

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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OMB No. 1545-0047

**2023**

Open to Public Inspection

For calendar year 2023 or tax year beginning **FEB 1, 2023**, and ending **JAN 31, 2024**

|   |  |  |
|---|--|--|
| Name of foundation<br><b>SALESFORCE FOUNDATION</b>  |  | A Employer identification number<br><b>94-3347800</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>50 FREMONT STREET</b>   | Room/suite<br><b>300</b>   | B Telephone number<br><b>(866) 924-0450</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>SAN FRANCISCO, CA 94105</b>  |  | C If exemption application is pending, check here ... <input type="checkbox"/>   |
| G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return<br/> <input type="checkbox"/> Final return<br/> <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity<br/> <input type="checkbox"/> Amended return<br/> <input type="checkbox"/> Name change         </div> </div> |  | D 1. Foreign organizations, check here ..... <input type="checkbox"/><br><br>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<br><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)<br><b>\$ 395,528,825.</b>  | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |   | (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 .....                                | 34,009,105.                        |                           | 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 .....                          | 370,407.                           | 370,407.                  |                         |   |
|   | 4 Dividends and interest from securities .....                                      | 276,084.                           | 10,308,982.               |                         |   |
|   | 5a Gross rents .....  |                                    |                           |                         |   |
|   | b Net rental income or (loss) .....   |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10 .....                      | 3,061,656.                         |                           |                         | STATEMENT 1   |
|   | b Gross sales price for all assets on line 6a <b>74,740,726.</b>                    |                                    |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2) .....                              |                                    | 0.                        |                         |   |
|   | 8 Net short-term capital gain .....   |                                    |                           |                         |   |
|   | 9 Income modifications .....  |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances .....                                   |                                    |                           |                         |   |
| b Less: Cost of goods sold ...  |   |                                    |                           |                         |   |
| c Gross profit or (loss) .....  |   |                                    |                           |                         |   |
| 11 Other income .....   | 0.  | 5,567,432.                         |                           | STATEMENT 2             |   |
| 12 Total. Add lines 1 through 11 .....  | 37,717,252.   | 16,246,821.                        |                           |                         |   |
| Operating and Administrative Expenses   | 13 Compensation of officers, directors, trustees, etc. ....                         | 0.                                 | 0.                        |                         | 0.  |
|   | 14 Other employee salaries and wages .....  |                                    |                           |                         |   |
|   | 15 Pension plans, employee benefits .....   |                                    |                           |                         |   |
|   | 16a Legal fees <b>STMT 3</b> .....  | 2,430.                             | 0.                        |                         | 3,303.  |
|   | b Accounting fees <b>STMT 4</b> .....   | 56,900.                            | 14,225.                   |                         | 102,675.  |
|   | c Other professional fees <b>STMT 5</b> .....                                       | 1,270,000.                         | 1,270,000.                |                         | 0.  |
|   | 17 Interest .....   |                                    |                           |                         |   |
|   | 18 Taxes <b>STMT 6</b> .....  | 221,791.                           | 423,137.                  |                         | 0.  |
|   | 19 Depreciation and depletion .....   |                                    |                           |                         |   |
|   | 20 Occupancy .....  |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings .....  |                                    |                           |                         |   |
|   | 22 Printing and publications .....  |                                    |                           |                         |   |
|   | 23 Other expenses <b>STMT 7</b> .....   | 25,777.                            | 0.                        |                         | 16,833.   |
|   | 24 Total operating and administrative expenses. Add lines 13 through 23 .....       | 1,576,898.                         | 1,707,362.                |                         | 122,811.  |
|   | 25 Contributions, gifts, grants paid .....  | 36,145,900.                        |                           |                         | 36,145,900.   |
| 26 Total expenses and disbursements. Add lines 24 and 25 .....  | 37,722,798.   | 1,707,362.                         |                           | 36,268,711.             |   |
| 27 Subtract line 26 from line 12:   |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements ...   | -5,546.   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-) .....  |   | 14,539,459.                        |                           |                         |   |
| 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 .....   | 20,861,274.  | 414,768.       | 414,768.              |
|                             | 2 Savings and temporary cash investments .....  | 1,111,898.   | 19,611,911.    | 19,611,911.           |
|                             | 3 Accounts receivable .....   |  |                |                       |
|                             | Less: allowance for doubtful accounts .....   |  |                |                       |
|                             | 4 Pledges receivable .....  |  |                |                       |
|                             | Less: allowance for doubtful accounts .....   |  |                |                       |
|                             | 5 Grants receivable .....   |  |                |                       |
|                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons .....                                  |  |                |                       |
|                             | 7 Other notes and loans receivable .....  |  |                |                       |
|                             | Less: allowance for doubtful accounts .....   |  |                |                       |
|                             | 8 Inventories for sale or use .....   |  |                |                       |
|                             | 9 Prepaid expenses and deferred charges .....   |  |                |                       |
|                             | 10a Investments - U.S. and state government obligations .....   |  |                |                       |
|                             | b Investments - corporate stock .....   |  |                |                       |
|                             | c Investments - corporate bonds .....   |  |                |                       |
|                             | 11 Investments - land, buildings, and equipment: basis .....  |  |                |                       |
| Liabilities                 | Less: accumulated depreciation .....  |  |                |                       |
|                             | 12 Investments - mortgage loans .....   |  |                |                       |
|                             | 13 Investments - other STMT 8 .....   | 354,462,908.   | 375,502,146.   | 375,502,146.          |
|                             | 14 Land, buildings, and equipment: basis .....  |  |                |                       |
|                             | Less: accumulated depreciation .....  |  |                |                       |
|                             | 15 Other assets (describe .....   |  |                |                       |
|                             | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) .....                      | 376,436,080.   | 395,528,825.   | 395,528,825.          |
|                             | 17 Accounts payable and accrued expenses .....  | 632,243.   | 870,787.       |                       |
|                             | 18 Grants payable .....   |  |                |                       |
|                             | 19 Deferred revenue .....   |  |                |                       |
| Net Assets or Fund Balances | 20 Loans from officers, directors, trustees, and other disqualified persons .....   |  |                |                       |
|                             | 21 Mortgages and other notes payable .....  |  |                |                       |
|                             | 22 Other liabilities (describe .....  |  |                |                       |
|                             | 23 Total liabilities (add lines 17 through 22) .....  | 632,243.   | 870,787.       |                       |
|                             | 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 .....  | 375,471,491.   | 394,425,692.   |                       |
|                             | 25 Net assets with donor restrictions .....   | 332,346.   | 232,346.       |                       |
|                             | 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 .....  | 375,803,837.   | 394,658,038.   |                       |
|                             | 30 Total liabilities and net assets/fund balances .....   | 376,436,080.   | 395,528,825.   |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) ..... | 1 | 375,803,837. |
| 2 Enter amount from Part I, line 27a .....  | 2 | -5,546.      |
| 3 Other increases not included in line 2 (itemize) <b>UNREALIZED GAIN ON INVESTMENTS</b> .....  | 3 | 18,859,747.  |
| 4 Add lines 1, 2, and 3 .....   | 4 | 394,658,038. |
| 5 Decreases not included in line 2 (itemize) .....  | 5 | 0.           |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 .....   | 6 | 394,658,038. |

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**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<br>P - Purchase<br>D - Donation  | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|---|---|--------------------------------------|----------------------------------|
| <b>1a GAIN / (LOSS) FROM PASSTHROUGHS</b>   |  |   | <b>P</b>  |                                      |                                  |
| b   |  |   |   |                                      |                                  |
| c   |  |   |   |                                      |                                  |
| d   |  |   |   |                                      |                                  |
| e   |  |   |   |                                      |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g))  |                                      |                                  |
| a   |  | 7,590,279.                                      | -7,590,279.   |                                      |                                  |
| b   |  |   |   |                                      |                                  |
| 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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |   |                                      |                                  |
| a   |  |   | -7,590,279.   |                                      |                                  |
| b   |  |   |   |                                      |                                  |
| c   |  |   |   |                                      |                                  |
| d   |  |   |   |                                      |                                  |
| e   |  |   |   |                                      |                                  |
| 2 Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>                             |  |   | 2   | -7,590,279.                          |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in<br>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.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) |    | 1        | 202,098. |
| b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter<br>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        | 202,098. |
| 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        | 202,098. |
| 6 Credits/Payments:  |    |          |          |
| a 2023 estimated tax payments and 2022 overpayment credited to 2023  | 6a | 110,000. |          |
| b Exempt foreign organizations - tax withheld at source  | 6b | 0.       |          |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c | 60,000.  |          |
| d Backup withholding erroneously withheld  | 6d | 0.       |          |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 170,000. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached   | 8  | 7,948.   |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9  | 9  | 40,046.  |          |
| 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 2024 estimated tax Refunded  | 11 |          |          |

