Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2024

Open to Public Inspection

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

Name of foundation
THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

A Employer identification number
95-4016320

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
11400 W OLYMPIC BLVD 550

B Telephone number (see instructions)
(310) 481-3513

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 900641551

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)* ▶$ 624,468,603

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).)*

			(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)	80,153,631			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	7,283,389	7,283,389		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,233,971			
	b	Gross sales price for all assets on line 6a 9,233,971				
	7	Capital gain net income (from Part IV, line 2)		9,233,971		
	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)	125,376	14,719	0	
	12	**Total.** Add lines 1 through 11	96,796,367	16,532,079	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	27,840	13,920	0	13,920
	b	Accounting fees (attach schedule)	62,000	31,000	0	31,000
	c	Other professional fees (attach schedule)	3,644,297	1,293,314	0	2,350,983
	17	Interest	153,496	153,496	0	0
	18	Taxes (attach schedule) (see instructions)	268,310	255,310	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	170,128	0	0	170,128
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,859,850	1,760,138	0	42,262
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,185,921	3,507,178	0	2,608,293
	25	Contributions, gifts, grants paid	26,709,000			26,709,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	32,894,921	3,507,178	0	29,317,293
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	63,901,446			
	b	**Net investment income** (if negative, enter -0-)		13,024,901		
	c	**Adjusted net income** (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	35,952,705	3,675,622	3,675,622
	2	Savings and temporary cash investments	50,038,544	59,375,765	59,471,593
	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)	300,195,306	374,720,109	481,311,864
	c	Investments—corporate bonds (attach schedule)	13,001,933	16,496,333	13,830,256
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	50,150,388	58,416,251	66,098,419
	14	Land, buildings, and equipment: basis ▶ 171,731			
		Less: accumulated depreciation (attach schedule) ▶ 119,258	109,717	52,473	52,473
	15	Other assets (describe ▶)	30,038	28,376	28,376
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	449,478,631	512,764,929	624,468,603
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 ▶)	1,423	16,485	
	23	**Total liabilities**(add lines 17 through 22)	1,423	16,485	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here** ▶ ☐ **and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☑ **and complete lines 26 through 30.**			
	26	Capital stock, trust principal, or current funds	0	0	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	449,477,208	512,748,444	
	29	**Total net assets or fund balances** (see instructions)	449,477,208	512,748,444	
	30	**Total liabilities and net assets/fund balances** (see instructions)	449,478,631	512,764,929	

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	449,477,208
2	Enter amount from Part I, line 27a	2	63,901,446
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	513,378,654
5	Decreases not included in line 2 (itemize) ▶	5	630,210
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	512,748,444

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES	P		
b	FROM PARTNERSHIPS	P		
c	FROM PARTNERSHIPS	P		
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	6,967,639			6,967,639
b	207,938			207,938
c	2,058,394			2,058,394
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				6,967,639
b				207,938
c				2,058,394
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	9,233,971
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary–see instructions)			1	181,046
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	181,046
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	181,046
6	Credits/Payments:				
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a	95,123		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	95,123
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.			8	3,334
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	89,257
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2025 estimated tax** ▶	**Refunded** ▶		11	

