Total. Add line 12, columns (b), (d), and (e)						1,315,173.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29341214.		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		29347909.					-6,695.	
29017948.		PUBLICLY TRADED SECURITIES				D	VARIOUS	VARIOUS
		67,085.					28950863.	
TOTAL GAIN(LOSS)							----- 28944168. =====	

**Schedule B
(Form 990)**

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Name of the organization

Employer identification number

PISCES FOUNDATION

20-7415160

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization

PISCES FOUNDATION

Employer identification number

20-7415160

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT J. FISHER 220 MONTGOMERY STREET, STE 433 SAN FRANCISCO, CA 94104	\$ 29,176,358.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	SKY OAKS CHILDREN'S TRUST FBO AFG P.O. BOX 40100 RENO, NV 89504	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	SKY OAKS CHILDREN'S TRUST FBO EEF P.O. BOX 40100 RENO, NV 89504	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	SKY OAKS CHILDREN'S TRUST FBO JRF P.O. BOX 40100 RENO, NV 89504	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

PISCES FOUNDATION

Employer identification number

20-7415160

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	1,000,000 SHS GAP INC	\$ 27,985,000.	03/26/2024
1	4,244 SHS OF PROCORE TECHNOLOGIES, INC	\$ 274,778.	08/14/2023
1	2,431 SHS OF DATADOG, INC	\$ 229,170.	08/22/2023
1	834 SHS OF STEM, INC	\$ 3,884.	09/07/2023
1	2,545 SHS OF PROCORE TECHNOLOGIES INC	\$ 163,135.	09/22/2023
1	2,227 SHS OF PROCORE TECHNOLOGIES INC	\$ 172,114.	02/29/2024

Name of organization

PISCES FOUNDATION

Employer identification number

20-7415160

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	2,547 SHS OF PROCORE TECHNOLOGIES INC	\$ 173,196.	05/14/2024
1	2,547 SHS OF PROCORE TECHNOLOGIES INC	\$ 175,081.	05/29/2024
		\$	
		\$	
		\$	
		\$	

Name of organization

PISCES FOUNDATION

Employer identification number

20-7415160

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

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

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

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
UNREALIZED GAIN/LOSS	404,684.

TOTALS	404,684.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL SERVICES	98,877.			70,677.
	-----	-----	-----	-----
TOTALS	98,877.	NONE	NONE	70,677.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX AND ACCOUNTING SERVICES	86,659.	44,811.		44,811.
TOTALS	86,659.	44,811.	NONE	44,811.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
IT CONSULTING	49,168.			44,736.
OPERATIONS CONSULTING	379,187.			381,116.
COMMUNICATIONS CONSULTING	92,775.			92,775.
OTHER PROFESSIONAL FEES	112,219.			102,595.
	-----			-----
TOTALS	633,349.			621,222.
	=====			=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
FEDERAL EXCISE TAX	411,136.	
PAYROLL TAXES	139,671.	139,671.
PROPERTY TAXES	42,092.	42,092.
	-----	-----
TOTALS	592,899.	181,763.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK FEES	28,321.	28,321.	
COMPUTER EXPENSES	52,466.		53,089.
CONTINUING EDUCATION	51,221.		49,770.
DUES, FEES & SUBSCRIPTIONS	89,233.		72,526.
INSURANCE	3,038.		2,045.
MISCELLANEOUS EXPENSES	2,446.		2,084.
OFFICE EXPENSES	22,976.		22,878.
OFFICE R&M	5,713.		5,378.
OTHER PROGRAM EXPENSES	795,651.		741,741.
POSTAGE & DELIVERY	897.		897.
RECRUITING	49,698.		48,764.
RENT	563,826.		519,113.
TEAM DEVELOPMENT	6,439.		6,439.
TELEPHONE	16,359.		19,127.
WEBSITE / INTERNET	31,177.		30,902.
PAYROLL EXPENSES	17,185.		17,185.
	-----	-----	-----
TOTALS	1,736,646.	28,321.	1,591,938.
	=====	=====	=====

PISCES FOUNDATION

20-7415160

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
U.S. GOVERNMENT DEBT	51,895,003.	51,895,003.
	-----	-----
US OBLIGATIONS TOTAL	51,895,003.	51,895,003.
	=====	=====

PISCES FOUNDATION

20-7415160

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
1826 SHS DATADOG INC	NONE	NONE
2547 SHS PROCORE TECHNOLOGIES	162,924.	162,924.
	-----	-----
TOTALS	162,924.	162,924.
	=====	=====

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FIXED ASSETS	841,660.	841,660.
OPERATING LEASE RIGHT-OF-USE	503,481.	503,481.
INTEREST RECEIVABLE	213,481.	213,481.
OTHER RECEIVABLES	11,205.	11,205.
	-----	-----
TOTALS	1,569,827.	1,569,827.
	=====	=====

FORM 990PF, PART II - OTHER LIABILITIES
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
DEFERRED FEDERAL EXCISE TAX	6,036.
LEASE LIABILITY	518,637.

TOTALS	524,673.
	=====

FORM 990PF, PART VII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:
ROBERT J. FISHER

ADDRESS:
220 MONTGOMERY STREET, STE 433

SAN FRANCISCO, CA 94104

TITLE:
TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4.00

OFFICER NAME:
ELIZABETH S. FISHER

ADDRESS:
220 MONTGOMERY STREET, STE 433

SAN FRANCISCO, CA 94104

TITLE:
TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10.00

FORM 990PF, PART VII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

DAVID S. BECKMAN

ADDRESS:

268 BUSH STREET

#3433

SAN FRANCISCO, CA 94104

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50.00

COMPENSATION 523,304.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 80,089.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 720.