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**Part VI-A Statements Regarding Activities**

|   | Yes      | No       |
|---|----------|----------|
| <b>1a</b> 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? .....  |          | <b>X</b> |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition .....<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |          | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? .....  |          | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>   |          |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>   |          |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? .....  |          | <b>X</b> |
| If "Yes," attach a detailed description of the activities.  |          |          |
| <b>3</b> 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 .....   |          | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....   |          | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? ..... <b>N/A</b>   |          |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....   |          | <b>X</b> |
| If "Yes," attach the statement required by <i>General Instruction T</i> .   |          |          |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? .....                           | <b>X</b> |          |
| <b>7</b> 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 .....   | <b>X</b> |          |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ....<br><b>CA</b>  |          |          |
| <b>b</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 .....  | <b>X</b> |          |
| <b>9</b> 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 .....  |          | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....  |          | <b>X</b> |
| <b>11</b> 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 .....  |          | <b>X</b> |
| <b>12</b> 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 ..... <b>SEE STATEMENT 12 SEE STATEMENT 13</b>  | <b>X</b> |          |
| <b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....<br>Website address <b>WWW.SALESFORCE.COM/COMPANY/PHILANTHROPY</b>   | <b>X</b> |          |
| <b>14</b> The books are in care of <b>JOACHIM WETTERMARK</b> Telephone no. <b>415-279-4969</b><br>Located at <b>50 FREMONT STREET, SUITE 300, SAN FRANCISCO, CA</b> ZIP+4 <b>94105</b>  |          |          |
| <b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - check here ..... <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year ..... <b>15</b> <b>N/A</b>   |          |          |
| <b>16</b> 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? .....   |          | <b>X</b> |
| See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country  |          |          |

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

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

|  | Yes   | No  |
|--|-------|-----|
| <b>1a</b> 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>b</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   |
| <b>c</b> Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>  |       |     |
| <b>d</b> 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   |
| <b>2</b> 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)):  |       |     |
| <b>a</b> 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>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)   | 2b    | N/A |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. _____, _____, _____, _____  |       |     |
| <b>3a</b> 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>b</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 |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a    | X   |
| <b>b</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)**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))?

|       | Yes | No |
|-------|-----|----|
| 5a(1) |     | X  |

(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) |  | X |
|-------|--|---|

(3) Provide a grant to an individual for travel, study, or other similar purposes?

|       |  |   |
|-------|--|---|
| 5a(3) |  | X |
|-------|--|---|

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

|       |  |   |
|-------|--|---|
| 5a(4) |  | 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?

|       |  |   |
|-------|--|---|
| 5a(5) |  | 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

N/A

|    |  |  |
|----|--|--|
| 5b |  |  |
|----|--|--|

**c** Organizations relying on a current notice regarding disaster assistance, check here**d** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

|    |  |  |
|----|--|--|
| 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 |  | X |
|----|--|---|

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

|    |  |   |
|----|--|---|
| 6b |  | X |
|----|--|---|

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 |  | X |
|----|--|---|

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

|    |  |  |
|----|--|--|
| 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(s) during the year?

|   |  |   |
|---|--|---|
| 8 |  | 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 14     |   | 0.  | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

**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

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**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000                           | (b) Type of service       | (c) Compensation |
|---|---------------------------|------------------|
| RUSSEL INVESTMENTS<br>1301 SECOND AVENUE, SEATTLE, WA 98101                           | INVESTMENT<br>MANAGEMENT  | 966,150.         |
| MOSS ADAMS LLP - 101 SECOND STREET, SUITE<br>900, SAN FRANCISCO, CA 94105             | AUDIT AND TAX<br>SERVICES | 56,900.          |
|   |                           |                  |
|   |                           |                  |
|   |                           |                  |
|   |                           |                  |
| <b>Total</b> number of others receiving over \$50,000 for professional services ..... |                           | 0                |

**Part VIII-A** Summary of Direct Charitable Activities

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

**Part VIII-B** Summary of Program-Related Investments

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

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

|          |   |           |              |
|----------|---|-----------|--------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:           |           |              |
| <b>a</b> | Average monthly fair market value of securities .....   | <b>1a</b> | 363,640,413. |
| <b>b</b> | Average of monthly cash balances .....  | <b>1b</b> | 12,502,506.  |
| <b>c</b> | Fair market value of all other assets (see instructions) .....  | <b>1c</b> |              |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) .....   | <b>1d</b> | 376,142,919. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....       | <b>1e</b> | 0.           |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets .....  | <b>2</b>  | 0.           |
| <b>3</b> | Subtract line 2 from line 1d .....  | <b>3</b>  | 376,142,919. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) ..... | <b>4</b>  | 5,642,144.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....                                       | <b>5</b>  | 370,500,775. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....   | <b>6</b>  | 18,525,039.  |

**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.)

|           |  |           |             |
|-----------|--|-----------|-------------|
| <b>1</b>  | Minimum investment return from Part IX, line 6 .....   | <b>1</b>  | 18,525,039. |
| <b>2a</b> | Tax on investment income for 2023 from Part V, line 5 .....  | <b>2a</b> | 202,098.    |
| <b>b</b>  | Income tax for 2023. (This does not include the tax from Part V.) .....  | <b>2b</b> |             |
| <b>c</b>  | Add lines 2a and 2b .....  | <b>2c</b> | 202,098.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 .....                                    | <b>3</b>  | 18,322,941. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions .....  | <b>4</b>  | 0.          |
| <b>5</b>  | Add lines 3 and 4 .....  | <b>5</b>  | 18,322,941. |
| <b>6</b>  | Deduction from distributable amount (see instructions) .....   | <b>6</b>  | 0.          |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 ..... | <b>7</b>  | 18,322,941. |

**Part XI Qualifying Distributions** (see instructions)

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                      |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 .....                             | <b>1a</b> | 36,268,711. |
| <b>b</b> | Program-related investments - total from Part VIII-B .....  | <b>1b</b> | 0.          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes ..... | <b>2</b>  |             |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |             |
| <b>a</b> | Suitability test (prior IRS approval required) .....  | <b>3a</b> |             |
| <b>b</b> | Cash distribution test (attach the required schedule) .....   | <b>3b</b> |             |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 .....              | <b>4</b>  | 36,268,711. |

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

|  | (a)<br>Corpus | (b)<br>Years prior to 2022 | (c)<br>2022 | (d)<br>2023 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2023 from Part X, line 7 .....  |               |                            |             | 18,322,941. |
| 2 Undistributed income, if any, as of the end of 2023:   |               |                            |             |             |
| a Enter amount for 2022 only .....   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2023:   |               |                            |             |             |
| a From 2018 ..... 1,682,454.   |               |                            |             |             |
| b From 2019 ..... 13,598,334.  |               |                            |             |             |
| c From 2020 ..... 16,485,979.  |               |                            |             |             |
| d From 2021 ..... 14,082,933.  |               |                            |             |             |
| e From 2022 ..... 18,189,674.  |               |                            |             |             |
| f Total of lines 3a through e .....  | 64,039,374.   |                            |             |             |
| 4 Qualifying distributions for 2023 from Part XI, line 4: \$ 36,268,711.   |               |                            |             |             |
| 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 .....   |               |                            |             | 18,322,941. |
| e Remaining amount distributed out of corpus .....   | 17,945,770.   |                            |             |             |
| 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 .....  | 81,985,144.   |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b .....   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed ..... |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions .....   |               | 0.                         |             |             |
| e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...  |               |                            | 0.          |             |
| f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024 .....  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) .....       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2018 not applied on line 5 or line 7 .....   | 1,682,454.    |                            |             |             |
| 9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a .....  | 80,302,690.   |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2019 ... 13,598,334.   |               |                            |             |             |
| b Excess from 2020 ... 16,485,979.   |               |                            |             |             |
| c Excess from 2021 ... 14,082,933.   |               |                            |             |             |
| d Excess from 2022 ... 18,189,674.   |               |                            |             |             |
| e Excess from 2023 ... 17,945,770.   |               |                            |             |             |

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

MARC BENIOFF

**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:

**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)  |   |                                |   |                       |
| <b>a</b> <i>Paid during the year</i>   |   |                                |   |                       |
| 3DE NATIONAL, LLC<br>3563 PIDMOND RD NE STE 46<br>ATLANTA, GA 30305            | NONE  | PC                             | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 1,000,000.            |
| AI4ALL<br>548 MARKET STREET PMB 95333<br>SAN FRANCISCO, CA 94104               | NONE  | PC                             | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 500,000.              |
| AMERICAN AI FORUM<br>95 3RD STREET, 2ND FL<br>SAN FRANCISCO, CA 94103          | NONE  | PC                             | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 1,000,000.            |
| ANNIECANNONS<br>1423 BROADWAY #1144<br>OAKLAND, CA 94612                       | NONE  | PC                             | SUPPORT SKILL TRAINING<br>AND EMPLOYMENT<br>OPPORTUNITIES | 500,000.              |
| BOSTON PRIVATE INDUSTRY COUNCIL<br>2 OLIVER STREET, 3RD FL<br>BOSTON, MA 02109 | NONE  | PC                             | SUPPORT EMPLOYMENT<br>OPPORTUNITIES                       | 500,000.              |
| <b>Total</b>   | SEE CONTINUATION SHEET(S)   |                                |   | <b>3a</b> 36,145,900. |
| <b>b</b> <i>Approved for future payment</i>                                    |   |                                |   |                       |
| NONE   |   |                                |   |                       |
|  |   |                                |   |                       |
|  |   |                                |   |                       |
|  |   |                                |   |                       |
| <b>Total</b>   |   |                                |   | <b>3b</b> 0.          |



## Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

**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 |
| N/A  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |

|                      |  |  |  |   |
|----------------------|--|--|--|---|
| <b>Sign<br/>Here</b> | 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. |  |  | May the IRS discuss this return with the preparer shown below? See instr.<br><input checked="checked" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |
|                      | <div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> Signature of officer or trustee  | <div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> Date | <div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> CFO<br>Title |   |

|                                       |   |                      |          |   |                       |
|---------------------------------------|---|----------------------|----------|---|-----------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name  | Preparer's signature | Date     | Check <input type="checkbox"/> if self-employed | PTIN                  |
|                                       | MICHAEL LUMSDEN   | MICHAEL LUMSDEN      | 12/09/24 |   | P01262236             |
|                                       | Firm's name MOSS ADAMS LLP  |                      |          |   | Firm's EIN 91-0189318 |
|                                       | Firm's address 101 SECOND STREET SUITE 900<br>SAN FRANCISCO, CA 94105 |                      |          | Phone no. 415-956-1500                          |                       |

**Part XIV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                       | Amount             |
|--|--|--------------------------------------|---|--------------------|
| CHILDREN FIRST FUND THE CHICAGO<br>PUBLIC SCHOOLS FOUNDATION<br>200 W. MADISON ST., 2ND FL<br>CHICAGO, IL 60602        | NONE   | PC                                   | SUPPORT PUBLIC<br>EDUCATION                               | 1,000,000.         |
| CODE THE DREAM<br>201 W. MAIN STREET, STE 100 PMB003<br>DURHAM, NC 27701   | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 500,000.           |
| COLLABORATIVE FOR ACADEMIC SOCIAL AND<br>EMOTIONAL LEARNING (CASEL)<br>815 W VAN BUREN ST STE 210<br>CHICAGO, IL 60607 | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 750,000.           |
| COMPETENCY-BASED EDUCATION NETWORK<br>INC<br>1417 HANSON DRIVE<br>FRANKLIN, TN 37067                                   | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 500,000.           |
| DREAM.ORG<br>1630 SAN PABLO AVE 4TH FLOOR<br>OAKLAND, CA 94612   | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 1,000,000.         |
| ENTERPRISE FOR YOUTH<br>2021 FILLMORE STREET, STE 192<br>SAN FRANCISCO, CA 94115                                       | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 200,000.           |
| FFWD<br>1002A O'REILLY AVE<br>SAN FRANCISCO, CA 94129  | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 1,500,000.         |
| FUND FOR PUBLIC SCHOOLS<br>52 CHAMBERS STREET, RM 305<br>NEW YORK, NY 10007  | NONE   | PC                                   | SUPPORT PUBLIC<br>EDUCATION                               | 1,000,000.         |
| INDIANAPOLIS PUBLIC SCHOOLS EDUCATION<br>FOUNDATION<br>120 E. WALNUT STREET<br>INDIANAPOLIS, IN 46204                  | NONE   | PC                                   | SUPPORT PUBLIC<br>EDUCATION                               | 1,000,000.         |
| JEWISH VOCATIONAL AND CAREER<br>COUNSELING SERVICE (JVS)<br>548 MARKET STREET PMB 37733<br>SAN FRANCISCO, CA 94104     | NONE   | PC                                   | SUPPORT SKILL TRAINING<br>AND EMPLOYMENT<br>OPPORTUNITIES | 500,000.           |
| <b>Total from continuation sheets</b>  |  |                                      |   | <b>32,645,900.</b> |

**Part XIV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                       | Amount     |
|---|--|--------------------------------------|---|------------|
| JOBS FOR THE FUTURE, INC.<br>50 MILK ST 17TH FLOOR<br>BOSTON, MA 02108                | NONE   | PC                                   | SUPPORT SKILL TRAINING<br>AND EMPLOYMENT<br>OPPORTUNITIES | 1,000,000. |
| MARCY LAB, INC.<br>829 JEFFERSON AVE<br>BROOKLYN, NY 11223                            | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 500,000.   |
| NAMI NATIONAL<br>4301 WILSON BLVD, SUITE 300<br>ARLINGTON, VA 22203                   | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 750,000.   |
| NEW VENTURE FUND<br>1828 L STREET, NW STE 300A<br>WASHINGTON, DC 20036                | NONE   | PC                                   | SUPPORT EMPLOYMENT<br>OPPORTUNITIES                       | 1,500,000. |
| OAKLAND UNIFIED SCHOOL DISTRICT<br>PO BOX 71005<br>OAKLAND, CA 94612                  | NONE   | GOV                                  | SUPPORT PUBLIC<br>EDUCATION                               | 5,500,000. |
| PEER HEALTH EXCHANGE<br>1423 BROADWAY #1059<br>OAKLAND, CA 94612                      | NONE   | PC                                   | SUPPORT EMPLOYMENT<br>OPPORTUNITIES                       | 500,000.   |
| RECODED<br>1178 BROADWAY, 2ND FLOOR #1033<br>NEW YORK, NY 10001                       | NONE   | PC                                   | SUPPORT SKILL TRAINING<br>AND EMPLOYMENT<br>OPPORTUNITIES | 500,000.   |
| RIVET SCHOOL<br>1503 MACDONALD AVE SUITE A<br>RICHMOND, CA 94801                      | NONE   | PC                                   | SUPPORT YOUTH<br>EDUCATION AND<br>EMPLOYMENT DEVELOPMENT  | 500,000.   |
| SAN FRANCISCO UNIFIED SCHOOL DISTRICT<br>834 TOLANT STREET<br>SAN FRANCISCO, CA 94124 | NONE   | GOV                                  | SUPPORT PUBLIC<br>EDUCATION                               | 100,000.   |
| SPARK SF PUBLIC SCHOOLS<br>135 VAN NESS AVE. RM 119<br>SAN FRANCISCO, CA 94102        | NONE   | PC                                   | SUPPORT PUBLIC<br>EDUCATION                               | 5,500,000. |
| Total from continuation sheets .....  |  |                                      |   |            |

### 3 Grants and Contributions Paid During the Year (Continuation)

323631  
04-01-23



**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

Name of the organization

**SALESFORCE FOUNDATION**

Employer identification number

**94-3347800**

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         | Employer identification number |
| <b>SALESFORCE FOUNDATION</b> | <b>94-3347800</b>              |

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|---|----------------------------|---|
| 1          | SALESFORCE.COM INC.<br>415 MISSION STREET, 3RD FLOOR<br>SAN FRANCISCO, CA 94105 | \$ 34,000,654.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 2          | MARC BENIOFF<br>415 MISSION STREET, 3RD FLOOR<br>SAN FRANCISCO, CA 94105        | \$ 8,451.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            |   | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |

Employer identification number

94-3347800

## Part II

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

Name of organization

Employer identification number

**SALESFORCE FOUNDATION****94-3347800****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.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|---|-----------------|--|
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |

# Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-PF

OMB No. 1545-0123

**2023**

Go to [www.irs.gov/Form2220](http://www.irs.gov/Form2220) for instructions and the latest information.

|                                      |   |
|--------------------------------------|---|
| Name<br><b>SALESFORCE FOUNDATION</b> | Employer identification number<br><b>94-3347800</b> |
|--------------------------------------|---|

**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  | 202,098. |
| 2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....  | 2a |          |
| 2b 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 |          |
| 2c 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, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....   | 3  | 202,098. |
| 4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. <b>Caution:</b> 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  | 106,665. |
| 5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....  | 5  | 106,665. |

## 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 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☒ 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 <b>Installment due dates.</b> 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   | 06/15/23 | 07/15/23 | 10/15/23 | 01/15/24 |
| 10 <b>Required installments.</b> 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  | 26,666.  | 74,383.  | 50,525.  | 50,524.  |
| 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  |          |          |          | 110,000. |
| <b>Complete lines 12 through 18 of one column before going to the next column.</b>  |     |          |          |          |          |
| 12 Enter amount, if any, from line 18 of the preceding column .....   | 12  |          |          |          |          |
| 13 Add lines 11 and 12 .....  | 13  |          |          |          | 110,000. |
| 14 Add amounts on lines 16 and 17 of the preceding column .....   | 14  |          | 26,666.  | 101,049. | 151,574. |
| 15 Subtract line 14 from line 13. If zero or less, enter -0- .....  | 15  | 0.       | 0.       | 0.       | 0.       |
| 16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....  | 16  |          | 26,666.  | 101,049. |          |
| 17 <b>Underpayment.</b> 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  | 26,666.  | 74,383.  | 50,525.  | 50,524.  |
| 18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....  | 18  |          |          |          |          |

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) |
|---|-----------|------------------------|-----|-----|
| <b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier.<br>(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 ..... | <b>19</b> |                        |     |     |
| <b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....  | <b>20</b> |                        |     |     |
| <b>21</b> Number of days on line 20 after 4/15/2023 and before 7/1/2023 .....   | <b>21</b> |                        |     |     |
| <b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$ ...  | <b>22</b> | \$                     | \$  | \$  |
| <b>23</b> Number of days on line 20 after 6/30/2023 and before 10/1/2023 .....  | <b>23</b> |                        |     |     |
| <b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$ ...  | <b>24</b> | \$                     | \$  | \$  |
| <b>25</b> Number of days on line 20 after 9/30/2023 and before 1/1/2024 .....   | <b>25</b> |                        |     |     |
| <b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$ ...  | <b>26</b> | \$                     | \$  | \$  |
| <b>27</b> Number of days on line 20 after 12/31/2023 and before 4/1/2024 .....  | <b>27</b> | SEE ATTACHED WORKSHEET |     |     |
| <b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$ ...  | <b>28</b> | \$                     | \$  | \$  |
| <b>29</b> Number of days on line 20 after 3/31/2024 and before 7/1/2024 .....   | <b>29</b> |                        |     |     |
| <b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$ .....  | <b>30</b> | \$                     | \$  | \$  |
| <b>31</b> Number of days on line 20 after 6/30/2024 and before 10/1/2024 .....  | <b>31</b> |                        |     |     |
| <b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$ .....  | <b>32</b> | \$                     | \$  | \$  |
| <b>33</b> Number of days on line 20 after 9/30/2024 and before 1/1/2025 .....   | <b>33</b> |                        |     |     |
| <b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$ .....  | <b>34</b> | \$                     | \$  | \$  |
| <b>35</b> Number of days on line 20 after 12/31/2024 and before 3/16/2025 .....   | <b>35</b> |                        |     |     |
| <b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....  | <b>36</b> | \$                     | \$  | \$  |
| <b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....  | <b>37</b> | \$                     | \$  | \$  |
| <b>38 Penalty.</b> 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 .....  | <b>38</b> | \$ 7,948.              |     |     |

\* 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](http://www.irs.gov). You can also call 800-829-4933 to get interest rate information.