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 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		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 ▶ HEARTHLANDFOUNDATION.ORG			
14	The books are in care of ▶ BRESLAUER RUTMAN ANDERSON INC Telephone no. ▶ (310) 481-3513 Located at ▶ 11400 W OLYMPIC BLVDSUITE 550 LOS ANGELES CA ZIP+4 ▶ 900641551			
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		
16	At any time during calendar year 2024, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		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 2024?	1d		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?	2a		No
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2024 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2024.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2024?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)		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 ▶ ☐			
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
KATE CAPSHAW SPIELBERG 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	DIRECTOR 0.50	0	0	0
STEVEN SPIELBERG 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	DIRECTOR 0.50	0	0	0
KRISTIE MACOSKO KRIEGER 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	DIRECTOR 0.50	0	0	0
GERALD BRESLAUER 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	PRESIDENT, DIRECTOR (THRU 12/31) 0.50	0	0	0
MICHAEL RUTMAN 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	CFO (THRU 12/31), DIRECTOR 0.50	0	0	0
TAMMY ANDERSON 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	SECRETARY (THRU 12/31), DIRECTOR 0.50	0	0	0
MEGHAN CHRISTIANSEN 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	SECRETARY (AS OF 12/31) 0.50	0	0	0
MICHAEL RUTMAN 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	PRESIDENT (AS OF 12/31), DIRECTOR 0.50	0	0	0
TAMMY ANDERSON 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 90064	CFO (AS OF 12/31), DIRECTOR 0.50	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
FUNDAMENTAL PHILANTHROPY INC 400 S BEVERLY DRIVE BEVERLY HILLS, C A 90212	GRANT ADMINISTRATION & CONSULTING	1,947,996
SUMMIT ROCK ADVISORS LLC 9 WEST 57TH STREET 12TH FLOOR NEW YORK, N Y 10019	INVESTMENT ADVISORY FEES	1,293,314
CD CONSULTING 860 SOUTH HUDSON AVENUE LOS ANGELES, C A 90005	CONSULTING	195,000
CASA VIGNALE DESIGN INC 1104-1618 W 6TH AVENUE VANCOUVER, BRITISH COLUMBIA C A	CONSULTING	161,013
GAYLE KAREN YOUNG 305 6TH STREET LANGLEY, W A 98620	CONSULTING	86,606

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

1

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	485,718,840
b	Average of monthly cash balances			1b	16,536,965
c	Fair market value of all other assets (see instructions)			1c	50,634,794
d	**Total** (add lines 1a, b, and c)			1d	552,890,599
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	552,890,599
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			4	8,293,359
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3			5	544,597,240
6	**Minimum investment return.** Enter 5% (0.05) of line 5			6	27,229,862

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	27,229,862
2a	Tax on investment income for 2024 from Part V, line 5	2a	181,046		
b	Income tax for 2024. (This does not include the tax from Part V.)	2b			
c	Add lines 2a and 2b			2c	181,046
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	27,048,816
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	27,048,816
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	27,048,816

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	29,317,293
b	Program-related investments—total from Part VIII-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part XII, line 4	4	29,317,293

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

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				27,048,816
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only.			0	
b Total for prior years: 20 ___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2024:				
a From 2019.				
b From 2020. 6,712,281				
c From 2021.				
d From 2022.				
e From 2023.				
f **Total** of lines 3a through e	6,712,281			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ $ 29,317,293				
a Applied to 2023, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2024 distributable amount				27,048,816
e Remaining amount distributed out of corpus	2,268,477			
5 Excess distributions carryover applied to 2024. *(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	8,980,758			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount —see instructions		0		
e Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2025.** Subtract lines 7 and 8 from line 6a	8,980,758			
10 Analysis of line 9:				
a Excess from 2020 6,712,281				
b Excess from 2021				
c Excess from 2022. . . .				
d Excess from 2023				
e Excess from 2024 2,268,477				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2024, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2024	**(b)** 2023	**(c)** 2022	**(d)** 2021	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

KATE CAPSHAW SPIELBERG

STEVEN SPIELBERG

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 II Supplementary Information (continued)

Grants and Other Assistance to Organizations or Entities Not Specifically Listed Elsewhere Recorded During the Year or Approved for Future Payment