OFFICER NAME:

CAROL TING

ADDRESS:

268 BUSH STREET

#3433

SAN FRANCISCO, CA 94104

TITLE:

CHIEF OPERATING OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 45.00

COMPENSATION 318,251.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 78,217.

FORM 990PF, PART VII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES	720.
--	------

TOTAL COMPENSATION:	841,555.
	=====

TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS:	158,306.
	=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES:	1,440.
	=====

990PF, PART VII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

JASON MORRIS

ADDRESS:

268 BUSH STREET #3433
SAN FRANCISCO, CA 94104

TITLE:

SR PROGRAM OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION 210,755.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 52,707.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 720.

EMPLOYEE NAME:

SARAH DIRINGER

ADDRESS:

268 BUSH STREET #3433
SAN FRANCISCO, CA 94104

TITLE:

PROGRAM OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION 181,436.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 19,750.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 720.

990PF, PART VII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

HALEH ZANDI

ADDRESS:

268 BUSH STREET #3433
SAN FRANCISCO, CA 94104

TITLE:

INITIATIVE OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION 158,519.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 32,750.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 750.

EMPLOYEE NAME:

ANNA LEFF-KICH

ADDRESS:

268 BUSH STREET #3433
SAN FRANCISCO, CA 94104

TITLE:

EXECUTIVE ASSISTANT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION 121,648.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 19,142.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 720.

990PF, PART VII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

LAUREN WITT

ADDRESS:

268 BUSH STREET #2433
SAN FRANCISCO, CA 94104

TITLE:

GRANTS MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION 111,472.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS 27,382.

EXPENSE ACCOUNT AND OTHER ALLOWANCES 1,020.

TOTAL COMPENSATION: 783,830.
=====TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS: 151,731.
=====EXPENSE ACCOUNT AND OTHER ALLOWANCES: 3,930.
=====

990PF, PART VII-COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

SEILER LLP

ADDRESS:

THREE LAGOON DRIVE, SUITE 400
REDWOOD CITY, CA 94065

TYPE OF SERVICE:

ACCOUNTING

COMPENSATION 86,791.

NAME:

ELINA NASSER

ADDRESS:

11020 LORRAIN STREET
AUSTIN, TX 78703

TYPE OF SERVICE:

CONSULTING

COMPENSATION 86,925.

NAME:

THE BRIDGESPAN GROUP, INC.

ADDRESS:

88 KEARNY STREET, SUITE 200
SAN FRANCISCO, CA 94108

TYPE OF SERVICE:

CONSULTING

COMPENSATION 370,000.

990PF, PART VII-COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

ASAR SOCIAL IMPACT ADVISORS PRIVATE LTD

ADDRESS:

#16 7TH TEMPLE RD 15TH CROSS MALLESWARAM
BANGALORE, KARNATAKA, IN 560003

TYPE OF SERVICE:

PROGRAM DEVELOPMENT

COMPENSATION 200,000.

NAME:

SEVEN NOVEMBER, INC

ADDRESS:

3211 29TH AVENUE WEST
SEATTLE, WA 98199

TYPE OF SERVICE:

CONSULTING

COMPENSATION 90,000.

TOTAL COMPENSATION: 833,716.

=====

FORM 990PF, PART XIV - INFORMATION REGARDING FOUNDATION MANAGERS
=====

ROBERT J. FISHER
ELIZABETH S. FISHER

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

ATTACHMENT B

ADDRESS:

268 BUSH STREET, #3433

SAN FRANCISCO, CA 94104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEE ATTACHMENT B

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID.....	16,696,100.
---------------------------	-------------

TOTAL GRANTS PAID:	16,696,100.
	=====

FORM 990PF, PART XIV, LINE 3B - CONTRIBUTIONS, GIFTS, GRANTS APPROVED

=====

RECIPIENT NAME:

ATTACHMENT C

ADDRESS:

268 BUSH STREET, #3433

SAN FRANCISCO, CA 94104

PURPOSE OF GRANT:

SEE ATTACHMENT C

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT APPROVED FOR FUTURE PAYMENT 6,070,000.

AMOUNT OF ACCRUED GRANT NONE

TOTAL GRANTS APPROVED: 6,070,000.

=====

Form 2220	Underpayment of Estimated Tax by Corporations	OMB No. 1545-0123
Department of the Treasury Internal Revenue Service	Attach to the corporation's tax return. Go to www.irs.gov/Form2220 for instructions and the latest information.	2023
Name PISCES FOUNDATION		Employer identification number 20-7415160

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment	
1 Total tax (see instructions)	1 418,605.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method.	2b
c Credit for federal tax paid on fuels (see instructions)	2c
d Total. Add lines 2a through 2c	2d
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3 418,605.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.	4 41,651.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5 41,651.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty. See instructions.	
6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/> The corporation is using the annualized income installment method.
8	<input type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment				
	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 11/15/2023	12/15/2023	03/15/2024	06/15/2024
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	10 10,413.	20,351.		386,933.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11 37,443.			460,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column . . .	12	27,030.	6,679.	6,679.
13 Add lines 11 and 12	13	27,030.	6,679.	466,679.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0- . .	15 37,443.	27,030.	6,679.	466,679.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18 27,030.	6,679.	6,679.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.
For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 7% (0.07)	22	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 7% (0.07)	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 8% (0.08)	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{366}$ x 8% (0.08)	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{366}$ x %	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x %	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{366}$ x %	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x %	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$

