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

2021

Open to Public Inspection

For calendar year 2021, or tax year beginning 01-01-2021 , and ending 12-31-2021

Name of foundation
THE BAFRAYUNG FUND

A Employer identification number
83-2811578

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
CO KINNERET 126 E 56TH ST 26TH

B Telephone number (see instructions)
(646) 519-4333

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here............. ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here .... ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16*) ▶$ 1,053,667

J Accounting method: ☑ Cash ☐ Accrual
☐ 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 .... ▶ ☐

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).)*

		Description	(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)	9,626,372			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	329	329		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	30,095			
	b	Gross sales price for all assets on line 6a 4,724,820				
	7	Capital gain net income (from Part IV, line 2)		4,506,823		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,656,796	4,507,152		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	7,007	3,503		3,504
	b	Accounting fees (attach schedule)	31,280	15,640		15,640
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	285	285		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,572	19,428		19,144
	25	Contributions, gifts, grants paid	8,566,334			8,566,334
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,604,906	19,428		8,585,478
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,051,890			
	b	**Net investment income** (if negative, enter -0-)		4,487,724		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	478		
	2	Savings and temporary cash investments	1,299	1,053,667	1,053,667
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	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 ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,777	1,053,667	1,053,667
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here** ▶ ☑ **and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions	1,777	1,053,667	
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☐ **and complete lines 26 through 30.**			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	**Total net assets or fund balances** (see instructions)	1,777	1,053,667	
	30	**Total liabilities and net assets/fund balances** (see instructions)	1,777	1,053,667	

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	1,777
2	Enter amount from Part I, line 27a	2	1,051,890
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,053,667
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	1,053,667

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	38,300 SHS LEVI STRAUSS & CO NEW CL A COM STK		2021-08-05	2021-08-06
b	141,174 SHS LEVI STRAUSS & CO NEW CL A COM STK		2021-09-29	2021-09-29
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	1,081,598		46,381	1,035,217
b	3,643,222		171,616	3,471,606
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,035,217
b				3,471,606
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	4,506,823
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Bracket for line 1a Date of ruling or determination letter: ________ **(attach copy of letter if necessary–see instructions)**		
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	62,379
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	62,379
6	Credits/Payments:		
a	2021 estimated tax payments and 2020 overpayment credited to 2021	6a	3,974
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	62,405
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	66,379
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,000
11	Enter the amount of line 10 to be: **Credited to 2022 estimated tax** ▶ 4,000 **Refunded** ▶	11	0

Part VI-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2021 or the taxable year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

Part VI-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KINNERET GROUP LLC Telephone no. ▶(646) 519-4333

Located at ▶126 E 56TH ST 26TH FL NEW YORK NY ZIP+4 ▶10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign			

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)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)		No
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)		No
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		
c	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
d	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2021?	1d		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2021, did the foundation have any undistributed income (lines 6d and 6e, Part XII) for tax year(s) beginning before 2021?	2a		No
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2021 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2021.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)		No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
c	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	5d		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	8		No

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RACHEL GELMAN C/O KINNERET 126 E 56TH 26TH FL NEW YORK, NY 10022	CHAIR 1.00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part VIII- Summary of Direct Charitable Activities

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

Part VIII- Summary of Program-Related Investments (see instructions)

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

Part IX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	0
b	Average of monthly cash balances		1b	135,253
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	135,253
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	135,253
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)		4	2,029
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3.		5	133,224
6	**Minimum investment return.** Enter 5% (0.05) of line 5		6	6,661

Part X Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part IX, line 6		1	6,661
2a	Tax on investment income for 2021 from Part V, line 5	2a 62,379		
b	Income tax for 2021. (This does not include the tax from Part V.)	2b		
c	Add lines 2a and 2b		2c	62,379
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	0
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	0
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	0

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	
b	Program-related investments—total from Part VIII-B	1b	
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	

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				0
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only.			0	
b Total for prior years: 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2021:				
a From 2016.				
b From 2017.				
c From 2018. 578,000				
d From 2019. 1,691,936				
e From 2020. 2,373,497				
f **Total** of lines 3a through e	4,643,433			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ $ 8,585,478				
a Applied to 2020, 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 2021 distributable amount				0
e Remaining amount distributed out of corpus	8,585,478			
5 Excess distributions carryover applied to 2021. *(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	13,228,911			
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 2019. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				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 2016 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2022.** Subtract lines 7 and 8 from line 6a	13,228,911			
10 Analysis of line 9:				
a Excess from 2017				
b Excess from 2018 578,000				
c Excess from 2019. . . . 1,691,936				
d Excess from 2020 2,373,497				
e Excess from 2021 8,585,478				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2021	**(b)** 2020	**(c)** 2019	**(d)** 2018	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed					
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

RACHEL GELMAN

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.