Recipient Name and address (city, state, and zip or foreign country)	If recipient is an individual, show any relationship to any foreign officer, director, trustee, or key employee	Foundation status of recipient	Purpose of grant or contribution	Amount
• Paid during the year				
ALBERTO EDUCATION FUND 6270 S DIXIE ST PORTLAND, 97216	None	PC	CIVIC ENGAGEMENT	1,000
ALLIANCE FOR A JUST SOCIETY 1000 G STREET NW WASHINGTON, DC 20001	None	PC	CIVIC ENGAGEMENT	250,000
AMERICAN CHANGE PROJECT INC PO BOX 6570 WASHINGTON, DC 20043	None	PC	BRIDGING DIVIDES	150,000
AMERICAN ECONOMIC PROJECT INC PO BOX 6570 WASHINGTON, DC 20043	None	PC	BRIDGING DIVIDES	1,250,000
AMERICAN ECONOMIC PROJECT INC PO BOX 6570 WASHINGTON, DC 20043	None	PC	BRIDGING DIVIDES	2,250,000
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET NEW YORK, NY 10005	None	PC	CHANGEMAKER	250,000
ARTISTS FOR SUNSHINE INC 1000 WEST SECOND STREET HOBART, IN 46342	None	PC	ARTS, CULTURE & MEDIA	110,000
ASIAN LAW CAUCUS 55 COLUMBUS AVE SAN FRANCISCO, CA 94111	None	PC	CIVIC ENGAGEMENT	100,000
CAMPAIGN FOR THE FUTURE 1000 G STREET NW LUCK F DUNN DR NW 303 WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	250,000
CENTER FOR REAL STRATEGIES INC 40 E MAIN ST NEWARK, 19711	None	PC	RACIAL JUSTICE	100,000
CHILDREN HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, 90027	None	PC	HEALTH	2,000,000
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001	None	PC	ARTS, CULTURE & MEDIA	110,000
CITY CLUB OF CHICAGO 1 E WACKER DR STE 202 CHICAGO, 60601	None	PC	CIVIC ENGAGEMENT	100,000
CITY HEAD INC 300 N ZEIS ST 3RD FLOOR LOS ANGELES, 90026	None	PC	RACIAL JUSTICE	100,000
COMMUNITY PARTNERS 1000 WILSHIRE BLVD 2ND LOS ANGELES, 90017	None	PC	HOMELESS & STORYTELLING	100,000
CONFRONTATION LABS PO BOX 1000 BOX 0 2ND AVENUE 1A NEW YORK, 10009	None	PC	ENVIRONMENT & CLIMATE CHANGE	100,000
CREAM MAGAZINE (WRIGHTSON SO LLC) 1 LUCK STREET, SUITE LOS ANGELES, 90013	None	PC	BRIDGING DIVIDES	250,000
DAVIS WALKER FILMS PO BOX 1000 BRIDGES INSTITUTE LOS ANGELES, 90026	None	PC	BRIDGING DIVIDES	1,000,000
DEES INSTITUTE PO BOX 1000 BERKELEY, 94701	None	PC	BRIDGING DIVIDES	250,000
DEMOCRACY DOCKET LLC 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	250,000
DEMOCRACY FUND 1101 14TH ST NW WASHINGTON, 20005	None	PC	HOMELESS & STORYTELLING	100,000
DEMOCRACY PARTNERS 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	ENVIRONMENT & CLIMATE CHANGE	250,000
DIVERSITY CHALLENGE AND FAMILY 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	250,000
DREAM NATIONAL BRIDGE FUND 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	250,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	None	PC	RACIAL JUSTICE	250,000
EQUIPO INSTITUTE 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	400,000
EQUIPO INSTITUTE 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	1,100
EQUIPO INSTITUTE 1100 GRAND AVE SAN FRANCISCO, 94115	None	PC	ARTS, CULTURE & MEDIA	1,000,000
ERIN MOTZ PC 1000 WILSHIRE BLVD 17 LOS ANGELES, 90017	None	PC	ARTS, CULTURE & MEDIA	500,000