38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns **38** \$ **NONE**

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a) First <u>2</u> months	(b) First <u>3</u> months	(c) First <u>6</u> months	(d) First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	1,106,612.	1,106,612.	1,267,406.	22537653.
22 Annualization amounts (see instructions)	22	6.00000	4.00000	2.00000	1.33333
23a Annualized taxable income. Multiply line 21 by line 22	23a	6,639,672.	4,426,448.	2,534,812.	30050129.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	6,639,672.	4,426,448.	2,534,812.	30050129.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return	24	92,291.	61,528.	35,234.	417,697.
25 Enter any alternative minimum tax (trusts only) for each payment period. See instructions	25				
26 Enter any other taxes for each payment period. See instructions.	26				
27 Total tax. Add lines 24 through 26	27	92,291.	61,528.	35,234.	417,697.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	92,291.	61,528.	35,234.	417,697.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	23,073.	30,764.	26,426.	417,697.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	23,073.	30,764.	26,426.	417,697.
33 Add the amounts in all preceding columns of line 38. See instructions	33		10,413.	30,764.	30,764.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	23,073.	20,351.		386,933.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter.	35	10,413.	198,890.	104,651.	104,651.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36			178,539.	283,190.
37 Add lines 35 and 36	37	10,413.	198,890.	283,190.	387,841.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	10,413.	20,351.		386,933.

Electronic Filing Information: PDF attachments Included in this Return

Tax Year: 2023

Name: PISCES FOUNDATION

Return No: E72279P3

Jurisdiction: Federal

No of Attachments: 3

PDF Attachment Description	PDF File Name	File Size
Attachment A	E72279P3_FE_Attachment A.pdf	535,192
Attachment B	E72279P3_FE_Attachment B.pdf	588,582
Attachment C	E72279P3_FE_Attachment C.pdf	490,490

FORM 990-PF - PART I, #19 DEPRECIATION AND DEPLETION

FY2024 Activity												
Description	Service date	Deprec	Life-Yr	Balance 7/1/23	FA	FA	Balance 6/30/24	6/30/2023	Total	6/30/2024	6/30/2024	FY24 Write Off
	Fiscal Year End	Method			Additions	Disposals		Accumulated Depreciation	Depreciation Expense	Accumulated Depreciation	Acc Depr	Net Book Value
Computer Equipment-5 yrs												
Computer Equipment	6/30/2017	SL	5	6,512			6,512	6,512	-	6,512		-
Computer Equipment	6/30/2019	SL	5	868			868	839	29	868		-
Sub-Total Computer Equipment - 5 yrs				7,380	-	-	7,380	7,351	29	7,380	-	-
Computer Equipment -3 yrs												
Computer Equipment	6/30/2019	SL	3	11,511			11,511	11,511	-	11,511		-
Computer Equipment	6/30/2020	SL	3	3,509			3,509	3,509	-	3,509		-
Computer Equipment	6/30/2021	SL	3	26,117			26,117	20,852	5,265	26,117		-
Computer Equipment	6/30/2022	SL	3	7,757			7,757	3,380	2,586	5,966		1,791
Computer Equipment	6/30/2023	SL	3	16,396			16,396	1,215	4,029	5,244		11,152
Computer Equipment	6/30/2024	SL	3	-	15,456		15,456	-	-	-		15,456
Sub-Total Computer Equipment - 3 yrs				65,290	15,456	-	80,746	40,467	11,880	52,347	-	28,399
Software-3 yrs												
Software	6/30/2020	SL	3	327		(327)	-	327	-	327	(327)	-
Software	6/30/2021	SL	3	4,596		(4,596)	-	4,111	485	4,596	(4,596)	-
Sub-Total Software-3 yrs				4,923	-	(4,923)	-	4,438	485	4,923	(4,923)	-
Furniture- 7 yrs												
Furniture	6/30/2013	SL	7	20,663			20,663	20,663	-	20,663		-
Furniture	6/30/2014	SL	7	5,663			5,663	5,663	-	5,663		-
Furniture	6/30/2016	SL	7	20,487			20,487	20,487	-	20,487		-
Furniture	6/30/2017	SL	7	10,439			10,439	9,196	1,243	10,439		-
Furniture	6/30/2019	SL	7	372,012			372,012	233,623	53,145	286,768		85,244
Furniture	6/30/2020	SL	7	4,117			4,117	2,157	588	2,745		1,372
Sub-Total Furniture- 7yrs				433,381	-	-	433,381	291,789	54,976	346,765	-	86,616
Furniture - 5 yrs												
Furniture	6/30/2015	SL	5	630			630	630	-	630		-
Sub-Total Furniture - 5 yrs				630	-	-	630	630	-	630	-	-
Equipment												
Equipment	6/30/2016	SL	5	6,298			6,298	6,298	-	6,298		-
Equipment	6/30/2019	SL	5	61,578			61,578	56,919	4,659	61,578		-
Equipment	6/30/2021	SL	5	4,982			4,982	2,905	996	3,901		1,081
Sub-Total Equipment				72,858	-	-	72,858	66,122	5,655	71,777	-	1,081
Design Fees												
Design Fees	6/30/2019	SL	6	265,962			265,962	206,387	44,327	250,714		15,248
Sub-Total Design Fees				265,962	-	-	265,962	206,387	44,327	250,714	-	15,248
Tenant Improvements (Structural)												
Tenant Improvements (Structural)	6/30/2019	SL	39	832,176			832,176	100,523	21,338	121,861		710,315
Sub-Total Tenant Improvements (Structural)				832,176	-	-	832,176	100,523	21,338	121,861	-	710,315
TOTAL				1,682,600	15,456	(4,923)	1,693,133	717,707	138,690	856,397	(4,923)	841,659