FORM 990-PF  
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

| Name(s)<br><b>SALESFORCE FOUNDATION</b> |               |                                |                                   |                              | Identifying Number<br><b>94-3347800</b> |
|---|---------------|--------------------------------|-----------------------------------|------------------------------|---|
| (A)<br>*Date                            | (B)<br>Amount | (C)<br>Adjusted<br>Balance Due | (D)<br>Number Days<br>Balance Due | (E)<br>Daily<br>Penalty Rate | (F)<br>Penalty                          |
|   |               | -0-                            |                                   |                              |   |
| 06/15/23                                | 26,666.       | 26,666.                        | 30                                | .000191781                   | 153.                                    |
| 07/15/23                                | 74,383.       | 101,049.                       | 77                                | .000191781                   | 1,492.                                  |
| 09/30/23                                | 0.            | 101,049.                       | 15                                | .000219178                   | 332.                                    |
| 10/15/23                                | 50,525.       | 151,574.                       | 77                                | .000219178                   | 2,558.                                  |
| 12/31/23                                | 0.            | 151,574.                       | 9                                 | .000218579                   | 298.                                    |
| 01/09/24                                | -110,000.     | 41,574.                        | 6                                 | .000218579                   | 55.                                     |
| 01/15/24                                | 50,524.       | 92,098.                        | 152                               | .000218579                   | 3,060.                                  |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
|   |               |                                |                                   |                              |   |
| Penalty Due (Sum of Column F). .....    |               |                                |                                   |                              | <b>7,948.</b>                           |

\* Date of estimated tax payment, withholding  
credit date or installment due date.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

| (A)<br>DESCRIPTION OF PROPERTY  |                               |                           |                | MANNER<br>ACQUIRED  | DATE<br>ACQUIRED | DATE SOLD |
|---------------------------------|-------------------------------|---------------------------|----------------|---------------------|------------------|-----------|
|                                 |                               |                           |                | PURCHASED           |                  |           |
| GAIN / (LOSS) FROM PASSTHROUGHS |                               |                           |                |                     |                  |           |
| (B)<br>GROSS<br>SALES PRICE     | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |                  |           |
| 0.                              | 0.                            | 0.                        | 0.             | 0.                  |                  |           |

| (A)<br>DESCRIPTION OF PROPERTY |                               |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
|                                |                               |                           | PURCHASED          |                     |           |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 74,740,726.                    | 71,679,070.                   | 0.                        | 0.                 | 3,061,656.          |           |

|                                       |            |
|---------------------------------------|------------|
| NET GAIN OR LOSS FROM SALE OF ASSETS  | 3,061,656. |
| CAPITAL GAINS DIVIDENDS FROM PART IV  | 0.         |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 3,061,656. |

FORM 990-PF

OTHER INCOME

STATEMENT 2

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INCOME FROM K-1S                | 0.                          | 5,567,432.                        |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 0.                          | 5,567,432.                        |                               |



## FORM 990-PF

## LEGAL FEES

## STATEMENT 3

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 2,430.                       | 0.                                |                               | 3,303.                        |
| TO FM 990-PF, PG 1, LN 16A | 2,430.                       | 0.                                |                               | 3,303.                        |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT AND ACCOUNTING FEES    | 44,100.                      | 11,025.                           |                               | 93,075.                       |
| TAX PREPARATION FEES         | 12,800.                      | 3,200.                            |                               | 9,600.                        |
| TO FORM 990-PF, PG 1, LN 16B | 56,900.                      | 14,225.                           |                               | 102,675.                      |

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES   | 1,270,000.                   | 1,270,000.                        |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 1,270,000.                   | 1,270,000.                        |                               | 0.                            |

## FORM 990-PF

## TAXES

## STATEMENT 6

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX EXPENSE  | 221,791.                     | 0.                                |                               | 0.                            |
| FOREIGN TAXES               | 0.                           | 423,137.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 221,791.                     | 423,137.                          |                               | 0.                            |

| FORM 990-PF                 | OTHER EXPENSES               |                                   | STATEMENT 7                   |                               |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INSURANCE                   | 24,977.                      | 0.                                |                               | 16,033.                       |
| CALIFORNIA RRF-1 FILING FEE | 800.                         | 0.                                |                               | 800.                          |
| TO FORM 990-PF, PG 1, LN 23 | 25,777.                      | 0.                                |                               | 16,833.                       |

| FORM 990-PF                             | OTHER INVESTMENTS   |              | STATEMENT 8          |  |
|---|---------------------|--------------|----------------------|--|
| DESCRIPTION                             | VALUATION<br>METHOD | BOOK VALUE   | FAIR MARKET<br>VALUE |  |
| RIIFL SUSTAINABLE MULTI ASSET<br>GROWTH | FMV                 | 213,624,011. | 213,624,011.         |  |
| PRIVATE MARKETS FUND 2019 LP            | FMV                 | 24,498,792.  | 24,498,792.          |  |
| RIIFL SUSTAINABLE BOND FUND             | FMV                 | 87,571,175.  | 87,571,175.          |  |
| PRIVATE MARKETS FUND 2021 LLC           | FMV                 | 9,592,549.   | 9,592,549.           |  |
| PRIVATE CREDIT FUND I LLC               | FMV                 | 19,564,104.  | 19,564,104.          |  |
| RUSSELL INVESTMENTS PMF23               | FMV                 | 994,405.     | 994,405.             |  |
| RIIFL LOW DURATION BOND FD              | FMV                 | 19,630,965.  | 19,630,965.          |  |
| STATE STREET INSTITUTIONAL TRE          | FMV                 | 26,145.      | 26,145.              |  |
| TOTAL TO FORM 990-PF, PART II, LINE 13  |                     | 375,502,146. | 375,502,146.         |  |

| FORM 990-PF                      | INTEREST AND PENALTIES |  | STATEMENT 9 |  |
|----------------------------------|------------------------|--|-------------|--|
| TAX DUE FROM FORM 990-PF, PART V |                        |  | 32,098.     |  |
| UNDERPAYMENT PENALTY             |                        |  | 7,948.      |  |
| LATE PAYMENT INTEREST            |                        |  | 1,310.      |  |
| LATE PAYMENT PENALTY             |                        |  | 963.        |  |
| TOTAL AMOUNT DUE                 |                        |  | 42,319.     |  |

## FORM 990-PF

## LATE PAYMENT INTEREST

## STATEMENT 10

| DESCRIPTION                 | DATE     | AMOUNT   | BALANCE | RATE  | DAYS | INTEREST |
|-----------------------------|----------|----------|---------|-------|------|----------|
| TAX DUE                     | 06/15/24 | 92,098.  | 92,098. | .0800 |      |          |
| EXTENSION PAYMENT           | 06/15/24 | -60,000. | 32,098. | .0800 | 183  | 1,310.   |
| DATE FILED                  | 12/15/24 |          | 33,408. |       |      |          |
| TOTAL LATE PAYMENT INTEREST |          |          |         |       |      | 1,310.   |

## FORM 990-PF

## LATE PAYMENT PENALTY

## STATEMENT 11

| DESCRIPTION                | DATE     | AMOUNT   | BALANCE | MONTHS | PENALTY |
|----------------------------|----------|----------|---------|--------|---------|
| TAX DUE                    | 06/15/24 | 92,098.  | 92,098. |        |         |
| EXTENSION PAYMENT          | 06/15/24 | -60,000. | 32,098. | 6      | 963.    |
| DATE FILED                 | 12/15/24 |          | 32,098. |        |         |
| TOTAL LATE PAYMENT PENALTY |          |          |         |        | 963.    |

## FORM 990-PF

EXPLANATION CONCERNING PART VI-A, LINE 12  
QUALIFYING DISTRIBUTION STATEMENT

## STATEMENT 12

## EXPLANATION

DURING THE 1/31/2024 TAX YEAR, SALESFORCE FOUNDATION MADE A GRANT TO A DONOR ADVISED FUND SPONSORED BY TIDES FOUNDATION, WHICH WAS TREATED AS A QUALIFYING DISTRIBUTION.

## FORM 990-PF

EXPLANATION CONCERNING PART VI-A, LINE 12  
SECTION 170(C)(2)(B) STATEMENT

## STATEMENT 13

## EXPLANATION

THIS DONATION TO THE DONOR ADVISED FUND AT TIDES FOUNDATION WAS TO SUPPORT EMPLOYMENT OPPORTUNITIES. THIS GRANT DOES NOT REPRESENT THE PAYMENT OR FULFILMENT OF A PLEDGE, COMMITMENT OR OTHER FINANCIAL OBLIGATION. THE FOUNDATION WILL NOT ACCEPT ANY GOODS OR SERVICES IN EXCHANGE FOR THIS GRANT.