ETERNAL SPACE INC 16 TELLUSTOWN DRIVE NEW BRITAIN, 6051	None	PC	ARTS, CULTURE & MEDIA	500,000
FACING HISTORY AND OURSELVES 60 BOYLSTON SUITE 401 BOSTON, 02116	None	PC	EDUCATION	500,000
FAMILY MEDIA INC 70 HARLOW TERRACE MONTCLAIR, 07043	None	PC	ARTS, CULTURE & MEDIA	500,000
FIGHAMAX INFINIT 2717 N ALAMEDA STREET 2ND FLOOR COMPTON, 90222	None	PC	ARTS, CULTURE & MEDIA	500,000
FREEDOM READS PO BOX 1000 1100 GRAND ST BERKELEY, 94710	None	PC	EDUCATION	250,000
FRIENDSHIP PUBLIC FOUNDATION PO BOX 1000 1100 G STREET AVENUE SAN FRANCISCO, 94115	None	PC	ARTS, CULTURE & MEDIA	200,000
GEORGE PLAYBOOK INC 1000 G STREET AVENUE LOS ANGELES, 90026	None	PC	ARTS, CULTURE & MEDIA	250,000
GET UP WORKS SOMETIME INC 1000 WILSHIRE BLVD 17 LOS ANGELES, 90017	None	PC	ARTS EDUCATION	100,000
GLOBAL IMPACT 1000 N FAIRFAX STE 200 ALEXANDRIA, 22314	None	PC	NARRATIVE & STORYTELLING	100,000
GRANDMOTHER PROJECT INC 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CHANGEMAKER	250,000
GRANTED COMMUNITY 1000 WILSHIRE BLVD SUITE 300 LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	100,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	None	PC	ACCOMPANIMENT	100,000
HOPEFUL FAMILY 1000 S STREET NW SUITE 200 WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	400,000
HOPEFUL FUND 1000 S STREET NW WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	250,000
IAN 1000 WILSHIRE BLVD STE 1743 LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	250,000
IAN 1000 WILSHIRE BLVD STE 1743 LOS ANGELES, 90017	None	PC	ENROLL LIFE	250,000
INSTITUTE FOR MEDIA ANALYSIS INC PO BOX 1000 1000 WASHINGTON AVENUE BROOKLYN, 11238	None	PC	NARRATIVE & STORYTELLING	250,000
INTL BILLIONAIRES LEADERSHIP FOUNDATION INC 1101 POPLAR AVE MEMPHIS, 38104	None	PC	ENVIRONMENT & CLIMATE CHANGE	150,000
INTL BILLIONAIRES LEADERSHIP FOUNDATION INC 1101 POPLAR AVE MEMPHIS, 38104	None	PC	ENVIRONMENT & CLIMATE CHANGE	100,000
INTERNATIONAL REFUGEE ASSISTANCE PROJECT INC 200 BETTERY PARK PLAZA 4TH NEW YORK, 10282	None	PC	CIVIC ENGAGEMENT	250,000
JEWISH COUNCIL FOR PUBLIC AFFAIRS 30 BROADWAY STE 1100 NEW YORK, 10004	None	PC	BRIDGING DIVIDES	500,000
JUSTICE FOR PRESIDENT WOMEN 1007 W STATE ST 1W TRENTON, 08618	None	PC	CIVIC ENGAGEMENT	250,000
LARSON STREET YOUTH SERVICES 1100 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	YOUTH	50,000
LIBERATION PARTNERS INC 1000 WILSHIRE BLVD 17 LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	500,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, 90012	None	PC	ARTS EDUCATION	250,000
MARCH FOR OUR LIVES FOUNDATION PO BOX 1000 1000 WASHINGTON AVENUE NEW YORK, 10000	None	PC	CIVIC ENGAGEMENT	250,000
MAKE IN COMMON INC 1120 BROADWAY STREET 2ND FLOOR NEW YORK, 10010	None	PC	BRIDGING DIVIDES	250,000
MEDIA FOR COMMON GOOD FOUNDATION PO BOX 6417 WASHINGTON, 20036	None	PC	NARRATIVE & STORYTELLING	500,000
MOVEMENTA LATINO PO BOX 1100 SAN FRANCISCO, 94101	None	PC	CIVIC ENGAGEMENT	100,000
MOUNTAIN HOUSE YOUTH SERVICES COALITION PO BOX 1000 MOUNTAIN HOUSE, 95391	None	PC	YOUTH	50,000