FORM 990-PF, PAGE 11 PART XIV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Air Alliance Houston	2520 Caroline Street	Houston	Texas	77004	None	PC	\$200,000	For general operating support.
Air Alliance Houston	2520 Caroline Street	Houston	Texas	77004	None	PC	\$200,000	For general operating support.
Anthropocene Alliance	105 NE. Bay Ave.	Micanopy	Florida	32667	None	PC	\$150,000	For general operating support.
Association for Environmental and Outdoor Education	2930 Domingo Ave., Suite 3028	Berkeley	California	94705	None	PC	\$50,000	To support environmental education in California.
Association for Environmental and Outdoor Education	2930 Domingo Ave., Suite 3028	Berkeley	California	94705	None	PC	\$50,000	To support environmental education in California.
BayKeeper	1736 Franklin Street, Suite 800	Oakland	California	94612	None	PC	\$50,000	To advance smart water approaches in the Bay-Delta region.
Biscayne Bay Waterkeeper Inc	220 Miracle Mile, Suite 229	Coral Gables	Florida	33134	None	PC	\$150,000	To advance smart water approaches in Miami-Dade County.
California Academy of Sciences	55 Music Concourse Drive, Golden Gate Park	San Francisco	California	94118	None	PC	\$200,000	To support environmental education.
California Academy of Sciences	55 Music Concourse Drive, Golden Gate Park	San Francisco	California	94118	None	PC	\$25,000	For general operating support.
California Trout, Inc.	435 Pacific Ave, Suite 200	San Francisco	California	94133	None	PC	\$5,000	For general operating support.
Chesapeake Bay Trust	108 Severn Avenue	Annapolis	Maryland	21403	None	PC	\$150,000	To advance environmental literacy in the mid-Atlantic.
Children and Nature Network	1611 County Rd. B West, Ste. 315	Roseville	Minnesota	55113	None	PC	\$200,000	To support network building.
Civic Space Foundation	760 Fell St.	San Francisco	California	94117	None	PC	\$500,000	To support community building events in San Francisco.
Clean Water Fund	1444 I Street NW, Suite 400	Washington	District of Columbia	20005	None	PC	\$37,500	To support work to protect drinking water.
Clean Water Fund	1444 I Street NW, Suite 400	Washington	District of Columbia	20005	None	PC	\$112,500	To support work to protect drinking water.
Climate Justice Alliance	PO Box 10202	Berkeley	California	94709	None	PC	\$100,000	To support climate solutions.
ClimateWorks Foundation	235 Montgomery St., Ste. 1300	San Francisco	California	94104	None	PC	\$150,000	To reduce emissions of super pollutants.
Community Initiatives	1000 Broadway, Suite #480	Oakland	California	94607	None	PC	\$150,000	For general operating support of Latino Outdoors.
Consensus Building Institute Inc	2067 Massachusetts Avenue, Suite 570	Cambridge	Massachusetts	02140	None	PC	\$100,000	To support environmental education in the Northeast.
Conservation International Foundation	2011 Crystal Drive, Suite 600	Arlington	Virginia	22202	None	PC	\$500,000	To support the Spend Down Fund.
Conservation Lands Foundation	835 E. 2nd Ave. #314	Durango	Colorado	81301	None	PC	\$5,000	For general operating support.
Conservation Lands Foundation	835 E. 2nd Ave. #314	Durango	Colorado	81301	None	PC	\$15,000	For general operating support.
Continental Micronesia Inc.	181 E. Marine Corps Drive, Carl Rose Building, Suite 207	Hagatna	Guam	96910	None	PC	\$25,000	To support the Micronesia Climate Change Alliance for the summit.
Association of Pacific Island Corporation of the Fine Arts Museums	50 Hagiwara Tea Garden Drive	San Francisco	California	94118	None	PC	\$15,000	To support the arts fellowship program.
Council on Foundations	2121 Crystal Drive, Suite 700	Arlington	Virginia	22202	None	PC	\$50,000	To support the convening.