FORM 990-PF

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

STATEMENT 14

| NAME AND ADDRESS   | TITLE AND<br>AVRG HRS/WK                   | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|--|--|-------------------|---------------------------------|--------------------|
| MARC BENIOFF<br>415 MISSION STREET, 3RD FLOOR<br>SAN FRANCISCO, CA 94105 | CHAIRMAN<br>2.50                           | 0.                | 0.                              | 0.                 |
| RONALD CONWAY<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105    | DIRECTOR<br>0.50                           | 0.                | 0.                              | 0.                 |
| LAURA SCHER<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105      | DIRECTOR<br>0.50                           | 0.                | 0.                              | 0.                 |
| EBONY BECKWITH<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105   | CEO THRU 4/2023<br>3.00                    | 0.                | 0.                              | 0.                 |
| REBECCA FERGUSON<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105 | COO THRU 4/2023 / CEO START 4/2023<br>3.00 | 0.                | 0.                              | 0.                 |
| SAMUEL CHUNG<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105     | CFO<br>1.00                                | 0.                | 0.                              | 0.                 |
| SARAH DODS<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105       | SECRETARY<br>1.00                          | 0.                | 0.                              | 0.                 |
| MICHAEL BUTLER<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105   | ASSISTANT TREASURER<br>1.00                | 0.                | 0.                              | 0.                 |
| LARA MOURITSEN<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105   | ASSISTANT SECRETARY<br>1.00                | 0.                | 0.                              | 0.                 |
| MAGGIE TAN<br>50 FREMONT ST., SUITE 300<br>SAN FRANCISCO, CA 94105       | FINANCE DIRECTOR<br>1.00                   | 0.                | 0.                              | 0.                 |

SALESFORCE FOUNDATION

JOACHIM WETTERMARK

50 FREMONT ST., SUITE 300

SAN FRANCISCO, CA 94105

TREASURER

1.00

0.

0.

0.

94-3347800

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII

0.

0.

0.

\*\*\*\*\* THIS IS NOT A FILEABLE COPY \*\*\*\*\*

# IRS E-file Signature Authorization for a Tax Exempt Entity

OMB No. 1545-0047

Form **8879-TE**

Department of the Treasury  
Internal Revenue Service

For calendar year 2023, or fiscal year beginning FEB 1, 2023, and ending JAN 31, 2024

Do not send to the IRS. Keep for your records.

Go to [www.irs.gov/Form8879TE](http://www.irs.gov/Form8879TE) for the latest information.

**2023**

Name of filer

**SALESFORCE FOUNDATION**

EIN or SSN

**94-3347800**

Name and title of officer or person subject to tax **JOACHIM WETTERMARK**  
**CFO**

## Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line **1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a,** or **10a** below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b,** or **10b,** whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

|                                    |                                     |   |              |
|------------------------------------|-------------------------------------|---|--------------|
| <b>1a</b> Form 990 check here      | <input type="checkbox"/>            | <b>b</b> Total revenue, if any (Form 990, Part VIII, column (A), line 12)     | <b>1b</b>    |
| <b>2a</b> Form 990-EZ check here   | <input type="checkbox"/>            | <b>b</b> Total revenue, if any (Form 990-EZ, line 9)                          | <b>2b</b>    |
| <b>3a</b> Form 1120-POL check here | <input type="checkbox"/>            | <b>b</b> Total tax (Form 1120-POL, line 22)                                   | <b>3b</b>    |
| <b>4a</b> Form 990-PF check here   | <input type="checkbox"/>            | <b>b</b> Tax based on investment income (Form 990-PF, Part V, line 5)         | <b>4b</b>    |
| <b>5a</b> Form 8868 check here     | <input type="checkbox"/>            | <b>b</b> Balance due (Form 8868, line 3c)                                     | <b>5b</b>    |
| <b>6a</b> Form 990-T check here    | <input checked="" type="checkbox"/> | <b>b</b> Total tax (Form 990-T, Part III, line 4)                             | <b>6b</b> 0. |
| <b>7a</b> Form 4720 check here     | <input type="checkbox"/>            | <b>b</b> Total tax (Form 4720, Part III, line 1)                              | <b>7b</b>    |
| <b>8a</b> Form 5227 check here     | <input type="checkbox"/>            | <b>b</b> FMV of assets at end of tax year (Form 5227, Item D)                 | <b>8b</b>    |
| <b>9a</b> Form 5330 check here     | <input type="checkbox"/>            | <b>b</b> Tax due (Form 5330, Part II, line 19)                                | <b>9b</b>    |
| <b>10a</b> Form 8038-CP check here | <input type="checkbox"/>            | <b>b</b> Amount of credit payment requested (Form 8038-CP, Part III, line 22) | <b>10b</b>   |

## Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) \_\_\_\_\_, (EIN) \_\_\_\_\_ and that I have examined a copy of the 2023 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize **MOSS ADAMS LLP** to enter my PIN **11111**  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

\*\*\*\* THIS IS NOT A FILEABLE COPY \*\*\*\*

Date

## Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**94789562236**

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2023 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Date **12/09/24**

**ERO Must Retain This Form - See Instructions**

**Do Not Submit This Form to the IRS Unless Requested To Do So**

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

Form **8879-TE** (2023)

# Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

OMB No. 1545-0047

## 2023

For calendar year 2023 or other tax year beginning FEB 1, 2023, and ending JAN 31, 2024.

Department of the Treasury  
Internal Revenue Service

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

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

|  |                     |   |   |
|--|---------------------|---|---|
| <b>A</b> <input type="checkbox"/> Check box if address changed.<br><br><b>B</b> Exempt under section<br><input checked="" type="checkbox"/> 501(c)(3)<br><input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)<br><input type="checkbox"/> 408A <input type="checkbox"/> 530(a)<br><input type="checkbox"/> 529(a) <input type="checkbox"/> 529A | Print<br>or<br>Type | Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.)<br><b>SALESFORCE FOUNDATION</b><br>Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>50 FREMONT STREET, 300</b><br>City or town, state or province, country, and ZIP or foreign postal code<br><b>SAN FRANCISCO, CA 94105</b><br><b>C</b> Book value of all assets at end of year ..... <b>395,528,825.</b> | <b>D</b> Employer identification number<br><br><b>94-3347800</b><br><b>E</b> Group exemption number (see instructions)<br><br><b>F</b> <input type="checkbox"/> Check box if an amended return. |
| <b>G</b> Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust <input type="checkbox"/> State college/university<br><input type="checkbox"/> 6417(d)(1)(A) Applicable entity                                     |                     |   |   |
| <b>H</b> Check if filing only to claim <input type="checkbox"/> Credit from Form 8941 <input type="checkbox"/> Refund shown on Form 2439 <input type="checkbox"/> Elective payment amount from Form 3800   |                     |   |   |
| <b>I</b> Check if a 501(c)(3) organization filing a consolidated return with a 501(c)(2) titleholding corporation ..... <input type="checkbox"/>   |                     |   |   |
| <b>J</b> Enter the number of attached Schedules A (Form 990-T) .....   |                     |   |   |
| <b>K</b> During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," enter the name and identifying number of the parent corporation  |                     |   |   |
| <b>L</b> The books are in care of <b>JOACHIM WETTERMARK</b> Telephone number <b>415-279-4969</b>   |                     |   |   |

### Part I Total Unrelated Business Taxable Income

|  |    |        |
|--|----|--------|
| 1 Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions) ...                 | 1  | 0.     |
| 2 Reserved .....   | 2  |        |
| 3 Add lines 1 and 2 .....  | 3  |        |
| 4 Charitable contributions (see instructions for limitation rules) .....   | 4  | 0.     |
| 5 Total unrelated business taxable income before net operating losses. Subtract line 4 from line 3 .....                             | 5  |        |
| 6 Deduction for net operating loss. See instructions .....   | 6  |        |
| 7 Total of unrelated business taxable income before specific deduction and section 199A deduction. Subtract line 6 from line 5 ..... | 7  |        |
| 8 Specific deduction (generally \$1,000, but see instructions for exceptions) .....  | 8  | 1,000. |
| 9 Trusts. Section 199A deduction. See instructions .....   | 9  |        |
| 10 Total deductions. Add lines 8 and 9 .....   | 10 | 1,000. |
| 11 Unrelated business taxable income. Subtract line 10 from line 7. If line 10 is greater than line 7, enter zero .....              | 11 | 0.     |

### Part II Tax Computation

|   |   |    |
|---|---|----|
| 1 Organizations taxable as corporations. Multiply Part I, line 11 by 21% (0.21) .....   | 1 | 0. |
| 2 Trusts taxable at trust rates. See instructions for tax computation. Income tax on the amount on Part I, line 11, from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041) ..... | 2 |    |
| 3 Proxy tax. See instructions .....   | 3 |    |
| 4 Other tax amounts. See instructions .....   | 4 |    |
| 5 Alternative minimum tax .....   | 5 |    |
| 6 Tax on noncompliant facility income. See instructions .....   | 6 |    |
| 7 Total. Add lines 3 through 6 to line 1 or 2, whichever applies .....  | 7 | 0. |