NEW YORK LIFE FOUNDATION 51 MADISON AVE NEW YORK, 10010	None	PC	CHANGEMAKER	250,000
NEW YORK LITERACY PROJECT INC 200 BETTERY PARK PLAZA 4TH NEW YORK, 10282	None	PC	CIVIC ENGAGEMENT	250,000
NEXT MOVE PO BOX 1000 OAKLAND, 94604	None	PC	NARRATIVE & STORYTELLING	100,000
OAK STREET PO BOX 1000 OAKLAND, 94604	None	PC	YOUTH	50,000
OBAMA MANAGEMENT 1100 NORTH ARLINGTON AVE STE 1000 CHICAGO, 60610	None	PC	ARTS, CULTURE & MEDIA	500,000
OCEA DEMOCRATIC DEVELOPMENT FOUNDATION PO BOX 1000 WASHINGTON, 20036	None	PC	ARTS, CULTURE & MEDIA	250,000
ON BEHALF PROJECT 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	250,000
ONE FOR BOOZE INC PO BOX 1000 1000 WASHINGTON AVENUE BROOKLYN, 11238	None	PC	CIVIC ENGAGEMENT	250,000
OS ART ALLIANCE STUDIOS 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	ARTS, CULTURE & MEDIA	250,000
PARTNERS FOR JUSTICE INC 1100 LINCOLN PLACE BROOKLYN, 11213	None	PC	COMMUNITY SAFETY	250,000
PROPUBLICA INC 1100 WASHINGTON NEW YORK, 10036	None	PC	JOURNALISM	500,000
PTA GATHER OF THE AMERICAS 1000 WILSHIRE NEW YORK, 10017	None	PC	ARTS, CULTURE & MEDIA	1,000,000
REBUILD 1100 GRAND AVE SAN FRANCISCO, 94115	None	PC	NARRATIVE & STORYTELLING	250,000
REDEFINE 1100 WASHINGTON STREET UNIT 1 LONG BEACH, 90813	None	PC	YOUTH	50,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON STREET NEW YORK, 10027	None	PC	JOURNALISM	250,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON SUITE 50TH NEW YORK, 10027	None	PC	CHANGEMAKER	250,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON SUITE 50TH NEW YORK, 10027	None	PC	CIVIC ENGAGEMENT	250,000
RURAL DIGITAL FOUNDATION 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
SAVE THE AMERICAS 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	CIVIC ENGAGEMENT	1,000,000
PO BOX 57594 WASHINGTON, 20037	None	PC	YOUTH	50,000
THE GREEN, A CENTER FOR ALTERNATIVES INC 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
THE LAND 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
THE PUBLIC MUSEUM IN HARLEM 2440 W 135TH STREET NEW YORK, 10027	None	PC	ARTS, CULTURE & MEDIA	1,075,000
THREAD INC 1100 WASHINGTON NEW YORK, 10003	None	PC	ARTS, CULTURE & MEDIA	500,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	CIVIC ENGAGEMENT	250,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	CIVIC ENGAGEMENT	300,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	ARTS, CULTURE & MEDIA	211,000
TRANSLATED MEDIA INC 1100 WASHINGTON NEW YORK, 10003	None	PC	JOURNALISM	250,000
UNITED WAY OF ATLANTA 50 W BROADWAY STE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	250,000
UNITED WAY OF ATLANTA 50 W BROADWAY STE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	100,000
UNITED WAY OF ATLANTA 50 W BROADWAY SUITE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	250,000
USC CONSORTIUM MENTAL HEALTH 1100 WASHINGTON LOS ANGELES, 90033	None	PC	YOUTH	50,000
WEST END RESIDENCES HDFC INC 1100 WASHINGTON AVE NEW YORK, NY 10025	None	PC	CHANGEMAKER	250,000
WOMENFIRST FOUNDATION INC 1100 WASHINGTON AVE STE 300 MO BRANDS INC 51000	None	PC	CIVIC ENGAGEMENT	500,000
Total				26,750,100