FORM 990-PF, PAGE 11 PART XIV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Creativity Explored	3245 16th Street	San Francisco	California	94103	None	PC	\$5,000	For general operating support.
Deep South Center for Environmental Justice	9801 Lake Forest Blvd.	New Orleans	Louisiana	70127	None	PC	\$50,000	For general operating support.
Deep South Center for Environmental Justice	9801 Lake Forest Blvd.	New Orleans	Louisiana	70127	None	PC	\$200,000	For general operating support and to advance smart water approaches in impacted communities.
Earthworks	1612 K St. NW, Suite 904	Washington	District of Columbia	20006	None	PC	\$200,000	To reduce emissions of super pollutants.
EcoRise Youth Innovations	2711 E 22nd St.	Austin	Texas	78722	None	PC	\$250,000	To build national capacity for environmental education.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	New York	10115	None	PC	\$200,000	To support the Blue Sky Funders Forum.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	New York	10115	None	PC	\$350,000	To support the Blue Sky Funders Forum.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	New York	10115	None	PC	\$25,000	To support the Blue Sky Funders Forum.
Exploratorium	Pier 17, Suite 100	San Francisco	California	94111	None	PC	\$2,500	For general operating support.
Friends of Katahdin Woods and Waters	PO Box 18177	Portland	Maine	04112	None	PC	\$5,000	For general operating support.
Friends of the Urban Forests	Presidio of San Francisco, 1007 General Kennedy Ave., Ste. 1	San Francisco	California	94129	None	PC	\$2,500	For general operating support.
Funders' Network for Smart Growth and Livable Communities	2000 Ponce de Leon Blvd., Suite 600	Coral Gables	Florida	33143	None	PC	\$20,000	To support the convening.
Global Philanthropy Partnership	303 E Wacker Drive, Suite 2108	Chicago	Illinois	60601	None	PC	\$100,000	To support Green Infrastructure Leadership Exchange to advance smart water approaches.
Golden Gate National Parks Conservancy	Building 201, Fort Mason	San Francisco	California	94123	None	PC	\$25,000	To support the annual event.
Golden Gate National Parks Conservancy	Building 201, Fort Mason	San Francisco	California	94123	None	PC	\$25,000	For general operating support.
Golden Gate National Parks Conservancy	Building 201, Fort Mason	San Francisco	California	94123	None	PC	\$10,000	To support One Tam.
Great Lakes Aquatic Habitat Network and Fund, Inc.	PO Box 2479	Petoskey	Michigan	49770	None	PC	\$100,000	For general operating support.
Great Lakes Stewardship Initiative	10925 Foreman Street	Lowell	Michigan	49331	None	PC	\$100,000	To support environmental education in Michigan.
Green Diversity Initiative	1030 15th St NW, #225, Washington, DC 20005	Washington	District of Columbia	20036-3116	None	PC	\$50,000	For general operating support.
GreenLatinos	1919 14th St., Suite 700	Boulder	Colorado	80302	None	PC	\$200,000	To raise awareness about the benefits of super pollutant reduction and advance smart water approaches.
Grist Magazine	PO Box 12710	Seattle	Washington	98111	None	PC	\$115,000	To raise awareness about the benefits of super pollutant reduction.
Groundwork San Diego - Chollas Creek	5106 Federal Blvd. #203	San Diego	California	92105	None	PC	\$100,000	To advance smart water approaches in San Diego.
Hawaii Community Foundation	827 Fort Street Mall	Honolulu	Hawaii	96813	None	PC	\$5,000	To support the Maui Strong Fund.
High Ambition Climate Collective	1730 Clement Street	San Francisco	California	94121	None	PC	\$25,000	For general operating support.
Indigenous Educational Network of Turtle Island	PO Box 485	Bemidji	Minnesota	56619	None	PC	\$250,000	For general operating support.

FORM 990-PF, PAGE 11 PART XIV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Institute for Governance & Sustainable Development	5800 MacArthur Blvd., NW	Washington	District of Columbia	20016-2512	None	PC	\$250,000	To reduce emissions of super pollutants.
International Council on Clean Transportation	1500 K St. NW, Suite 650	Washington DC	District of Columbia	20005	None	PC	\$500,000	To reduce emissions of super pollutants.
International Sustainable Energy Foundation	808 Harris Ave.	Austin	Texas	78705	None	PC	\$200,000	To reduce emissions of super pollutants.
Jhatkaa.org	C/O 91 Springboard Business Hub Private Limited, 1st Floor, Gopala	Bangalore	Karnataka	560025	None	PC	\$37,500	To reduce air pollution.
Johns Hopkins University	3400 North Charles Street	Baltimore	Maryland	21218	None	PC	\$50,000	To support the SNF Agora Institute.
Justice Outside	1624 Franklin Street, Suite 520	Oakland	California	94612	None	PC	\$450,000	To support environmental education and for general operating support.
Kansas Association for Conservation and Environmental Education	2610 Claflin Rd.	Manhattan	Kansas	66502-2743	None	PC	\$50,000	To build regional capacity for environmental education.
Kentucky Association for Environmental Education	PO Box 2739	Elizabethtown	Kentucky	42702	None	PC	\$150,000	To support Southeastern Environmental Education Alliance to build capacity for environmental education.
Kupu	677 Ala Moana Blvd., Suite 1200	Honolulu	Hawaii	96813	None	PC	\$150,000	To support environmental education in Hawai'i.
Landpaths	618 4th Street, Suite 217	Santa Rosa	California	95401	None	PC	\$2,500	For general operating support.
La Semilla Food Center	PO Box 2579	Anthony	New Mexico	88021	None	PC	\$100,000	To support environmental education.
League of Conservation Voters Education Fund	740 15th Street NW, 7th Floor	Washington	District of Columbia	20005	None	PC	\$125,000	For general operating support of Chispa TX.
Los Angeles Waterkeeper	360 E. 2nd Street, Suite 250	Los Angeles	California	90012	None	PC	\$5,000	For general operating support.
Lost Light Projects	26 Court Street, Suite 1617	Brooklyn	New York	11242	None	PC	\$25,000	To raise awareness about the benefits of super pollutant reduction.
Lost Light Projects	26 Court Street, Suite 1617	Brooklyn	New York	11242	None	PC	\$90,000	To raise awareness about the benefits of super pollutant reduction.
Marin Museum of Contemporary Art	500 Palm Drive	Novato	California	94949	None	PC	\$5,000	To support the Young Artists for the Planet event.
Milwaukee Water Commons Inc	1836 W. Fond Du Lac Ave.	Milwaukee	Wisconsin	53205	None	PC	\$100,000	To advance smart water approaches in Milwaukee.
Multiplier	548 Market St., PMB 81178	San Francisco	California	94104-5401	None	PC	\$100,000	To support WaterNow Alliance.
Multiplier	548 Market St., PMB 81178	San Francisco	California	94104-5401	None	PC	\$150,000	To support Water Hub to raise awareness about water issues.
National Caucus of Environmental Legislators	1100 H Street NW, Suite 600	Washington	District of Columbia	20005	None	PC	\$50,000	To support infrastructure for environmental education.
National Caucus of Environmental Legislators	1100 H Street NW, Suite 600	Washington	District of Columbia	20005	None	PC	\$150,000	To support infrastructure for environmental education.
National Park Foundation	1500 K Street NW, Suite 700	Washington	District of Columbia	20005	None	PC	\$200,000	To support Golden Gate National Parks Conservancy.
National Park Foundation	1500 K Street NW, Suite 700	Washington	District of Columbia	20005	None	PC	\$250,000	To support infrastructure for environmental education.
National Parks Conservation Association	777 6th Street NW, Suite 700	Washington	District of Columbia	20001	None	PC	\$2,500	For general operating support.
National Public Radio Inc.	PO Box 791490	Baltimore	Maryland	21279-1490	None	PC	\$15,000	To support climate communications.