### Part III Tax and Payments

|  |    |  |    |
|--|----|--|----|
| 1a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) .....   | 1a |  |    |
| b Other credits (see instructions) .....   | 1b |  |    |
| c General business credit. Attach Form 3800 (see instructions) .....   | 1c |  |    |
| d Credit for prior-year minimum tax (attach Form 8801 or 8827) .....   | 1d |  |    |
| e Total credits. Add lines 1a through 1d .....   | 1e |  |    |
| 2 Subtract line 1e from Part II, line 7 .....  | 2  |  | 0. |
| 3a Amount due from Form 4255 .....   | 3a |  |    |
| b Amount due from Form 8611 .....  | 3b |  |    |
| c Amount due from Form 8697 .....  | 3c |  |    |
| d Amount due from Form 8866 .....  | 3d |  |    |
| e Other amounts due (see instructions) .....   | 3e |  |    |
| f Total amounts due. Add lines 3a through 3e .....   | 3f |  | 0. |
| 4 Total tax. Add lines 2 and 3f (see instructions). <input type="checkbox"/> Check if includes tax previously deferred under section 1294. Enter tax amount here ..... | 4  |  | 0. |
| 5 Current net 965 tax liability paid from Form 965-A, Part II, column (k) .....  | 5  |  | 0. |

**Part III Tax and Payments** (continued)

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

**Part IV Statements Regarding Certain Activities and Other Information** (see instructions)

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

**Part V Supplemental Information**

Provide any additional information. See instructions.

|                               |  |                      |              |   |            |
|-------------------------------|--|----------------------|--------------|---|------------|
| <b>Sign Here</b>              | 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   | Date                 | CFO<br>Title | May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |            |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name   | Preparer's signature | Date         | Check <input type="checkbox"/> if self-employed   | PTIN       |
|                               | MICHAEL LUMSDEN  | MICHAEL LUMSDEN      | 12/09/24     |   | P01262236  |
|                               | Firm's name  | Firm's EIN           |              |   | 91-0189318 |
|                               | 101 SECOND STREET SUITE 900  |                      |              |   |            |
|                               | Firm's address SAN FRANCISCO, CA 94105   |                      |              | Phone no. 415-956-1500  |            |

Form **990-T** (2023)



Name of person filing this return  
**SALESFORCE FOUNDATION**

Filer's identification number  
**94-3347800**

Filer's address (if you aren't filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):  
1 ☐ 2 ☐ 3 ☒ 4 ☐

B Filer's tax year beginning **FEB 1**, 2023, and ending **JAN 31**, 2024

C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

E Check if any excepted specified foreign financial assets are reported on this form. See instructions ☐

F Information about certain other partners (see instructions)

| (1) Name | (2) Address | (3) Identification number | (4) Check applicable box(es) |            |                    |
|----------|-------------|---------------------------|------------------------------|------------|--------------------|
|          |             |                           | Category 1                   | Category 2 | Constructive owner |
|          |             |                           |                              |            |                    |
|          |             |                           |                              |            |                    |

G1 Name and address of foreign partnership  
**PRIVATE MARKETS FUND 2021 LLC**  
  
**UGLAND HOUSE, P.O. BOX 309**  
**GRAND CAYMAN, CAYMAN ISLANDS KY1-1104**

2(a) EIN (if any)

2(b) Reference ID number  
**PMF2021**

3 Country under whose laws organized  
**CAYMAN ISLANDS**

|   |  |  |   |                                      |                                     |
|---|--|--|---|--------------------------------------|-------------------------------------|
| 4 Date of organization<br><b>06/15/2021</b> | 5 Principal place of business<br><b>CAYMAN ISLANDS</b> | 6 Principal business activity code number<br><b>523900</b> | 7 Principal business activity<br><b>INVESTING</b> | 8a Functional currency<br><b>USD</b> | 8b Exchange rate (see instructions) |
|---|--|--|---|--------------------------------------|-------------------------------------|

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States  
**RUSSELL INVESTMENTS CAPITAL I, LLC**  
**1301 SECOND AVENUE, 18TH FL**  
**SEATTLE, WA 98101**

2 Check if the foreign partnership must file:  
☐ Form 1042 ☐ Form 8804 ☐ Form 1065  
Service Center where Form 1065 is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions ☐ Yes ☒ No  
If "Yes," enter the total amount of the disallowed deductions \$

6 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)? ☐ Yes ☒ No

7 Were any special allocations made by the foreign partnership? ☐ Yes ☒ No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions

9 How is this partnership classified under the law of the country in which it's organized? **PRIVATE FUND**

10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Regulations section 1.1503(d)-1(b)(4) or part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b ☐ Yes ☐ No  
b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? ☐ Yes ☐ No

11 Does this partnership meet both of the following requirements?  
1. The partnership's total receipts for the tax year were less than \$250,000.  
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.  
If "Yes," don't complete Schedules L, M-1, and M-2. ☐ Yes ☐ No

- 12 a** Is the filer of this Form 8865 claiming a foreign-derived intangible income (FDII) deduction (under section 250) with respect to any transaction with the foreign partnership? If "Yes," complete lines 12b, 12c, and 12d. See instructions ☐ Yes ☐ No
- b** Enter the amount of gross receipts derived from all sales of general property to the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) \_\_\_\_\_
- c** Enter the amount of gross receipts derived from all sales of intangible property to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- d** Enter the amount of gross receipts derived from all services provided to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- 13** Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership \_\_\_\_\_
- 14** At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? ☐ Yes ☒ No

|   |   |                      |            |  |
|---|---|----------------------|------------|--|
| <b>Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return.</b> | 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge. |                      |            |  |
|   | Signature of general partner or limited liability company member  |                      |            | Date   |
|   | Print/Type preparer's name  | Preparer's signature | Date       | Check <input type="checkbox"/> if self-employed PTIN |
|   | Firm's name   |                      | Firm's EIN |  |
| <b>Paid Preparer Use Only</b>   | Firm's address  |                      | Phone no.  |  |

**Schedule A** **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

**a** ☐ Owns a direct interest **b** ☐ Owns a constructive interest

| Name | Address | Identification number (if any) | Check if foreign person | Check if direct partner |
|------|---------|--------------------------------|-------------------------|-------------------------|
|      |         |                                |                         |                         |
|      |         |                                |                         |                         |

**Schedule A-1** **Certain Partners of Foreign Partnership** (see instructions)

| Name | Address | Identification number (if any) | Check if foreign person |
|------|---------|--------------------------------|-------------------------|
|      |         |                                |                         |
|      |         |                                |                         |

**Schedule A-2** **Foreign Partners of Section 721(c) Partnership** (see instructions)

| Name of foreign partner | Address | Country of organization (if any) | U.S. taxpayer identification number (if any) | Check if related to U.S. transferor | Percentage interest |         |
|-------------------------|---------|----------------------------------|--|-------------------------------------|---------------------|---------|
|                         |         |                                  |  |                                     | Capital             | Profits |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

**Schedule A-3** **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

| Name | Address | EIN (if any) | Total ordinary income or loss | Check if foreign partnership |
|------|---------|--------------|-------------------------------|------------------------------|
|      |         |              |                               |                              |
|      |         |              |                               |                              |

Form 8865 (2023)

**SCHEDULE O  
(Form 8865)**(Rev. October 2021)  
Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership  
(Under Section 6038B)**

OMB No. 1545-1668

**▶ Attach to Form 8865. See the Instructions for Form 8865.  
▶ Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.**

|   |              |   |
|---|--------------|---|
| Name of transferor<br><b>SALESFORCE FOUNDATION</b>                  |              | Filer's identifying number<br><b>94-3347800</b>   |
| Name of foreign partnership<br><b>PRIVATE MARKETS FUND 2021 LLC</b> | EIN (if any) | Reference ID number (see instr)<br><b>PMF2021</b> |

- 1 a** Is the partnership a section 721(c) partnership (as defined in Regulations section 1.721(c)-1(b)(14))? See instructions ..... ☐ Yes ☒ No
- b** If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? ..... ☐ Yes ☐ No
- 2** Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? ..... ☐ Yes ☒ No

| Part I Transfers Reportable Under Section 6038B                                    |                         |                                |  |                            |                        |   |                                    |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------|---|------------------------------------|
| Type of property   | (a)<br>Date of transfer | (b)<br>Description of property | (c)<br>Fair market value on date of transfer | (d)<br>Cost or other basis | (e)<br>Recovery period | (f)<br>Section 704(c) allocation method | (g)<br>Gain recognized on transfer |
| Cash   | 01/31/24                |                                | 5,726,565.                                   |                            |                        |   |                                    |
| Stock, notes receivable and payable, and other securities                          |                         |                                |  |                            |                        |   |                                    |
| Inventory  |                         |                                |  |                            |                        |   |                                    |
| Tangible property used in trade or business  |                         |                                |  |                            |                        |   |                                    |
| Intangible property described in section 197(f)(9)                                 |                         |                                |  |                            |                        |   |                                    |
| Intangible property, other than intangible property described in section 197(f)(9) |                         |                                |  |                            |                        |   |                                    |
| Other property   |                         |                                |  |                            |                        |   |                                    |
| Totals   |                         |                                | 5,726,565.                                   |                            |                        |   |                                    |

**3** Enter the transferor's percentage interest in the partnership: (a) Before the transfer **15.0000** % (b) After the transfer **7.8100** %

