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ARMANINO ^{LLP}

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year **2023** or tax year beginning _____, and ending _____

Name of foundation CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN		A Employer identification number 94-2822302
Number and street (or P.O. box number if mail is not delivered to street address) 315 MONTGOMERY STREET, SUITE 1200	Room/suite	B Telephone number (415) 229-6080
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 77,351,171.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	20,000,125.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,135,988.	2,135,988.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-208,864.			STATEMENT 1
	b Gross sales price for all assets on line 6a	40,041,158.			
	7 Capital gain net income (from Part IV, line 2)		16,849,906.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	13,811.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	21,941,060.	18,985,894.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	70,000.	0.		70,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	57,750.	0.		57,750.
	c Other professional fees	4,457,362.	12,819.		4,444,543.
	17 Interest				
	18 Taxes	348,986.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	151,674.	0.		151,674.
	22 Printing and publications				
	23 Other expenses	763,030.	0.		751,425.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,848,802.	12,819.		5,475,392.
	25 Contributions, gifts, grants paid	17,819,396.			18,255,346.
26 Total expenses and disbursements. Add lines 24 and 25	23,668,198.	12,819.		23,730,738.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-1,727,138.				
b Net investment income (if negative, enter -0-)		18,973,075.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		247,976.	180,190.	180,190.	
	2	Savings and temporary cash investments		7,821,080.	6,385,852.	6,385,852.	
	3	Accounts receivable	5,536.				
		Less: allowance for doubtful accounts			5,536.	5,536.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			209,430.	108,793.	108,793.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 10		21,748,501.	26,530,523.	26,530,523.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 11		43,050,339.	43,990,537.	43,990,537.	
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation						
15	Other assets (describe STATEMENT 12)			338,282.	149,740.	149,740.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			73,415,608.	77,351,171.	77,351,171.	
Liabilities	17	Accounts payable and accrued expenses		989,772.	900,741.		
	18	Grants payable		715,850.	279,900.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe EXCISE TAX PAYABLE)			0.	53,901.	
23	Total liabilities (add lines 17 through 22)			1,705,622.	1,234,542.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.						
	24	Net assets without donor restrictions		71,709,986.	76,116,629.		
	25	Net assets with donor restrictions					
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.						
	26	Capital stock, trust principal, or current funds					
	27	Paid-in or capital surplus, or land, bldg., and equipment fund					
	28	Retained earnings, accumulated income, endowment, or other funds					
29	Total net assets or fund balances			71,709,986.	76,116,629.		
30	Total liabilities and net assets/fund balances			73,415,608.	77,351,171.		

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	71,709,986.
2	Enter amount from Part I, line 27a	2	-1,727,138.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	14,098,094.
4	Add lines 1, 2, and 3	4	84,080,942.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	7,964,313.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	76,116,629.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
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 20,000,105.		20,249,897.	-249,792.	
b 20,041,053.		2,941,355.	17,099,698.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-249,792.	
b			17,099,698.	
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 16,849,906.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	263,726.
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	263,726.
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	263,726.
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a 264,057.		
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	264,057.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	82.
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	249.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 249. Refunded		11	0.

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ 0. (2) On foundation managers. \$ _____ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>WWW.BLUESHIELDCAFOUNDATION.ORG</u>		
14 The books are in care of <u>DEBORAH CHANG, CEO</u> Telephone no. <u>(415) 229-6080</u> Located at <u>315 MONTGOMERY STREET, SUITE 1200, SAN FRANCISCO, CA</u> ZIP+4 <u>94104</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)	X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2023?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2023 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	X	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 14	X	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		70,000.	0.	10,250.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE HEALTH INITIATIVE 77A JUNCTION SQUARE DRIVE, CONCORD, MA 01742	CONSULTING SERVICES	425,000.
MATHEMATICA INC. 600 ALEXANDRA PARK, PRINCETON, NJ 08540	CONSULTING SERVICES	299,958.
DAYLIGHT DESIGN LLC - 375 ALABAMA STREET, SUITE 380, SAN FRANCISCO, CA 94110	CONSULTING SERVICES	289,830.
STRATEGIC PREVENTION SOLUTIONS PO BOX 22406, JUNEAU, AK 99802	CONSULTING SERVICES	236,230.
WE ARE RALLY - 5670 WILSHIRE BOULEVARD SUITE 820, LOS ANGELES, CA 90036	CONSULTING SERVICES	216,517.
Total number of others receiving over \$50,000 for professional services		27

Part VIII-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 15	425,000.
2 SEE STATEMENT 16	299,958.
3 SEE STATEMENT 17	289,830.
4 SEE STATEMENT 18	196,300.

Part VIII-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	61,552,037.
b	Average of monthly cash balances	1b	5,988,730.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	67,540,767.
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	67,540,767.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	1,013,112.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	66,527,655.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	3,326,383.

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	3,326,383.
2a	Tax on investment income for 2023 from Part V, line 5	2a	263,726.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	263,726.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,062,657.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,062,657.
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	3,062,657.

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	23,730,738.
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	23,730,738.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				3,062,657.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018	18,439,413.			
b From 2019	28,366,145.			
c From 2020	42,109,142.			
d From 2021	30,056,576.			
e From 2022	43,990,317.			
f Total of lines 3a through e	162,961,593.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 23,730,738.				
a Applied to 2022, but not more than line 2a ...			0.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				3,062,657.
e Remaining amount distributed out of corpus	20,668,081.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	183,629,674.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	18,439,413.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	165,190,261.			
10 Analysis of line 9:				
a Excess from 2019 ...	28,366,145.			
b Excess from 2020 ...	42,109,142.			
c Excess from 2021 ...	30,056,576.			
d Excess from 2022 ...	43,990,317.			
e Excess from 2023 ...	20,668,081.			