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Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
National Recreation and Park Association	22377 Belmont Ridge Road	Ashburn	Virginia	20148	None	PC	\$200,000	To support environmental education.
National Wildlife Federation	PO Box 1583	Merrifield	Virginia	22116-1583	None	PC	\$150,000	To support the Clean Water For All Coalition.
National Wildlife Federation	PO Box 1583	Merrifield	Virginia	22116-1583	None	PC	\$75,000	To advance smart water approaches in Houston.
Native Americans in Philanthropy	1140 3rd Street NE	Washington	District of Columbia	20002	None	PC	\$150,000	To support environmental education.
Native Americans in Philanthropy	1140 3rd Street NE	Washington	District of Columbia	20002	None	PC	\$150,000	To support environmental education.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	New York	10011	None	PC	\$200,000	To reduce emissions of super pollutants.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	New York	10011	None	PC	\$250,000	To support work to protect drinking water.
NatureBridge	1033 Fort Cronkhite	Sausalito	California	94965	None	PC	\$10,000	For general operating support.
New Venture Fund	1828 L Street, NW, Suite 300-A	Washington	District of Columbia	20036	None	PC	\$119,600	To raise awareness about the benefits of super pollutant reduction.
North American Association for Environmental Education	1250 24th Street, NW, Suite 801	Washington	District of Columbia	20037	None	PC	\$250,000	To build capacity for environmental education.
North Carolina State University	Office of Research Administration, 2820 Faucette Drive, Campus Box PO Box 16172	Raleigh	North Carolina	27695	None	PC	\$200,000	To build capacity for evaluation in environmental education.
Nuestra Tierra Conservation Project	PO Box 16172	Las Cruces	New Mexico	88004	None	PC	\$50,000	For general operating support.
Outdoor Afro	3645 Grand Ave, Suite 400	Oakland	California	94610	None	PC	\$200,000	For general operating support.
Outward Bound California	548 Market St PMB 68876	San Francisco	California	94104	None	PC	\$1,500	For general operating support.
Outward Bound California	548 Market St PMB 68876	San Francisco	California	94104	None	PC	\$1,500	For general operating support.
Oxfam America	226 Causeway Street, 5th Floor	Boston	Massachusetts	02114	None	PC	\$150,000	To raise awareness about the benefits of super pollutant reduction.
Pandion Institute	PO Box 1052	Joseph	Oregon	97846	None	PC	\$25,000	For general operating support.
Parks California	400 Capitol Mall, Suite 900	Sacramento	California	95814	None	PC	\$5,000	For general operating support.
Partnership Project Inc	PO Box 65826	Washington	District of Columbia	20035	None	PC	\$275,000	To support Methane Partners Campaign to reduce emissions of super pollutants.
Pie Ranch	2080 Green Oaks Way	Pescadero	California	94060	None	PC	\$1,000	For general operating support.
Pittsburgh United	841 California Ave.	Pittsburgh	Pennsylvania	15212	None	PC	\$125,000	For general operating support of Beaver County United.
Point Reyes Bird Observatory	999 Mesa Road	Bolinas	California	94924	None	PC	\$1,000	For general operating support.
Point Reyes National Seashore Association	1 Bear Valley Road, Bldg. 70	Point Reyes Station	California	94956	None	PC	\$1,000	For general operating support.
PolicyLink	1438 Webster St., Ste. 303	Oakland	California	94612-3228	None	PC	\$150,000	To support the Water Equity and Climate Resilience Caucus.
Redford Center	PO Box 29144	San Francisco	California	94129-0144	None	PC	\$1,500	For general operating support.