• Approved for future payment

ALLIANCE FOR A JUST SOCIETY 1000 G STREET NW SUITE LA, 90026	None	PC	CIVIC ENGAGEMENT	150,000
AMERICAN ECONOMIC PROJECT INC PO BOX 6570 WASHINGTON, 20043	None	PC	BRIDGING DIVIDES	1,500,000
AMERICAN CHANGE PROJECT INC PO BOX 6570 WASHINGTON, 20043	None	PC	BRIDGING DIVIDES	150,000
BOOK LOVE CREATION 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	100,000
BR CAPACITY BUILDING 1000 N FAIRFAX ATLANTA, 30307	None	PC	RACIAL JUSTICE	250,000
CAMPAIGN FOR THE FUTURE 1000 G STREET NW SUITE 303 WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	150,000
CHILDREN HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, 90027	None	PC	HEALTH	1,500,000
CITY TEAM INC 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	YOUTH	100,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	None	PC	RACIAL JUSTICE	250,000
EPIMETHEUS CULTURE AND FAMILY 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	250,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	None	PC	RACIAL JUSTICE	250,000
EQUIPO INSTITUTE 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	400,000
FREEDOM READS PO BOX 1000 1100 GRAND ST BERKELEY, 94710	None	PC	EDUCATION	500,000
GATEWAY MEDICAL 1000 N FAIRFAX ALEXANDRIA, 22314	None	PC	CHANGEMAKER	250,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, 10002	None	PC	ACCOMPANIMENT	250,000
HOPEFUL FUND 1000 S STREET NW WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	400,000
HOPEFUL FUND 1000 S STREET NW SUITE 200 WASHINGTON, 20001	None	PC	CIVIC ENGAGEMENT	250,000
IAN 1000 WILSHIRE BLVD STE 1743 LOS ANGELES, 90017	None	PC	ENROLL LIFE	1,500,000
INTL BILLIONAIRES LEADERSHIP FOUNDATION INC 1101 POPLAR AVE MEMPHIS, 38104	None	PC	ENVIRONMENT & CLIMATE CHANGE	250,000
JUSTICE FOR PRESIDENT WOMEN 1007 W STATE ST 1W TRENTON, 08618	None	PC	CIVIC ENGAGEMENT	100,000
LARSON STREET YOUTH SERVICES 1100 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	YOUTH	100,000
LIBERATION PARTNERS INC 1000 WILSHIRE BLVD 17 LOS ANGELES, 90017	None	PC	RACIAL JUSTICE	500,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, 90012	None	PC	ARTS EDUCATION	250,000
MARCH FOR OUR LIVES FOUNDATION PO BOX 1000 1000 WASHINGTON AVENUE NEW YORK, 10000	None	PC	CIVIC ENGAGEMENT	250,000
MAKE IN COMMON INC 1120 BROADWAY STREET 2ND FLOOR NEW YORK, 10010	None	PC	BRIDGING DIVIDES	250,000
MEDIA FOR COMMON GOOD FOUNDATION PO BOX 6417 WASHINGTON, 20036	None	PC	NARRATIVE & STORYTELLING	500,000
MOVEMENTA LATINO PO BOX 1100 SAN FRANCISCO, 94101	None	PC	CIVIC ENGAGEMENT	100,000
OAK STREET PO BOX 1000 OAKLAND, 94604	None	PC	YOUTH	50,000