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

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

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

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

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

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

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

SEE STATEMENT 19

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

c Any submission deadlines:

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

Part XIV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
ACCESS REPRODUCTIVE JUSTICE P.O. BOX 3609 OAKLAND, CA 94609	N/A	PC	GENERAL OPERATING SUPPORT - REPRODUCTIVE HEALTHCARE	50,000.
ALLIANCE FOR COMMUNITY TRANSFORMATIONS P.O. BOX 2075 MARIPOSA, CA 95338	N/A	PC	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG HMONG COMMUNITIES IN	150,000.
ALLIANCE FOR HEALTH POLICY 1225 19TH ST. NW, SUITE 710 WASHINGTON, DC 20036	N/A	PC	HEALTH POLICY WEBINAR ON DOMESTIC VIOLENCE AND HEALTH	50,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, SUITE 500 WASHINGTON, DC 20036	N/A	PC	INCREASING CALIFORNIA NONPROFITS ADVOCACY KNOWLEDGE AND CAPACITY	250,000.
ASIAN PACIFIC FUND 345 CALIFORNIA STREET, SUITE 700 SAN FRANCISCO, CA 94104	N/A	PC	GENERAL OPERATING SUPPORT FOR THE HALF MOON BAY SUPPORT FUND	50,000.
Total	SEE CONTINUATION SHEET(S)			3a 18,255,346.
b Approved for future payment				
PALM SPRINGS AIR MUSEUM 745 NORTH GENE AUTRY TRAIL PALM SPRINGS, CA 92262	N/A	PC	GENERAL OPERATING SUPPORT FOR CA STORM RELIEF	25,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY BEVERLY ROAD BERKELEY, CA 94710-1749	N/A	PC	FEDERAL POLICY RESEARCH ON CARE WORKERS	175,000.
SOUTHERN CALIFORNIA GRANTMAKERS 3537 JOHNSON COURT LOS ANGELES, CA 90012	N/A	PC	BOOSTING NON-PROFIT REPORTING OF DEMOGRAPHIC INFORMATION TO TRACK PHILANTHROPIC FUNDING	50,000.
Total	SEE CONTINUATION SHEET(S)			3b 279,900.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASIAN PACIFIC FUND 345 CALIFORNIA STREET, SUITE 700 SAN FRANCISCO, CA 94104	N/A	PC	LEADERSHIP & DEVELOPMENT SUPPORT	50,000.
BEND THE ARC 330 7TH AVE. 19TH FLOOR NEW YORK, NY 10001	N/A	PC	HAND IN HAND: THE DOMESTIC EMPLOYERS NETWORK	180,000.
CALIFORNIA BLACK WOMEN'S HEALTH PROJECT 9800 S. LA CIENEGA BLVD., STE. 905 INGLEWOOD, CA 90301	N/A	PC	ADVANCING COMMUNITY-LEVEL DOMESTIC VIOLENCE PREVENTION IN THE BLACK COMMUNITY	400,000.
CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET, SUITE 310 SACRAMENTO, CA 95814	N/A	PC	GENERAL OPERATING SUPPORT	300,000.
CALIFORNIA CHILDREN AND FAMILIES FOUNDATION, INC. 1115 ATLANTIC AVE ALAMEDA, CA 94501	N/A	PC	EXPANDING HOME VISITING SERVICES TO PREVENT DOMESTIC VIOLENCE AND ADVANCE HEALTH EQUITY	125,000.
CALIFORNIA COMMUNITY COLLEGES CALWORKS ASSOCIATION 4700 COLLEGE OAK DRIVE SACRAMENTO, CA 95841	N/A	PC	STUDENT PARENTS ARE RE-IMAGINING CALWORKS	357,362.
CALIFORNIA IMMIGRANT POLICY CENTER 634 S SPRING ST STE 600 LOS ANGELES, CA 90014	N/A	PC	GENERAL OPERATING SUPPORT	500,000.
CALIFORNIA PARTNERSHIP TO END DOMESTIC VIOLENCE PO BOX 151 SACRAMENTO, CA 95812-0151	N/A	PC	GENERAL OPERATING SUPPORT	540,000.
CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION 1625 E SHAW AVE #146 FRESNO, CA 93710	N/A	PC	GENERAL OPERATING SUPPORT FOR THE CENTRAL CALIFORNIA PUBLIC HEALTH CONSORTIUM	515,000.
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	N/A	PC	THE CALIFORNIA DIVIDE PROJECT	400,000.
Total from continuation sheets				17,705,346.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANDID 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005	N/A	PC	GENERAL OPERATING SUPPORT FOR CANDID TO SUPPORT GRANTEE DEMOGRAPHIC DATA COLLECTION AND OTHER	250,000.
CAPITAL & MAIN 1910 W. SUNSET BLVD. SUITE 740 LOS ANGELES, CA 90026	N/A	PC	COVERING ECONOMIC INEQUALITY IN CALIFORNIA	100,000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	N/A	PC	DEVELOPING A NARRATIVE CHANGE STRATEGY TO ADVANCE EQUITABLE ECONOMIC SECURITY POLICIES IN CALIFORNIA	150,000.
CHILD CARE LAW CENTER 1220 SEVENTH STREET, 2ND FLOOR BERKELEY, CA 94710	N/A	PC	GENERAL OPERATING SUPPORT	200,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	N/A	PC	EXPANDING HOME VISITING PROGRAMS IN CALIFORNIA TO PREVENT DOMESTIC VIOLENCE AND ADVANCE HEALTH EQUITY	300,000.