FORM 990-PF, PAGE 11 PART XIV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Regents of the University of California	1608 Fourth Street, Suite 220, Mail Code 5940	Berkeley	California	94710-1749	None	PC	\$150,000	To support environmental education.
Ripple Effect Water Literacy Project	1522 2nd Street, Apt D	New Orleans	Louisiana	70130	None	PC	\$100,000	To support Louisiana Environmental Education Advancement Project.
River Network	PO Box 21387	Boulder	Colorado	80308	None	PC	\$10,000	To support the annual event.
Rockefeller Philanthropy Advisors	120 Broadway, Suite 3475	New York	New York	10271	None	PC	\$100,000	To support Youth Climate Justice Fund.
San Francisco Botanical Garden	1199 9th Avenue	San Francisco	California	94122	None	PC	\$5,000	For general operating support.
Society at Strybing Arboretum	166 Geary Street, Suite 1500 #2362	San Francisco	California	94108	None	PC	\$1,500	For general operating support.
San Francisco Parks Alliance								
San Francisco Zoological Society	1 Zoo Road	San Francisco	California	94132-1098	None	PC	\$5,000	For general operating support.
Save the Bay	560 14th Street #400	Oakland	California	94612	None	PC	\$125,000	For general operating support.
Save the Bay	560 14th Street #400	Oakland	California	94612	None	PC	\$100,000	To advance smart water approaches.
Sierra Club Foundation	2101 Webster Street, Suite 1250	Oakland	California	94612	None	PC	\$150,000	To support Outdoor Alliance for Kids to connect youth and families with the outdoors.
Social and Environmental Entrepreneurs	23564 Calabasas Road, Suite 201	Calabasas	California	91302	None	PC	\$10,000	For general operating support of Building Equity and Alignment.
Social and Environmental Entrepreneurs	23564 Calabasas Road, Suite 201	Calabasas	California	91302	None	PC	\$50,000	To support the Lupine Collaborative.
Sogorea Te Land Trust	2501 Harrison St.	Oakland	California	94612	None	PC	\$10,000	For general operating support.
Southwest Organizing Project	211 10th St. SW	Albuquerque	New Mexico	87102	None	PC	\$125,000	For general operating support of Pueblo Action Alliance.
Strategic Energy Innovations	100 Smith Ranch Road, Suite 124	San Rafael	California	94903	None	PC	\$2,500	For general operating support.
Techbridge Girls	1423 Broadway, Suite 575	Oakland	California	94612	None	PC	\$1,000	For general operating support.
Ten Strands	PO Box 150869	San Rafael	California	94915-0869	None	PC	\$150,000	To support environmental education in California.
The Aspen Institute Inc	2300 N St. NW, Suite 700	Washington	District of Columbia	20037	None	PC	\$100,000	To support the Center for Native American Youth for environmental education in the Pacific Northwest.
The Climate Center	1275 4th St. #191	Santa Rosa	California	95404	None	PC	\$2,500	For general operating support.
The Energy Foundation	50 California Street, Suite 1500	San Francisco	California	94111	None	PC	\$425,000	To support research on super pollutant mitigation.
The Energy Foundation	50 California Street, Suite 1500	San Francisco	California	94111	None	PC	\$425,000	To support research on super pollutant mitigation.
The New School	66 West 12th Street	New York	New York	10011	None	PC	\$50,000	To support the fellowship program.
The New School	66 West 12th Street	New York	New York	10011	None	PC	\$10,000	To support the symposium.
The Trust for Public Land	23 Geary Street, Suite 1000	San Francisco	California	94108	None	PC	\$10,000	For general operating support.
Tides Center	1012 Torney Avenue	San Francisco	California	94129-1755	None	PC	\$2,000,000	For general operating support of Mosaic.

FORM 990-PF, PAGE 11 PART XIV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Trout Unlimited	PO Box 98166	Washington	District of Columbia	20090-8166	None	PC	\$2,500	For general operating support.
United Nations Foundation	1750 Pennsylvania Avenue NW, Suite 300	Washington	District of Columbia	20006	None	PC	\$200,000	To support US Climate Alliance to reduce emissions of super pollutants.
US Water Alliance	PO Box 65776	Washington	District of Columbia	20035	None	PC	\$35,000	To support the annual summit.
US Water Alliance	PO Box 65776	Washington	District of Columbia	20035	None	PC	\$100,000	For general operating support.
Verde	4145 NE. Cully Blvd.	Portland	Oregon	97218	None	PC	\$100,000	To advance smart water approaches in Portland.
Water Collaborative of Greater New Orleans	1433 North Claiborne Avenue	New Orleans	Louisiana	70116	None	PC	\$200,000	To advance smart water approaches in New Orleans.
Watershed Institute Inc	31 Titus Mill Road	Pennington	New Jersey	08534	None	PC	\$50,000	To advance smart water approaches in Trenton.
Whiskeytown Environmental School Community	PO Box 3	Whiskeytown	California	96095	None	PC	\$1,500	For general operating support.
Wild Salmon Center	721 NW. Ninth Ave., Suite 300	Portland	Oregon	97209	None	PC	\$5,000	For general operating support.
Occidental College	1600 Campus Road	Los Angeles	California	90041	None	PC	\$200,000	To support the Moving Forward Network.
World Resources Institute	10 G Street NE, Ste. 800	Washington	District of Columbia	20002	None	PC	\$125,000	To raise awareness about the benefits of super pollutant reduction.
Yosemite Foundation	101 Montgomery Street, Suite 2450	San Francisco	California	94104	None	PC	\$5,000	For general operating support.
							<u>\$16,696,100</u>	