**Supplemental Information Required To Be Reported** (see instructions):

| Part II Dispositions Reportable Under Section 6038B |                                  |                            |                              |                                       |   |                                  |  |
|---|----------------------------------|----------------------------|------------------------------|---------------------------------------|---|----------------------------------|--|
| (a)<br>Type of property                             | (b)<br>Date of original transfer | (c)<br>Date of disposition | (d)<br>Manner of disposition | (e)<br>Gain recognized by partnership | (f)<br>Depreciation recapture recognized by partnership | (g)<br>Gain allocated to partner | (h)<br>Depreciation recapture allocated to partner |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ..... ☐ Yes ☒ No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 10-2021

Form **8865**Department of the Treasury  
Internal Revenue Service**Return of U.S. Persons With Respect to  
Certain Foreign Partnerships**  
Attach to your tax return.  
Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2023, and ending **DEC 31**, 2023

OMB No. 1545-1668

**2023**Attachment  
Sequence No. **865**

Name of person filing this return

**SALESFORCE FOUNDATION**

Filer's address (if you aren't filing this form with your tax return)

Filer's identification number

**94-3347800****A** Category of filer (see Categories of Filers in the instructions and check applicable box(es)):1 ☐ 2 ☐ 3 ☒ 4 ☐**B** Filer's tax year beginning **FEB 1**, 2023, and ending **JAN 31**, 2024**C** Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

**E** Check if any excepted specified foreign financial assets are reported on this form. See instructions ☐**F** Information about certain other partners (see instructions)

| (1) Name | (2) Address | (3) Identification number | (4) Check applicable box(es) |            |                    |
|----------|-------------|---------------------------|------------------------------|------------|--------------------|
|          |             |                           | Category 1                   | Category 2 | Constructive owner |
|          |             |                           |                              |            |                    |
|          |             |                           |                              |            |                    |

**G1** Name and address of foreign partnership**PRIVATE MARKETS FUND 2019 LP**  
**C/O MAPLES CORPORATE SERVICES LIMITED**  
**UGLAND HOUSE, P.O. BOX 309**  
**GRAND CAYMAN, CAYMAN ISLANDS KY1-1104****2(a)** EIN (if any)**2(b)** Reference ID number**PMF2019****3** Country under whose laws organized

|  |   |   |  |   |  |
|--|---|---|--|---|--|
| <b>4</b> Date of organization<br><b>07/13/2020</b> | <b>5</b> Principal place of business<br><b>CAYMAN ISLANDS</b> | <b>6</b> Principal business activity code number<br><b>523900</b> | <b>7</b> Principal business activity<br><b>INVESTING</b> | <b>8a</b> Functional currency<br><b>USD</b> | <b>8b</b> Exchange rate (see instructions) |
|--|---|---|--|---|--|

**H** Provide the following information for the foreign partnership's tax year:**1** Name, address, and identification number of agent (if any) in the United States  
**RUSSELL INVESTMENTS PMF 2019 GP, LLC**  
**1301 SECOND AVENUE, 18TH FL**  
**SEATTLE, WA 98101****2** Check if the foreign partnership must file:☐ Form 1042 ☐ Form 8804 ☐ Form 1065

Service Center where Form 1065 is filed:

**3** Name and address of foreign partnership's agent in country of organization, if any**4** Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

- 5** During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions ☐ Yes ☒ No  
If "Yes," enter the total amount of the disallowed deductions \$
- 6** Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)? ☐ Yes ☒ No
- 7** Were any special allocations made by the foreign partnership? ☐ Yes ☒ No
- 8** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions
- 9** How is this partnership classified under the law of the country in which it's organized? **PRIVATE FUND**
- 10 a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Regulations section 1.1503(d)-1(b)(4) or part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b ☐ Yes ☐ No
- b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? ☐ Yes ☐ No
- 11** Does this partnership meet **both** of the following requirements?  
1. The partnership's total receipts for the tax year were less than \$250,000.  
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.  
If "Yes," **don't** complete Schedules L, M-1, and M-2. ☐ Yes ☐ No

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

Form **8865** (2023)

LHA 310651 10-27-23

- 12 a** Is the filer of this Form 8865 claiming a foreign-derived intangible income (FDII) deduction (under section 250) with respect to any transaction with the foreign partnership? If "Yes," complete lines 12b, 12c, and 12d. See instructions ☐ Yes ☐ No
- b** Enter the amount of gross receipts derived from all sales of general property to the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) \_\_\_\_\_
- c** Enter the amount of gross receipts derived from all sales of intangible property to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- d** Enter the amount of gross receipts derived from all services provided to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- 13** Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership \_\_\_\_\_
- 14** At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? ☐ Yes ☒ No

|  |   |                      |            |  |
|--|---|----------------------|------------|--|
| Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return. | 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge. |                      |            |  |
|  | Signature of general partner or limited liability company member  |                      |            | Date   |
|  | Print/Type preparer's name  | Preparer's signature | Date       | Check <input type="checkbox"/> if self-employed PTIN |
|  | Firm's name   |                      | Firm's EIN |  |
| Paid Preparer Use Only   | Firm's address  |                      | Phone no.  |  |

**Schedule A** **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

**a** ☐ Owns a direct interest **b** ☐ Owns a constructive interest

| Name | Address | Identification number (if any) | Check if foreign person | Check if direct partner |
|------|---------|--------------------------------|-------------------------|-------------------------|
|      |         |                                |                         |                         |
|      |         |                                |                         |                         |

**Schedule A-1** **Certain Partners of Foreign Partnership** (see instructions)

| Name | Address | Identification number (if any) | Check if foreign person |
|------|---------|--------------------------------|-------------------------|
|      |         |                                |                         |
|      |         |                                |                         |

**Schedule A-2** **Foreign Partners of Section 721(c) Partnership** (see instructions)

| Name of foreign partner | Address | Country of organization (if any) | U.S. taxpayer identification number (if any) | Check if related to U.S. transferor | Percentage interest |         |
|-------------------------|---------|----------------------------------|--|-------------------------------------|---------------------|---------|
|                         |         |                                  |  |                                     | Capital             | Profits |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

**Schedule A-3** **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

| Name | Address | EIN (if any) | Total ordinary income or loss | Check if foreign partnership |
|------|---------|--------------|-------------------------------|------------------------------|
|      |         |              |                               |                              |
|      |         |              |                               |                              |

Form 8865 (2023)

**SCHEDULE O  
(Form 8865)**(Rev. October 2021)  
Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership  
(Under Section 6038B)**

OMB No. 1545-1668

**▶ Attach to Form 8865. See the Instructions for Form 8865.  
▶ Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.**

|   |  |   |   |
|---|--|---|---|
| Name of transferor<br><b>SALESFORCE FOUNDATION</b>  |  | Filer's identifying number<br><b>94-3347800</b> |   |
| Name of foreign partnership<br><b>PRIVATE MARKETS FUND 2019 LP<br/>C/O MAPLES CORPORATE SERVICES LIM</b>  |  | EIN (if any)                                    | Reference ID number (see instr)<br><b>PMF2019</b> |
| <b>1 a</b> Is the partnership a section 721(c) partnership (as defined in Regulations section 1.721(c)-1(b)(14))? See instructions  |  | <input type="checkbox"/> Yes                    | <input checked="" type="checkbox"/> No            |
| <b>b</b> If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property?   |  | <input type="checkbox"/> Yes                    | <input type="checkbox"/> No                       |
| <b>2</b> Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? |  | <input type="checkbox"/> Yes                    | <input checked="" type="checkbox"/> No            |

| Part I Transfers Reportable Under Section 6038B                                    |                         |                                |  |                            |                        |   |                                    |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------|---|------------------------------------|
| Type of property   | (a)<br>Date of transfer | (b)<br>Description of property | (c)<br>Fair market value on date of transfer | (d)<br>Cost or other basis | (e)<br>Recovery period | (f)<br>Section 704(c) allocation method | (g)<br>Gain recognized on transfer |
| Cash   | 01/31/24                |                                | 1,787,511.                                   |                            |                        |   |                                    |
| Stock, notes receivable and payable, and other securities                          |                         |                                |  |                            |                        |   |                                    |
| Inventory  |                         |                                |  |                            |                        |   |                                    |
| Tangible property used in trade or business  |                         |                                |  |                            |                        |   |                                    |
| Intangible property described in section 197(f)(9)                                 |                         |                                |  |                            |                        |   |                                    |
| Intangible property, other than intangible property described in section 197(f)(9) |                         |                                |  |                            |                        |   |                                    |
| Other property   |                         |                                |  |                            |                        |   |                                    |
| Totals   |                         |                                | 1,787,511.                                   |                            |                        |   |                                    |

|   |        |   |                        |         |   |
|---|--------|---|------------------------|---------|---|
| <b>3</b> Enter the transferor's percentage interest in the partnership: (a) Before the transfer | 8.0000 | % | (b) After the transfer | 15.4100 | % |
|---|--------|---|------------------------|---------|---|

**Supplemental Information Required To Be Reported** (see instructions):

| Part II Dispositions Reportable Under Section 6038B |                                  |                            |                              |                                       |   |                                  |  |
|---|----------------------------------|----------------------------|------------------------------|---------------------------------------|---|----------------------------------|--|
| (a)<br>Type of property                             | (b)<br>Date of original transfer | (c)<br>Date of disposition | (d)<br>Manner of disposition | (e)<br>Gain recognized by partnership | (f)<br>Depreciation recapture recognized by partnership | (g)<br>Gain allocated to partner | (h)<br>Depreciation recapture allocated to partner |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |

|                 |  |                              |  |
|-----------------|--|------------------------------|--|
| <b>Part III</b> | Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
|-----------------|--|------------------------------|--|