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 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*				
ARAB AMERICAN ACTION NETWORK 3148 WEST 63RD STREET CHICAGO,IL 60629	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
BEND THE ARC JEWISH ACTION 330 7TH AVE FL 19 NEW YORK,NY 10001	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
BUILDING PEOPLE POWER 4400 TELEGRAPH AVE OAKLAND,CA 94609	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	4,882,000
CALIFORNIA COALITION FOR WOMEN PRISIONERS 4400 MARKET ST OAKLAND,CA 94608	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
CANGRESS 838 E 6TH ST LOS ANGELES,CA 90013	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	30,000
CAUSA JUSTAJUST CAUSE 1419 34TH AVE 203 OAKLAND,CA 94601	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
CENTER FOR POLITICAL EDUCATION 522 VALENCIA STREET SAN FRANCISCO,CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
CLIMATE JUSTICE ALLIANCE PO BOX 10202 BERKELEY,CA 94709	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
CLIMATE JUSTICE ALLIANCE PO BOX 10202 BERKELEY,CA 94709	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
COMMUNITY UNITED AGAINST VIOLENCE 427 S VAN NESS AVE SAN FRANCISCO,CA 94103	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	5,000
COOPERATION JACKSON 939 W CAPITOL ST JACKSON,MS 39203	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	30,000
CRITICAL RESISTANCE 1904 FRANKLIN ST STE 504 OAKLAND,CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	80,000
CRITICAL RESISTANCE 1904 FRANKLIN ST STE 504 OAKLAND,CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	118,000
CRITICAL RESISTANCE 1904 FRANKLIN ST STE 504 OAKLAND,CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
DANCERS GROUP 44 GOUGH STREET SUITE 201 SAN FRANCISCO,CA 94103	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	40,000
DIGNITY & POWER NOWCOMMUNITY PARTNERS 3655 SOUTH GRAND AVENUE SUITE 260 LOS ANGELES,CA 90007	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	70,000
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY SUITE 460 BERKELEY,CA 94704	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
EAST SIDE ARTS ALLIANCE 2277 INTERNATIONAL BLVD OAKLAND,CA 94606	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
FACTS EDUCATION FUND CFASC 6109 S WESTERN AVE STE 206 LOS ANGELES,CA 90047	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
FREEDOM ARCHIVES 522 VALENCIA STREET SAN FRANCISCO,CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	350,000
FREEDOM ARCHIVES 522 VALENCIA STREET SAN FRANCISCO,CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	8,000
GENERATIVE SOMATICS 248 3RD ST 312 OAKLAND,CA 94607	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET 4TH FLOOR JAMAICA PLAIN,MA 02130	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	60,000
GRASSROOTS POWER PROJECT 1400 SHATTUCK AVE STE 12 148 BERKELEY,CA 94709	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
GROUNDSWELL FUND	NONE	501(C)(3)	GENERAL OPERATING	80,000

548 MARKET STREET 49734 SAN FRANCISCO,CA 94104		PUBLIC CHA		
HEADWATERS FOUNDATION FOR JUSTICE 2801 21ST AVENUE SOUTH SUITE 132B MINNEAPOLIS,MN 55407	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
HIGHLANDER RESEARCH AND EDUCATION 1959 HIGHLANDER WAY NEW MARKET,TN 37820	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	373,334
HIGHLANDER RESEARCH AND EDUCATION 1959 HIGHLANDER WAY NEW MARKET,TN 37820	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
INDIGENOUS ENVIRONMENTAL NETWORK PO BOX 485 BEMIDJI,MN 56619	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
INTERNATIONAL INDIGENOUS YOUTH COUNCIL 938 W 8TH AVE DENVER,CO 80204	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
LIBERATED CAPITAL FUND 12651 SAN PABLO AVE 5473 RICHMOND,CA 94805	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	1,000,000
MADRE INC 121 WEST 27TH STREET 604 NEW YORK,CA 10001	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
MOVEMENT GENERATION PO BOX 102 BERKELEY,CA 94701	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
MOVIMIENTO COSECHA SUPPORT NETWORK 1040 BOND ST ELIZABETH,NJ 07201	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET 23 SAN FRANCISCO,CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	30,000
NATIONAL DAY LABORER ORGANIZING NETWORK 1030 S ARROYO PKW STE 106 PASADENA,CA 91105	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	60,000
NEO PHILANTHROPY MPOWER CHANGE 45 W 36TH ST 6TH FLOOR NEW YORK,NY 10018	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	8,000
NETWORK ON WOMEN IN PRISON 4400 MARKET ST OAKLAND,CA 94608	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
PROJECT SOUTH 9 GAMMON AVENUE SE ATLANTA,GA 30315	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	70,000
REFUGEE AND IMMIGRANT CENTER FOR EDUCATION AND LEGAL SERVICES 1305 N FLORES STREET SAN ANTONIO,TX 78212	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
RESOURCE GENERATION 1216 BROADWAY 2ND FLOOR NEW YORK,NY 10001	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	100,000
SAN FRANCISCO WOMEN AGAINST RAPE 3543 18TH STREET 7 SAN FRANCISCO,CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	5,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23564 CALABASAS ROAD SUITE 201 CALABASAS,CA 91302	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23564 CALABASAS ROAD SUITE 201 CALABASAS,CA 91302	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	30,000
SOCIAL JUSTICE FUND NW 1904 3RD AVE SUITE 806 SEATTLE,WA 98101	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
SOGOREA TE LAND TRUST 2501 HARRISON ST OAKLAND,CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
THE NDN COLLECTIVE 408 KNOLLWOOD DR RAPID CITY,SD 57701	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	100,000
HAWAI'I PEOPLE'S FUND PO BOX 4163 HONOLULU,HI 96812	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
THE RUCKUS SOCIETY PO BOX 28741	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	12,000