CHILDREN'S COUNCIL OF SAN FRANCISCO 445 CHURCH STREET SAN FRANCISCO, CA 94114	N/A	PC	SCALING A FAMILY CHILD CARE BUSINESS INCUBATOR PROGRAM	200,000.
CIRCLES OF SUPPORT AND ACCOUNTABILITY - FRESNO INC. 4840 N FIRST ST FRESNO, CA 93726	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY FOR RESTORATIVE PRACTICES	100,000.
CITY AND COUNTY OF SAN FRANCISCO 25 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	GOV	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG FAITH COMMUNITIES AND CITY	150,000.
COLORADO NONPROFIT DEVELOPMENT CENTER P.O. BOX 18770 DENVER, CO 80218	N/A	PC	GENERAL OPERATING SUPPORT FOR EXPANDING THE BENCH	75,000.
COMITE CIVICO DEL VALLE 235 MAIN STREET BRAWLEY, CA 92227	N/A	PC	EMERGING LEADERS - DANIELA FLORES	50,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMON CAUSE EDUCATION FUND 430 S. GARFIELD AVE ALHAMBRA, CA 91801	N/A	PC	GENERAL OPERATING SUPPORT FOR CALIFORNIA COMMON CAUSE	125,000.
COMMUNITY PARTNERS 1000 N. ALAMEDA STREET; SUITE 240 LOS ANGELES, CA 90012-1804	N/A	PC	PARENT VOICES	100,000.
COMMUNITY PARTNERS 1000 N. ALAMEDA STREET; SUITE 240 LOS ANGELES, CA 90012-1804	N/A	PC	GENERAL OPERATING SUPPORT FOR THE CALIFORNIA ACCOUNTABLE COMMUNITIES FOR HEALTH INITIATIVE	500,000.
CORAHU LLC 1721 BROADWAY STE #201 OAKLAND, CA 94612	N/A	NC	EMERGING LEADER JOSE CORDON	15,850.
COUNTY OF CONTRA COSTA 40 DOUGLAS DRIVE MARTINEZ, CA 94553-4068	N/A	GOV	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION STRATEGIES AMONG PUBLIC AGENCIES	150,000.
DEAFHOPE 470 27TH STREET OAKLAND, CA 94612	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY AND EVIDENCE FOR	700,000.
EAST LOS ANGELES WOMEN'S CENTER 1431 S ATLANTIC BLVD LOS ANGELES, CA 90022-5011	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY AND EVIDENCE FOR	700,000.
FREEFROM 12405 VENICE BLVD #422 LOS ANGELES, CA 90066	N/A	PC	GENERAL OPERATING SUPPORT	500,000.
FUND FOR SANTA BARBARA 1219 STATE STREET SANTA BARBARA, CA 93101	N/A	PC	CROSS-SECTOR EQUITY COLLABORATION TOOLKIT	50,000.
GAY & LESBIAN COMMUNITY SERVICES CENTER OF ORANGE COUNTY 1605 N SPURGEON STREET SANTA ANA, CA 92701	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIFFORDS LAW CENTER TO PREVENT GUN VIOLENCE 268 BUSH STREET #555 SAN FRANCISCO, CA 94104	N/A	PC	STRATEGIC COMMUNICATIONS CAMPAIGN	30,000.
GOLDEN STATE OPPORTUNITY 345 CALIFORNIA STREET, #600 SAN FRANCISCO, CA 94104	N/A	PC	GENERAL OPERATING SUPPORT	150,000.
HEALING TOGETHER 5111 TELEGRAPH AVE, STE 310 OAKLAND, CA 94609	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY AND EVIDENCE FOR	600,000.
INDEPENDENT ARTS & MEDIA P.O. BOX 420442 SAN FRANCISCO, CA 94142	N/A	PC	EL TMPANO; COVERAGE OF HEALTH EQUITY AND WOMEN'S ISSUES	100,000.
JENESSE CENTER, INC. P.O. BOX 8476 LOS ANGELES, CA 90008	N/A	PC	ADVANCING CULTURALLY RESPONSIVE DOMESTIC VIOLENCE PREVENTION POLICY AND PRACTICE	500,000.
LEAGUE OF CALIFORNIA COMMUNITY FOUNDATIONS 465 CALIFORNIA STREET, SUITE 809 SAN FRANCISCO, CA 94104	N/A	PC	GENERAL OPERATING SUPPORT FOR DISASTER RELIEF RECOVERY, AND RESILIENCE FUND	50,000.
LEGAL AID AT WORK 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, CA 94104	N/A	PC	ADVANCING PAID FAMILY LEAVE IN CALIFORNIA	430,000.
MANATT 2049 CENTURY PARK EAST SUITE 1700 LOS ANGELES, CA 90067	N/A	NC	PHASE 1 COMPLETION OF AUTOMATING THE INTEGRATION OF MULTIPLE FUNDING SOURCES TO FINANCE	25,000.
MICHIGAN PUBLIC HEALTH INSTITUTE 2436 WOODLAKE CIRCLE, SUITE 300 OKEMOS, MI 48864	N/A	PC	ADVANCING PHILANTHROPIC APPROACHES TO CENTER AND ENGAGE GRANTEES AND COMMUNITY PARTNERS	100,000.
NATIONAL ACADEMY OF SCIENCES THE NATIONAL ACADEMIES, 500 FIFTH STREET, NW WASHINGTON, DC 20001	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL DOMESTIC WORKERS ALLIANCE 45 BROADWAY STE 320 NEW YORK, NY 10006	N/A	PC	CARE CAN'T WAIT CALIFORNIA	250,000.
NATIONAL OPINION RESEARCH CENTER 55 E. MONROE ST., 30TH FLOOR CHICAGO, IL 60603	N/A	PC	EXPANDING THE SURVEY PANEL FOR BLACK, ASIAN AMERICAN, NATIVE HAWAIIAN, AND PACIFIC ISLANDER POPULATIONS	500,000.