ON BEHALF PROJECT 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	CIVIC ENGAGEMENT	250,000
ONE FOR BOOZE INC PO BOX 1000 1000 WASHINGTON AVENUE BROOKLYN, 11238	None	PC	CIVIC ENGAGEMENT	250,000
OS ART ALLIANCE STUDIOS 1000 WILSHIRE BLVD LOS ANGELES, 90017	None	PC	ARTS, CULTURE & MEDIA	250,000
PARTNERS FOR JUSTICE INC 1100 LINCOLN PLACE BROOKLYN, 11213	None	PC	COMMUNITY SAFETY	250,000
PROPUBLICA INC 1100 WASHINGTON NEW YORK, 10036	None	PC	JOURNALISM	500,000
PTA GATHER OF THE AMERICAS 1000 WILSHIRE NEW YORK, 10017	None	PC	ARTS, CULTURE & MEDIA	1,000,000
REBUILD 1100 GRAND AVE SAN FRANCISCO, 94115	None	PC	NARRATIVE & STORYTELLING	250,000
REDEFINE 1100 WASHINGTON STREET UNIT 1 LONG BEACH, 90813	None	PC	YOUTH	50,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON STREET NEW YORK, 10027	None	PC	JOURNALISM	250,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON SUITE 50TH NEW YORK, 10027	None	PC	CHANGEMAKER	250,000
ROCKEFELLER PHILANTHROPY ADVISORS 1100 WASHINGTON SUITE 50TH NEW YORK, 10027	None	PC	CIVIC ENGAGEMENT	250,000
RURAL DIGITAL FOUNDATION 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
THE RANCH CREATIVE CONSULTING PO BOX 57594 WASHINGTON, 20037	None	PC	CIVIC ENGAGEMENT	1,000,000
THE GREEN, A CENTER FOR ALTERNATIVES INC 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
THE LAND 1100 WASHINGTON PHILADELPHIA, 19107	None	PC	ARTS, CULTURE & MEDIA	500,000
THE PUBLIC MUSEUM IN HARLEM 2440 W 135TH STREET NEW YORK, 10027	None	PC	ARTS, CULTURE & MEDIA	1,075,000
THREAD INC 1100 WASHINGTON NEW YORK, 10003	None	PC	ARTS, CULTURE & MEDIA	500,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	CIVIC ENGAGEMENT	250,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	CIVIC ENGAGEMENT	300,000
TIDES CENTER 1100 SANSOME STREET SAN FRANCISCO, 94111	None	PC	ARTS, CULTURE & MEDIA	211,000
TRANSLATED MEDIA INC 1100 WASHINGTON NEW YORK, 10003	None	PC	JOURNALISM	250,000
UNITED WAY OF ATLANTA 50 W BROADWAY STE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	250,000
UNITED WAY OF ATLANTA 50 W BROADWAY STE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	100,000
UNITED WAY OF ATLANTA 50 W BROADWAY SUITE 1400 SALT LAKE CITY, 84101	None	PC	ARTS, CULTURE & MEDIA	250,000
USC CONSORTIUM MENTAL HEALTH 1100 WASHINGTON LOS ANGELES, 90033	None	PC	YOUTH	50,000
WEST END RESIDENCES HDFC INC 1100 WASHINGTON AVE NEW YORK, 10025	None	PC	CHANGEMAKER	250,000
WOMENFIRST FOUNDATION INC 1100 WASHINGTON AVE STE 300 MO BRANDS INC 51000	None	PC	CIVIC ENGAGEMENT	500,000
Total				26,750,100