FORM 990-PF, PAGE 11, PART XIV, 3B GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
California Academy of Sciences	55 Music Concourse Drive, Golden Gate Park	San Francisco	California	94118	None	PC	\$200,000	To support environmental education.
Chesapeake Bay Trust	108 Severn Avenue	Annapolis	Maryland	21403	None	PC	\$100,000	To advance environmental literacy in the mid-Atlantic.
Community Initiatives	1000 Broadway, Suite #480	Oakland	California	94607	None	PC	\$100,000	For general operating support of Latino Outdoors.
Consensus Building Institute Inc	2067 Massachusetts Avenue, Suite 570	Cambridge	Massachusetts	02140	None	PC	\$100,000	To support environmental education in the Northeast.
Deep South Center for Environmental Justice	9801 Lake Forest Blvd.	New Orleans	Louisiana	70127	None	PC	\$65,000	For general operating support and to advance smart water approaches in impacted communities.
Earthworks	1612 K St. NW, Suite 904	Washington	District of Columbia	20006	None	PC	\$100,000	To reduce emissions of super pollutants.
EcoRise Youth Innovations	2711 E. 22nd St.	Austin	Texas	78722	None	PC	\$250,000	To build national capacity for environmental education.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	New York	10115	None	PC	\$400,000	To support the Blue Sky Funders Forum.
Global Philanthropy Partnership	303 E. Wacker Drive, Suite 2108	Chicago	Illinois	60601	None	PC	\$100,000	To support Green Infrastructure Leadership Exchange to advance smart water approaches.
GreenLatinos	1919 14th St., Suite 700	Boulder	Colorado	80302	None	PC	\$75,000	To raise awareness about the benefits of super pollutant reduction and advance smart water approaches.
Groundwork San Diego - Chollas Creek	5106 Federal Blvd. #203	San Diego	California	92105	None	PC	\$100,000	To advance smart water approaches in San Diego.
Indigenous Educational Network of Turtle Island	PO Box 485	Bemidji	Minnesota	56619	None	PC	\$100,000	For general operating support.
Justice Outside	1624 Franklin Street, Suite 520	Oakland	California	94612	None	PC	\$300,000	To support environmental education and for general operating support.
Kentucky Association for Environmental Education	PO Box 2739	Elizabethtown	Kentucky	42702	None	PC	\$150,000	To support Southeastern Environmental Education Alliance to build capacity for environmental education.
League of Conservation Voters Education Fund	740 15th Street NW, 7th Floor	Washington	District of Columbia	20005	None	PC	\$65,000	For general operating support of Chispa TX.
Biscayne Bay Waterkeeper Inc	220 Miracle Mile, Suite 229	Coral Gables	Florida	33134	None	PC	\$150,000	To advance smart water approaches in Miami-Dade County.
Milwaukee Water Commons Inc	1836 W. Fond Du Lac Ave.	Milwaukee	Wisconsin	53205	None	PC	\$50,000	To advance smart water approaches in Milwaukee.
Multiplier	548 Market St., PMB 81178	San Francisco	California	94104-5401	None	PC	\$100,000	To support WaterNow Alliance.
National Park Foundation	1500 K Street NW, Suite 700	Washington	District of Columbia	20005	None	PC	\$400,000	To support Golden Gate National Parks Conservancy.
National Wildlife Federation	PO Box 1583	Merrifield	Virginia	22116-1583	None	PC	\$75,000	To advance smart water approaches in Houston.
Native Americans in Philanthropy	1140 3rd Street NE	Washington	District of Columbia	20002	None	PC	\$100,000	To support environmental education.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	New York	10011	None	PC	\$400,000	To reduce emissions of super pollutants.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	New York	10011	None	PC	\$150,000	To support work to protect drinking water.
North Carolina State University	Office of Research Administration, 2820 Faucette Drive. Campus Box 8001	Raleigh	North Carolina	27695	None	PC	\$100,000	To build capacity for evaluation in environmental education.
Outdoor Afro	3645 Grand Ave, Suite 400	Oakland	California	94610	None	PC	\$100,000	For general operating support.
Oxfam America	226 Causeway Street, 5th Floor	Boston	Massachusetts	02114	None	PC	\$150,000	To raise awareness about the benefits of super pollutant reduction.
Partnership Project Inc	PO Box 65826	Washington	District of Columbia	20035	None	PC	\$110,000	To support Methane Partners Campaign to reduce emissions of super pollutants.
Pittsburgh United	841 California Ave.	Pittsburgh	Pennsylvania	15212	None	PC	\$65,000	For general operating support of Beaver County United.
Rockefeller Philanthropy Advisors	120 Broadway, Suite 3475	New York	New York	10271	None	PC	\$100,000	To support Youth Climate Justice Fund.

FORM 990-PF, PAGE 11, PART XIV, 3B GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Recipient	Payment Amount	Purpose of Grant or Contribution
Save the Bay	560 14th Street #400	Oakland	California	94612	None	PC	\$50,000	To advance smart water approaches.
Sierra Club Foundation	2101 Webster Street, Suite 1250	Oakland	California	94612	None	PC	\$100,000	To support Outdoor Alliance for Kids to connect youth and families with the outdoors.
Southwest Organizing Project	211 10th St. SW	Albuquerque	New Mexico	87102	None	PC	\$65,000	For general operating support of Pueblo Action Alliance.
Watershed Institute Inc	31 Titus Mill Road	Pennington	New Jersey	08534	None	PC	\$50,000	To advance smart water approaches in Trenton.
United Nations Foundation	1750 Pennsylvania Avenue NW, Suite 300	Washington	District of Columbia	20006	None	PC	\$200,000	To support US Climate Alliance to reduce emissions of super pollutants.
US Water Alliance	PO Box 65776	Washington	District of Columbia	20035	None	PC	\$100,000	For general operating support.
Verde	4145 NE. Cully Blvd.	Portland	Oregon	97218	None	PC	\$100,000	To advance smart water approaches in Portland.
Water Collaborative of Greater New Orleans	1433 North Claiborne Avenue	New Orleans	Louisiana	70116	None	PC	\$100,000	To advance smart water approaches in New Orleans.
World Resources Institute	10 G Street NE, Ste. 800	Washington	District of Columbia	20002	None	PC	\$250,000	To raise awareness about the benefits of super pollutant reduction.
Children and Nature Network	1611 County Rd. B West, Ste. 315	Roseville	Minnesota	55113	None	PC	\$100,000	To support network building.
National Caucus of Environmental Legislators	1100 H Street NW, Suite 600	Washington	District of Columbia	20005	None	PC	\$200,000	To support community building events in San Francisco.
National Wildlife Federation	PO Box 1583	Merrifield	Virginia	22116-1583	None	PC	\$150,000	To support the Clean Water For All Coalition.
North American Association for Environmental Education	1250 24th Street, NW, Suite 801	Washington	District of Columbia	20037	None	PC	\$100,000	To build capacity for environmental education.
Water Foundation	3335 Watt Ave., Ste B PMB 233	Sacramento	California	95821	None	PC	\$250,000	For general operating support.
							\$6,070,000	Total Grants Approved for Future Payment