PREVENTION INSTITUTE 221 OAK STREET OAKLAND, CA 94607	N/A	PC	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: CONVENING A STATEWIDE NETWORK OF MULTISECTOR	160,000.
PUBLIC HEALTH ADVOCATES P.O. BOX 2309 DAVIS, CA 95617	N/A	PC	GENERAL OPERATING SUPPORT	400,000.
PUBLIC HEALTH FOUNDATION ENTERPRISES, INC. 13300 CROSSROADS PARKWAY NORTH, SUITE 450 CITY OF INDUSTRY, CA 91746	N/A	PC	EXPANDING THE ABUNDANT BIRTH GUARANTEED INCOME PILOT	200,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	BUILDING COMMUNICATIONS CAPACITY AMONG CALIFORNIA'S LOCAL HEALTH DEPARTMENTS	225,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	GENERAL OPERATING SUPPORT FOR STATE OF EQUITY	475,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	GENERAL OPERATING SUPPORT FOR PUBLIC HEALTH ALLIANCE OF SOUTHERN CALIFORNIA	515,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	GENERATION EQUITY FELLOWSHIP	30,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	PILOTING AND LAUNCHING AN ONLINE EQUITY IN COLLABORATION TOOLKIT	275,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUBLIC HEALTH INSTITUTE 555 12TH STREET, SUITE 290 OAKLAND, CA 94607-3601	N/A	PC	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION OF ADVERSE CHILDHOOD EXPERIENCES	150,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN DIEGO 9500 GILMAN, MC0615 SAN DIEGO, CA 92093	N/A	PC	SAN DIEGO REFUGEE COMMUNITIES COALITION: BUILDING THE COLLECTIVE POWER OF REFUGEE COMMUNITIES TO	240,000.
RESTORATIVE JUSTICE FOR OAKLAND YOUTH RJOY 173 FILBERT ST OAKLAND, CA 94607	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY AND EVIDENCE FOR	700,000.
SAN FRANCISCO STUDY CENTER 1663 MISSION ST #310, SAN FRANCISCO, CA 94103	N/A	PC	ETHNIC MEDIA SERVICES; SUSTAINING THE SECTOR	200,000.
SBCS CORPORATION 430 F STREET CHULA VISTA, CA 91910	N/A	PC	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTING DOMESTIC VIOLENCE BY	150,000.
SCHOLARSHIP AMERICA, INC. ONE SCHOLARSHIP WAY SAINT PETER, MN 56082	N/A	PC	SCHOLARSHIP AMERICA PROGRAM 2023	33,000.
SUCCESS STORIES PROGRAM 1175 BAKER ST, STE E19 COSTA MESA, CA 92626	N/A	PC	RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY CAPACITY FOR RESTORATIVE PRACTICES	100,000.
THE ASPEN INSTITUTE 2300 N STREET NW, SUITE 700 WASHINGTON, DC 20037	N/A	PC	WOMEN IN THE ECONOMY STORYTELLING STRATEGY	50,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY C/O SPONSORED PROJECTS OFFICE, 1608 FOURTH ST, STE 220, MAIL CODE 5940 BERKELEY, CA 94710-1749	N/A	PC	GENERAL OPERATING SUPPORT FOR THE CALIFORNIA POLICY LAB	250,000.
THE TRANSLATIN COALITION 3055 WILSHIRE BLVD STE 350 LOS ANGELES, CA 90010	N/A	PC	CALIFORNIA TRANS POLICY ALLIANCE: BUILDING THE POLICY ADVOCACY CAPACITY OF TRANSGENDER	125,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	N/A	PC	GENERAL OPERATING SUPPORT FOR BAY AREA REGIONAL HEALTH INEQUITIES INITIATIVE (BARHII)	515,000.
UNITED WAYS OF CALIFORNIA 1107 FAIR OAKS AVE NBR 12 SOUTH PASADENA, CA 91030-3311	N/A	PC	ADVANCING EQUITABLE ACCESS TO TAX CREDITS AND INCOME SUPPORTS IN CA	350,000.
UNIVERSITY OF SOUTHERN CALIFORNIA ANNENBERG SCHOOL FOR COMMUNICATION AND JOURNALISM, 3502 WATT WAY LOS ANGELES, CA 90007	N/A	PC	CALIFORNIA HEALTH EQUITY AND DOMESTIC VIOLENCE JOURNALISM	338,000.
UNIVERSITY OF SOUTHERN CALIFORNIA ANNENBERG SCHOOL FOR COMMUNICATION AND JOURNALISM, 3502 WATT WAY LOS ANGELES, CA 90007	N/A	PC	LAUNCHING A HEALTH EQUITY REPORTING COLLABORATIVE	336,134.
VALORUS 1215 K STREET #1850 SACRAMENTO, CA 95814-3956	N/A	PC	ADVANCING DOMESTIC VIOLENCE PREVENTION THROUGH COMMUNITY INFLUENCERS	400,000.
WEAVE, INC. 1900 K STREET SACRAMENTO, CA 95811	N/A	PC	LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG DOMESTIC VIOLENCE	150,000.
WESTERN CENTER ON LAW AND POVERTY 3701 WILSHIRE BLVD., SUITE 208 LOS ANGELES, CA 90010-2826	N/A	PC	GENERAL OPERATING SUPPORT	100,000.
WOMEN'S FOUNDATION OF CALIFORNIA 1301 CLAY ST. #71719 OAKLAND, CA 94612	N/A	PC	SUPPORTING THE DOMESTIC VIOLENCE HOUSING OPPORTUNITIES MEANS EVERYTHING (HOME) COHORT	650,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN DIEGO 9500 GILMAN, MC0615 SAN DIEGO, CA 92093	N/A	PC	EMERGING LEADERS - AMINA	29,900.
Total from continuation sheets				29,900.