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
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					
4 Dividends and interest from securities			14	7,283,389	
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	9,233,971	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUNDS			01	110,657	
b PASS-THROUGH INCOME			14	14,719	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		16,642,736	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 16,642,736

(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.)

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 2025-11-14 — ▶ 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
JULIA CHIN				P01276526
Firm's name ▶ BRESLAUER RUTMAN & ANDERSON INC				Firm's EIN ▶85-2517595
Firm's address ▶ 11400 W OLYMPIC BLVD STE 550 LOS ANGELES, CA 900641551				Phone no. (310) 481-3513

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B
(Form 990)
(Rev. January 2025)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

Name of the organization	**Employer identification number**
THE HEARTHLAND FOUNDATION C/O BRESLAUER RUTMAN & ANDERSON INC	95-4016320

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

Employer identification number
95-4016320

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	AMBLIN ENTERTAINMENT INC 11400 W OLYMPIC BLVD SUITE 550 LOS ANGELES, C A 90064	$ 153,631	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
2	KATE CAPSHAW AND STEVEN SPIELBERG 11400 W OLYMPIC BLVD SUITE 550 LOS ANGELES, C A 90064	$ 80,000,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization
THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

Employer identification number
95-4016320

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
-		$	

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

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

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

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

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

Name of organization
THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

Employer identification number
95-4016320

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Additional Data

Return to Form

Software ID:

Software Version:

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT	62,000	31,000	0	31,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
WEBSITE DESIGN	2022-12-01	171,731	62,014	36.000000000000	57,244	0	57,244	119,258

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SCHWAB US TIPS ETF	7,641,203	6,947,779
ISHARES 20+ YEAR TREASURY BO	8,855,130	6,882,477

17 JULY 2020 FREE AIR LOTTO RESULTS

Draw: 17 JULY 2020 FREE AIR LOTTO RESULTS
17 JULY 2020 FREE AIR LOTTO 2020/0020 DRAW
Date: 17 JULY 2020

Name	Total Amount Paid	Total Amount Paid
ABDULLAHI ALIYU	10,000,000	10,000,000

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLUB CAPITAL PARTNERS INT'L 12 LP	AT COST	2,200,802	3,703,329
OCA VENBIO III SEGREGATED PORTFOLIO	AT COST	2,402,170	1,658,947
SCGE OFFSHORE FUND LP	AT COST	1	1,257,061
OCA CMTG LLC	AT COST	4,894,631	1,186,846
NEW MOUNTAIN NET LEASE	AT COST	2,596,429	4,176,856
OCA LCP IX SEGREGATED PORTFOLIO	AT COST	5,044,987	7,125,436
SRA PRIVATE EQUITY PORTFOLIO IV	AT COST	12,279,497	17,165,743
DK LT DISTR OPP INT'L V LP	AT COST	1,706,652	2,378,310
SRA PRIVATE EQUITY PORTFOLIO V	AT COST	21,299,722	21,408,945
SRA PRIVATE EQUITY PORTFOLIO VI	AT COST	4,599,612	4,607,542
CARBON DIRECT II FUND LP	AT COST	414,917	446,795
CARBON DIRECT FUND II AIV I LP	AT COST	48,895	53,125
MARCYPEN OPPORTUNITIES FUND II-B LP	AT COST	927,935	822,611
RA CAPITAL HEALTHCARE INTERNATIONAL FUND LTD	AT COST	1	106,873

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
WEBSITE DESIGN	171,731	119,258	52,473	

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	27,840	13,920	0	13,920

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CASH IN TRANSIT	30,038	28,376	28,376

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description	Amount
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT	630,210

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	82,831	41,416	0	41,415
INVESTMENT EXPENSES - PARTNERSHIPS	1,718,920	1,718,714	0	0
MISCELLAENOUS FEES AND DUES	855	8	0	847
AMORTIZATION	57,244	0		0

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUNDS	110,657		110,657
PASS-THROUGH INCOME	14,719	14,719	0

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER LIABILITIES	1,423	16,485

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	1,834,350	0	0	1,834,350
OUTSIDE HELP	516,633	0	0	516,633
INVESTMENT FEES	1,293,314	1,293,314	0	0

TY 2024 IRS 990 e-File Render

Name: THE HEARTHLAND FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON INC

EIN: 95-4016320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	10,000	0	0	0
FOREIGN TAXES PAID	255,310	255,310	0	0
FRANCHISE TAXES	3,000	0	0	0