OAKLAND,CA 94604				
THOUSAND CURRENTS 1330 BROADWAY SUITE 301 OAKLAND,CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	90,000
TIDES CENTER 1012 TORNEY AVENUE SAN FRANCISCO,CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	75,000
TIDES CENTER 1012 TORNEY AVENUE SAN FRANCISCO,CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	30,000
TIDES CENTER 1012 TORNEY AVENUE SAN FRANCISCO,CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	50,000
TRANSGENDER GENDER VARIANT INTERSEX 1349 MISSION ST SAN FRANCISCO,CA 94103	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
UAF FOR WOMEN'S HUMAN RIGHTS 2601 BLANDING AVE SUITE C 155 ALAMEDA,CA 94501	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
WESPAC FOUNDATION PYM 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS,NY 10607	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	15,000
PROTEUS FUND INC 15 RESEARCH DR STE B AMHERST,MA 01002	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
RAINBOW DEFENSE FUND INC 620 S 6TH AVE TUCSON,AZ 85701	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
RURAL ORGANIZING PROJECT PO BOX 664 COTTAGE GROVE,OR 97424	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	25,000
THE WATERSHED CENTER 44 KAYE RD MILLERTON,NY 12546	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	10,000
THE WATERSHED CENTER 44 KAYE RD MILLERTON,NY 12546	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
THE WATERSHED CENTER 44 KAYE RD MILLERTON,NY 12546	NONE	501(C)(3) PUBLIC CHA	GENERAL OPERATING	20,000
Total . . . . ▶ **3a**				8,566,334
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	329	
4 Dividends and interest from securities					
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	4,506,823	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . .		0		4,507,152	0

13 Total. Add line 12, columns (b), (d), and (e). 13 4,507,152

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
9	NOT APPLICABLE

Part XVI Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee	Date: 2022-11-15	Title

May the IRS discuss this return with the preparer shown below? See instructions. ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
RACHEL CALDWELL				P01274062
Firm's name ▶ ANDERSEN TAX LLC				Firm's EIN ▶33-1197384
Firm's address ▶ 333 BUSH STREET SUITE 1700 SAN FRANCISCO, CA 94104				Phone no. (415) 764-2700

Additional Data

Return to Form

Software ID:
Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2021 IRS 990 e-File Render

Name: THE BAFRAYUNG FUND

EIN: 83-2811578

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	31,280	15,640		15,640

TY 2021 IRS 990 e-File Render

Name: THE BAFRAYUNG FUND

EIN: 83-2811578

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,007	3,503		3,504

TY 2021 IRS 990 e-File Render

Name: THE BAFRAYUNG FUND

EIN: 83-2811578

Name	Address
RACHEL E GELMAN ASA S KAMER	C/O THE BAFRAYUNG FUND AT KINNERET 126 EAST 56TH STREET 26TH FL NEW YORK, NY 10022
THE MORNINGSTAR FOUNDATION	4550 MONTGOMERY AVENUE SUITE 650 N BETHESDA, MD 20814

TY 2021 IRS 990 e-File Render

Name: THE BAFRAYUNG FUND

EIN: 83-2811578

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	285	285		0