Part XIV Supplementary Information

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

NAME OF RECIPIENT - ALLIANCE FOR COMMUNITY TRANSFORMATIONS

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG

HMONG COMMUNITIES IN SACRAMENTO

NAME OF RECIPIENT - CANDID

GENERAL OPERATING SUPPORT FOR CANDID TO SUPPORT GRANTEE DEMOGRAPHIC

DATA COLLECTION AND OTHER DATA EQUITY EFFORTS

NAME OF RECIPIENT - CIRCLES OF SUPPORT AND ACCOUNTABILITY - FRESNO INC.

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING AND PREVENTION

NAME OF RECIPIENT - CITY AND COUNTY OF SAN FRANCISCO

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG

FAITH COMMUNITIES AND CITY AGENCIES IN SAN FRANCISCO

NAME OF RECIPIENT - COUNTY OF CONTRA COSTA

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION

STRATEGIES AMONG PUBLIC AGENCIES IN CONTRA COSTA COUNTY

NAME OF RECIPIENT - DEAFHOPE

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY AND EVIDENCE FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING

AND PREVENTION

NAME OF RECIPIENT - EAST LOS ANGELES WOMEN'S CENTER

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY AND EVIDENCE FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING

Part XIV Supplementary Information

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

AND PREVENTION

NAME OF RECIPIENT - HEALING TOGETHER

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY AND EVIDENCE FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING

AND PREVENTION

NAME OF RECIPIENT - MANATT

PHASE 1 COMPLETION OF AUTOMATING THE INTEGRATION OF MULTIPLE FUNDING

SOURCES TO FINANCE SOCIAL DETERMINANTS OF HEALTH INITIATIVES

NAME OF RECIPIENT - MICHIGAN PUBLIC HEALTH INSTITUTE

ADVANCING PHILANTHROPIC APPROACHES TO CENTER AND ENGAGE GRANTEEES AND

COMMUNITY PARTNERS IN DECISION MAKING

NAME OF RECIPIENT - PREVENTION INSTITUTE

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: CONVENING A

STATEWIDE NETWORK OF MULTISECTOR COLLABORATIVES PREVENTING DOMESTIC

VIOLENCE

NAME OF RECIPIENT - PUBLIC HEALTH INSTITUTE

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION OF

ADVERSE CHILDHOOD EXPERIENCES IN NORTHERN CALIFORNIA COUNTIES

NAME OF RECIPIENT - REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN DIEGO

SAN DIEGO REFUGEE COMMUNITIES COALITION: BUILDING THE COLLECTIVE POWER

OF REFUGEE COMMUNITIES TO ADVOCATE FOR HEALTH EQUITY

Part XIV Supplementary Information

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

NAME OF RECIPIENT - RESTORATIVE JUSTICE FOR OAKLAND YOUTH RJOY

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY AND EVIDENCE FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING

AND PREVENTION

NAME OF RECIPIENT - SBCS CORPORATION

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTING DOMESTIC

VIOLENCE BY INCORPORATING TEEN DATING VIOLENCE EDUCATION IN SOUTH SAN

DIEGO SCHOOLS

NAME OF RECIPIENT - SUCCESS STORIES PROGRAM

RESTORATIVE PRACTICES TO END DOMESTIC VIOLENCE: INVESTING IN COMMUNITY

CAPACITY FOR RESTORATIVE PRACTICES THAT PROMOTE HEALING AND PREVENTION

NAME OF RECIPIENT - THE TRANSLATIN COALITION

CALIFORNIA TRANS POLICY ALLIANCE: BUILDING THE POLICY ADVOCACY CAPACITY

OF TRANSGENDER COMMUNITIES TO ADVOCATE FOR HEALTH EQUITY AND SAFETY

NAME OF RECIPIENT - WEAVE, INC.

LEVERAGING COLLABORATION TO END DOMESTIC VIOLENCE: PREVENTION AMONG

DOMESTIC VIOLENCE SERVICE PROVIDERS AND AGENCIES IN SACRAMENTO

Part XIV Supplementary Information

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

NAME OF RECIPIENT - SOUTHERN CALIFORNIA GRANTMAKERS

BOOSTING NON-PROFIT REPORTING OF DEMOGRAPHIC INFORMATION TO TRACK

PHILANTHROPIC FUNDING OF BIPOC-LED ORGANIZATIONS

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2023

Name of the organization CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN	Employer identification number 94-2822302
---	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

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

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

Schedule B (Form 990) (2023)

Name of organization CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN	Employer identification number 94-2822302
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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	BLUE SHIELD OF CALIFORNIA 601 12TH STREET OAKLAND, CA 94607	\$ 20,000,125.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN	Employer identification number 94-2822302
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	STOCK DONATION _____ _____ _____	\$ 20,000,125.	12/13/23
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN	Employer identification number 94-2822302
---	--

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

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

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return. FORM 990-PF

2023

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name CALIFORNIA PHYSICIANS' SERVICE FDN DBA BLUE SHIELD OF CALIFORNIA FDN	Employer identification number 94-2822302
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	263,726.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	263,726.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	203,731.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	203,731.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/23	06/15/23	09/15/23	12/15/23
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	50,933.	80,930.	65,932.	65,931.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	180,394.		13,056.	70,607.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		129,461.	48,531.	
13 Add lines 11 and 12	13		129,461.	61,587.	70,607.
14 Add amounts on lines 16 and 17 of the preceding column	14				4,345.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	180,394.	129,461.	61,587.	66,262.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			4,345.	
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	129,461.	48,531.		

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions. Form 2220 (2023)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38			82.

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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
20,000,105.	20,249,897.	0.		0.	-249,792.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
20,041,053.	20,000,125.	0.		0.	40,928.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-208,864.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST FUND	2,135,988.	0.	2,135,988.	2,135,988.	
TO PART I, LINE 4	2,135,988.	0.	2,135,988.	2,135,988.	

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	13,811.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,811.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	57,750.	0.		57,750.
TO FORM 990-PF, PG 1, LN 16B	57,750.	0.		57,750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM CONSULTING & EVALUATION	4,444,543.	0.		4,444,543.
INVESTMENT MANAGEMENT FEES	12,819.	12,819.		0.
TO FORM 990-PF, PG 1, LN 16C	4,457,362.	12,819.		4,444,543.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX EXPENSES	348,986.	0.		0.
TO FORM 990-PF, PG 1, LN 18	348,986.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETING EXPENSES	129,326.	0.		129,326.
HONORARIA EXPENSES	43,908.	0.		43,908.
INTERNAL/TEAM MEETINGS	23,381.	0.		23,381.
IT / TELECOMMUNICATIONS	193,669.	0.		193,669.
LICENSE & FEES	1,001.	0.		1,001.
MARKETING	130,883.	0.		130,883.
MEMBERSHIPS	185,758.	0.		185,758.
OFFICE SUPPLIES	2,223.	0.		2,223.
STAFF TRAINING & DEVELOPMENT	38,991.	0.		38,991.
STATE FILING FEE	400.	0.		400.
SUBSCRIPTIONS	9,839.	0.		9,839.
ACCRUAL TO CASH ADJUSTMENT	0.	0.		-11,605.
EVENTS - HOSTED	3,651.	0.		3,651.
TO FORM 990-PF, PG 1, LN 23	763,030.	0.		751,425.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		6,133,781.
IN-KIND GIFTS OF PERSONNEL, ADMINISTRATIVE SERVICES, AND FACILITIES		7,964,313.
TOTAL TO FORM 990-PF, PART III, LINE 3		14,098,094.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
IN-KIND GIFTS OF PERSONNEL, ADMINISTRATIVE SERVICES, AND FACILITIES		7,964,313.
TOTAL TO FORM 990-PF, PART III, LINE 5		7,964,313.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
U.S. COMMON STOCK		26,530,523.	26,530,523.
TOTAL TO FORM 990-PF, PART II, LINE 10B		26,530,523.	26,530,523.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS	FMV	43,919,673.	43,919,673.
OTHER INVESTMENTS	FMV	70,864.	70,864.
TOTAL TO FORM 990-PF, PART II, LINE 13		43,990,537.	43,990,537.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	126,529.	149,409.	149,409.
EXCISE TAX RECEIVABLE	180,394.	331.	331.
DEFERRED TAX ASSET	31,359.	0.	0.
TO FORM 990-PF, PART II, LINE 15	338,282.	149,740.	149,740.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ADRIANE LAMAR SNIDER C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	CHAIR, AUDIT COMMITTEE 1.00	9,000.	0.	4,649.
HELEN DUPLESSIS, M.D., M.P.H. C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	CHAIR, GOVERNANCE COMMITTEE 1.00	10,000.	0.	989.
KATHERINE FLORES, M.D. C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	CHAIR, HR COMMITTEE 1.00	9,000.	0.	0.
LUIS GRANADOS C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	TRUSTEE 1.00	6,500.	0.	0.
MARICELA RIOS C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	TRUSTEE 1.00	9,500.	0.	2,574.
RAYMOND J. BAXTER C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	TRUSTEE 1.00	12,500.	0.	2,003.
SHARON KIMBERLY BELSHE C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	BOARD CHAIR 1.00	13,500.	0.	35.
DEBORAH I. CHANG C/O BLUE SHIELD OF CA FOUNDATION, 315 MONTGOMERY STREET, SUITE 1200 SAN FRANCISCO, CA 94104	PRESIDENT AND CEO 40.00	0.	0.	0.

LISA DAVIS	TRUSTEE			
C/O BLUE SHIELD OF CA FOUNDATION,				
315 MONTGOMERY STREET, SUITE 1200	1.00	0.	0.	0.
SAN FRANCISCO, CA 94104				

SANDY CLARKE	TRUSTEE			
C/O BLUE SHIELD OF CA FOUNDATION,				
315 MONTGOMERY STREET, SUITE 1200	1.00	0.	0.	0.
SAN FRANCISCO, CA 94104				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		<u>70,000.</u>	<u>0.</u>	<u>10,250.</u>
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VI-B, LINE 5D

STATEMENT 14

GRANTEE'S NAME

MANATT

GRANTEE'S ADDRESS2049 CENTURY PARK EAST SUITE 1700
LOS ANGELES, CA 90067

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
25,000.	09/15/23	

PURPOSE OF GRANT

TO DEVELOP AND TEST AN OPEN SOURCE WEB-BASED UTILITY TO INTEGRATE AND ALIGN THE REQUIREMENTS OF A BROAD ARRAY OF PUBLIC AND PRIVATE FUNDS THAT CAN BE BRAIDED AND BLENDED TO ADDRESS THE IMPACTS OF SOCIAL DETERMINANTS OF HEALTH.

DATES OF REPORTS BY GRANTEE

FINAL REPORT: 12/01/23

ANY DIVERSION BY GRANTEE

NO DIVERSION OF GRANT FUNDS WAS FOUND.

RESULTS OF VERIFICATION

BLUE SHIELD OF CALIFORNIA FOUNDATION REVIEWED THE GRANT REPORTS RECEIVED BUT DID NOT UNDERTAKE ANY VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY.

GRANTEE'S NAME

CORAHU LLC

GRANTEE'S ADDRESS

1721 BROADWAY, STE #201
OAKLAND, CA 94612

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
15,850.	01/12/23	

PURPOSE OF GRANT

TO SUPPORT EMERGING LEADER JOSE CORDON.

DATES OF REPORTS BY GRANTEE

FINAL REPORT: 02/01/24

ANY DIVERSION BY GRANTEE

NO DIVERSION OF GRANT FUNDS WAS FOUND.

RESULTS OF VERIFICATION

BLUE SHIELD OF CALIFORNIA FOUNDATION REVIEWED THE GRANT REPORTS RECEIVED BUT DID NOT UNDERTAKE ANY VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY.

ACTIVITY ONE

THE HEALTH INITIATIVE
CONTRACT # 1205

THE HEALTH INITIATIVE (THI) AND MANATT HEALTH HAVE PARTNERED WITH THE BLUE SHIELD OF CALIFORNIA FOUNDATION AND THE COMMONWEALTH FUND UNDER THE BANNER OF INVESTING IN HEALTH TO (1) IDENTIFY POTENTIAL CENTERS FOR MEDICARE AND MEDICAID SERVICES' (CMS) POLICY/REGULATORY CHANGES TO ADDRESS DRIVERS OF HEALTH (DOH) AND HEALTH EQUITY, (2) TEST, REFINE, AND CREATE MOMENTUM AROUND A SUBSET OF THESE CHANGES, AND (3) SPUR AND SUPPORT THEIR EXECUTION. TODAY, CMS HAS IMPLEMENTED (IN FULL OR PART) 66 PERCENT OF THE INVESTING IN HEALTH POLICY CHANGES, MOST NOTABLY ENACTING THE FIRST-EVER DOH MEASURES IN FEDERAL PAYMENT/QUALITY PROGRAMS AND AUTHORIZING NEW POLICY REGARDING USE OF "IN LIEU OF SERVICES" TO REIMBURSE HEALTH-RELATED SOCIAL SERVICES THROUGH MEDICAID MANAGED CARE.

BASED ON DISCUSSIONS WITH AND REQUESTS BY STATE MEDICAID PROGRAMS AND FEDERAL STAKEHOLDERS, THE THI/MANATT TEAM REQUESTS SUPPORT TO (1) SUSTAIN MOMENTUM RELATIVE TO THE DOH MEASURES FOR

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 1

425,000.

ACTIVITY TWO

MATHEMATICA INC.

CONTRACT 1170 - ADDRESSING AND PREVENTING INTIMATE PARTNER VIOLENCE THROUGH MEDICAID POLICY

THE GOAL OF THIS PROJECT IS TO CONTINUE MATHEMATICA'S WORK TO IDENTIFY AND ANALYZE STRATEGIES FOR PREVENTING AND ADDRESSING INTIMATE PARTNER VIOLENCE (IPV) THROUGH THE MEDICAID PROGRAM AND TO DEVELOP RELATED POLICY

RECOMMENDATIONS. MATHEMATICA WILL CONDUCT LANDSCAPE SCANS

AND PRODUCE ISSUE BRIEFS ON KEY TOPICS OF INTEREST TO BSCF:

1. STRATEGIES FROM OTHER STATE MEDICAID AGENCIES TO ADDRESS AND PREVENT IPV;

2. BEST PRACTICES FOR INCLUDING COMMUNITY HEALTH WORKER (CHW) SERVICES AS PART OF THE DEVELOPMENT AND IMPLEMENTATION OF CALIFORNIA'S STATE PLAN AMENDMENT;

3. RISKS AND BENEFITS TO SURVIVORS OF INCLUDING REFERRALS FOR IPV IN CLOSED-LOOP REFERRAL PLATFORMS, COMMUNITY INFORMATION EXCHANGES, AND HEALTH INFORMATION EXCHANGES.

TO GUIDE THE PROJECT, MATHEMATICA WILL ENGAGE A STAKEHOLDER COUNCIL COMPRISED OF INDIVIDUALS WITH LIVED EXPERIENCE, DIRECT SERVICE PROVIDERS, LEADERS OF

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 2

299,958.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY THREE

DAYLIGHT DESIGN LLC

CONTRACT 1249 - CHANGING THE CONVERSATION ABOUT DOMESTIC
VIOLENCE 2023 CAMPAIGNTHE CONSULTANT WILL ASSIST THE FOUNDATION IN DEVELOPING A
JOURNALISTS' PLAYBOOK AND DOMESTIC VIOLENCE AWARENESS MONTH
(DVAM) CAMPAIGN.CONSULTANT WILL RESEARCH A HANDBOOK THAT HELPS CALIFORNIA
JOURNALISTS COVER DOMESTIC VIOLENCE MORE EFFECTIVELY. THEY
WILL ALSO PROVIDE RECOMMENDATIONS ON DISSEMINATION AND
DISTRIBUTION CHANNELS. IN ADDITION, THE CONSULTANT WILL
GENERATE, PROTOTYPE, TEST, AND EVOLVE A RANGE OF DVAM
CAMPAIGN CONCEPTS THAT HELP CHANGE PUBLIC PERCEPTIONS OF
DOMESTIC VIOLENCE. THEY WILL ALSO BE DEFINING AND
IMPLEMENTING IMPACT EVALUATION STRATEGIES.CONSULTANT WILL CONDUCT INTERVIEWS WITH SOME OF OUR DESIRED
AUDIENCES AND COLLABORATE WITH BSCF AND ANOTHER CONSULTANT
TO DEVELOP A PODCAST SERIES AND DISSEMINATE IT IN OCTOBER
2023 (DVAM).EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 3

289,830.

ACTIVITY FOUR

INGRID HAPPOLDT

CONTRACT 1164 - DOMESTIC VIOLENCE PREVENTION POLICY SUPPORT CONSULTANT WILL PROVIDE DOMESTIC VIOLENCE PREVENTION AND POLICY EXPERTISE TO INFORM THE FOUNDATION'S DOMESTIC VIOLENCE PREVENTION POLICY AGENDA. CONSULTANT WILL PROVIDE SUPPORT FOR RESEARCH, WRITING, AND ANALYSIS TO INFORM THE FOUNDATION'S POLICY CHANGE GOALS TO SPREAD AND SCALE PATHWAYS TO DOMESTIC VIOLENCE PREVENTION. CONSULTANT WILL CARRY OUT RESEARCH, LEVERAGE HER CONTACTS IN THE FIELDS OF DOMESTIC VIOLENCE AND HEALTH CARE TO GATHER INFORMATION, AND HELP SCOPE AND INFORM FOUNDATION EFFORTS TO DEVELOP PREVENTION POLICY STRATEGIES AT THE INTERSECTION OF HEALTH AND DOMESTIC VIOLENCE. CONSULTANT WILL INFORM AND SUPERVISE A PROJECT TO DEVELOP BASELINE INFORMATION ABOUT CALIFORNIA'S DOMESTIC VIOLENCE SYSTEM FOR POLICYMAKERS AND FIELD LEADERS. CONSULTANT WILL PERFORM ADDITIONAL POLICY RESEARCH AND ANALYSIS TASKS AS ASSIGNED BY FOUNDATION STAFF.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 4

196,300.

FORM 990-PF

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

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BLUE SHIELD OF CALIFORNIA FOUNDATION
315 MONTGOMERY STREET, SUITE 1200
SAN FRANCISCO, CA 94104

TELEPHONE NUMBER

415-229-6080

NAME OF GRANT PROGRAM

BSCF GRANTS

EMAIL ADDRESS

BSCF@BLUESHIELDCAFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONSGO TO OUR WEBSITE: [HTTPS://BLUESHIELDCAFOUNDATION.ORG/GRANTS](https://blueshieldcafoundation.org/grants)

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR CURRENT DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BLUE SHIELD OF CALIFORNIA FOUNDATION IS COMMITTED TO MAKING HEALTHCARE ACCESSIBLE, EFFECTIVE, AND AFFORDABLE FOR ALL CALIFORNIANS, PARTICULARLY UNDERSERVED PEOPLE, AND TO ENDING DOMESTIC VIOLENCE. IN 2023, THE FOUNDATION DISTRIBUTED RESOURCES ACROSS SEVEN PRIORITY AREAS, WHICH INVOLVED GRANT MAKING AND OTHER PROGRAMMATIC ACTIVITIES (E.G., RESEARCH, COMMUNICATIONS, COMMUNITY ENGAGEMENT AND PUBLIC AFFAIRS) THAT ADVANCE THE OUTCOMES SOUGHT BY THE FOUNDATION'S LONG TERM STRATEGY. PLEASE SEE OUR WEBSITE FOR MORE DETAILS ON PROGRAMMATIC PRIORITIES.

GENERAL EXPLANATION

STATEMENT 20

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART III - OTHER INCREASES AND DECREASES IN NET ASSETS

EXPLANATION:

ASSETS OR FUND BALANCES:

CALIFORNIA PHYSICIAN'S SERVICE (DBA BLUE SHIELD OF CALIFORNIA, INC.), A SUBSTANTIAL CONTRIBUTOR, PAID THE FOUNDATION'S STAFFING COST AND MUCH OF ITS ADMINISTRATIVE COSTS. CALIFORNIA PHYSICIANS' SERVICE (DBA BLUE SHIELD OF CALIFORNIA, INC.) RECEIVED NO REIMBURSEMENT OR COMPENSATION FOR THESE COSTS, WHICH WERE RECORDED AS AN IN-KIND GIFT BY THE FOUNDATION. THE ESTIMATED VALUE OF THE ADMINISTRATIVE COSTS AND PERSONNEL PROVIDED TO THE FOUNDATION WAS APPROXIMATELY: \$7,964,313.

GENERAL EXPLANATION

STATEMENT 21

FORM/LINE IDENTIFIER

FORM 990-PF, PART VIII-A - LINE 1 CONTINUED

EXPLANATION:

MEDICAID AND MEDICARE, PROVIDING TARGETED EDUCATION AND TECHNICAL SUPPORT TO STATE AND FEDERAL STAKEHOLDERS, AND (2) TACKLE THE NEXT SET OF INVESTING IN HEALTH POLICY/REGULATORY CHANGES FOCUSED ON UNLOCKING DOLLARS TO IMPROVE HEALTH FOCUSED ON THE FIVE DOH DOMAINS (FOOD, HOUSING, TRANSPORTATION, UTILITIES, AND INTERPERSONAL VIOLENCE, INCLUDING INTIMATE PARTNER VIOLENCE) IN THE MEASURES, BY DEVELOPING AN ACTIONABLE FRAMEWORK FOR FINANCING INVESTMENTS IN THE COMMUNITY SERVICES AND CAPACITY NECESSARY TO DELIVER HEALTH, ADDRESS INEQUITIES, AND REDUCE COSTS.

GENERAL EXPLANATION

STATEMENT 22

FORM/LINE IDENTIFIER

FORM 990-PF, PART VIII-A - LINE 2 CONTINUED

EXPLANATION:

IPV SERVICE PROVIDER ORGANIZATIONS, AND OTHERS WITH "ON THE GROUND" PERSPECTIVES REGARDING OPERATIONAL ISSUES RELATED TO MEDICAL COVERAGE OF SERVICES FOR SURVIVORS AND THOSE AT RISK. MATHEMATICA WILL GATHER INPUT FROM THE COUNCIL ON RESEARCH PRIORITIES. MATHEMATICA WILL ALSO ASSESS THE POTENTIAL FOR A FUTURE LEARNING COLLABORATIVE WITH STATE MEDICAID AGENCIES TO SHARE BEST PRACTICES, QUESTIONS, AND EXPERIENCES RELATED IDENTIFYING, ADDRESSING, AND PREVENTING IPV. MATHEMATICA WILL ENGAGE WITH ADDITIONAL STAKEHOLDERS THROUGHOUT THE PROJECT AND PARTICIPATE IN DISSEMINATION ACTIVITIES, SUCH AS AD HOC PRESENTATIONS AND MEETINGS WITH POLICYMAKERS AND LEADERS FROM THE FIELD.