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 10-2021

Name of person filing this return  
**SALESFORCE FOUNDATION**

Filer's identification number  
**94-3347800**

Filer's address (if you aren't filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):

1 ☐ 2 ☐ 3 ☒ 4 ☐

B Filer's tax year beginning **FEB 1**, 2023, and ending **JAN 31**, 2024

C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

E Check if any excepted specified foreign financial assets are reported on this form. See instructions ☐

F Information about certain other partners (see instructions)

| (1) Name | (2) Address | (3) Identification number | (4) Check applicable box(es) |            |                    |
|----------|-------------|---------------------------|------------------------------|------------|--------------------|
|          |             |                           | Category 1                   | Category 2 | Constructive owner |
|          |             |                           |                              |            |                    |
|          |             |                           |                              |            |                    |

G1 Name and address of foreign partnership  
**PRIVATE CREDIT FUND I, LLC  
C/O MAPLES CORPORATE SERVICES LIMITED  
UGLAND HOUSE, P.O. BOX 309  
GRAND CAYMAN, CAYMAN ISLANDS KY1-1104**

2(a) EIN (if any)

2(b) Reference ID number  
**PCFILLC**

3 Country under whose laws organized  
**CAYMAN ISLANDS**

|   |  |  |   |                                      |                                     |
|---|--|--|---|--------------------------------------|-------------------------------------|
| 4 Date of organization<br><b>04/20/2022</b> | 5 Principal place of business<br><b>CAYMAN ISLANDS</b> | 6 Principal business activity code number<br><b>523900</b> | 7 Principal business activity<br><b>INVESTING</b> | 8a Functional currency<br><b>USD</b> | 8b Exchange rate (see instructions) |
|---|--|--|---|--------------------------------------|-------------------------------------|

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States  
**RUSSELL INVESTMENTS CAPITAL I, LLC  
1301 SECOND AVENUE, 18TH FL  
SEATTLE, WA 98101**

2 Check if the foreign partnership must file:  
☐ Form 1042 ☐ Form 8804 ☐ Form 1065  
Service Center where Form 1065 is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions ☐ Yes ☒ No  
If "Yes," enter the total amount of the disallowed deductions \$

6 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)? ☐ Yes ☒ No

7 Were any special allocations made by the foreign partnership? ☐ Yes ☒ No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions

9 How is this partnership classified under the law of the country in which it's organized? **PRIVATE FUND**

10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Regulations section 1.1503(d)-1(b)(4) or part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b ☐ Yes ☐ No  
b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? ☐ Yes ☐ No

11 Does this partnership meet both of the following requirements?  
1. The partnership's total receipts for the tax year were less than \$250,000.  
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.  
If "Yes," don't complete Schedules L, M-1, and M-2. ☐ Yes ☐ No

- 12 a** Is the filer of this Form 8865 claiming a foreign-derived intangible income (FDII) deduction (under section 250) with respect to any transaction with the foreign partnership? If "Yes," complete lines 12b, 12c, and 12d. See instructions ☐ Yes ☐ No
- b** Enter the amount of gross receipts derived from all sales of general property to the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) \_\_\_\_\_
- c** Enter the amount of gross receipts derived from all sales of intangible property to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- d** Enter the amount of gross receipts derived from all services provided to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- 13** Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership \_\_\_\_\_
- 14** At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? ☐ Yes ☒ No

|   |   |                      |            |  |
|---|---|----------------------|------------|--|
| <b>Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return.</b> | 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge. |                      |            |  |
|   | Signature of general partner or limited liability company member  |                      |            | Date   |
|   | Print/Type preparer's name  | Preparer's signature | Date       | Check <input type="checkbox"/> if self-employed PTIN |
|   | Firm's name   |                      | Firm's EIN |  |
| <b>Paid Preparer Use Only</b>   | Firm's address  |                      | Phone no.  |  |

**Schedule A** **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

**a** ☐ Owns a direct interest **b** ☐ Owns a constructive interest

| Name | Address | Identification number (if any) | Check if foreign person | Check if direct partner |
|------|---------|--------------------------------|-------------------------|-------------------------|
|      |         |                                |                         |                         |
|      |         |                                |                         |                         |

**Schedule A-1** **Certain Partners of Foreign Partnership** (see instructions)

| Name | Address | Identification number (if any) | Check if foreign person |
|------|---------|--------------------------------|-------------------------|
|      |         |                                |                         |
|      |         |                                |                         |

**Schedule A-2** **Foreign Partners of Section 721(c) Partnership** (see instructions)

| Name of foreign partner | Address | Country of organization (if any) | U.S. taxpayer identification number (if any) | Check if related to U.S. transferor | Percentage interest |         |
|-------------------------|---------|----------------------------------|--|-------------------------------------|---------------------|---------|
|                         |         |                                  |  |                                     | Capital             | Profits |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

**Schedule A-3** **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

| Name | Address | EIN (if any) | Total ordinary income or loss | Check if foreign partnership |
|------|---------|--------------|-------------------------------|------------------------------|
|      |         |              |                               |                              |
|      |         |              |                               |                              |

Form 8865 (2023)



**SCHEDULE O  
(Form 8865)**(Rev. October 2021)  
Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership  
(Under Section 6038B)**

OMB No. 1545-1668

**▶ Attach to Form 8865. See the Instructions for Form 8865.**  
**▶ Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.**

|   |  |   |   |
|---|--|---|---|
| Name of transferor<br><b>SALESFORCE FOUNDATION</b>  |  | Filer's identifying number<br><b>94-3347800</b> |   |
| Name of foreign partnership<br><b>PRIVATE CREDIT FUND I, LLC<br/>C/O MAPLES CORPORATE SERVICES LIM</b>  |  | EIN (if any)                                    | Reference ID number (see instr)<br><b>PCFILLC</b> |
| <b>1 a</b> Is the partnership a section 721(c) partnership (as defined in Regulations section 1.721(c)-1(b)(14))? See instructions .....  |  | <input type="checkbox"/> Yes                    | <input checked="" type="checkbox"/> No            |
| <b>b</b> If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? .....   |  | <input type="checkbox"/> Yes                    | <input type="checkbox"/> No                       |
| <b>2</b> Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? ..... |  | <input type="checkbox"/> Yes                    | <input checked="" type="checkbox"/> No            |

| Part I Transfers Reportable Under Section 6038B                                    |                         |                                |  |                            |                        |   |                                    |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------|---|------------------------------------|
| Type of property   | (a)<br>Date of transfer | (b)<br>Description of property | (c)<br>Fair market value on date of transfer | (d)<br>Cost or other basis | (e)<br>Recovery period | (f)<br>Section 704(c) allocation method | (g)<br>Gain recognized on transfer |
| Cash   | 01/31/24                |                                | 13742851.                                    |                            |                        |   |                                    |
| Stock, notes receivable and payable, and other securities                          |                         |                                |  |                            |                        |   |                                    |
| Inventory  |                         |                                |  |                            |                        |   |                                    |
| Tangible property used in trade or business  |                         |                                |  |                            |                        |   |                                    |
| Intangible property described in section 197(f)(9)                                 |                         |                                |  |                            |                        |   |                                    |
| Intangible property, other than intangible property described in section 197(f)(9) |                         |                                |  |                            |                        |   |                                    |
| Other property   |                         |                                |  |                            |                        |   |                                    |
| Totals   |                         |                                | 13,742,851.                                  |                            |                        |   |                                    |

|   |         |   |                        |         |   |
|---|---------|---|------------------------|---------|---|
| <b>3</b> Enter the transferor's percentage interest in the partnership: (a) Before the transfer | 36.0000 | % | (b) After the transfer | 34.9000 | % |
|---|---------|---|------------------------|---------|---|

**Supplemental Information Required To Be Reported** (see instructions):

| Part II Dispositions Reportable Under Section 6038B |                                  |                            |                              |                                       |   |                                  |  |
|---|----------------------------------|----------------------------|------------------------------|---------------------------------------|---|----------------------------------|--|
| (a)<br>Type of property                             | (b)<br>Date of original transfer | (c)<br>Date of disposition | (d)<br>Manner of disposition | (e)<br>Gain recognized by partnership | (f)<br>Depreciation recapture recognized by partnership | (g)<br>Gain allocated to partner | (h)<br>Depreciation recapture allocated to partner |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |
|   |                                  |                            |                              |                                       |   |                                  |  |

|  |                              |  |
|--|------------------------------|--|
| <b>Part III</b> Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ..... | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
|--|------------------------------|--|

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 10-2021

Form

**8865**Department of the Treasury  
Internal Revenue Service**Return of U.S. Persons With Respect to  
Certain Foreign Partnerships**Attach to your tax return.  
Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.

Information furnished for the foreign partnership's tax year

beginning **JAN 1**, 2023, and ending **DEC 31**, 2023

OMB No. 1545-1668

**2023**Attachment  
Sequence No. **865**

Name of person filing this return

**SALESFORCE FOUNDATION**

Filer's identification number

**94-3347800**

Filer's address (if you aren't filing this form with your tax return)

**A** Category of filer (see Categories of Filers in the instructions and check applicable box(es)):1 ☐ 2 ☐ 3 ☒ 4 ☐**B** Filer's tax year beginning **FEB 1**, 2023, and ending **JAN 31**, 2024**C** Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

**E** Check if any excepted specified foreign financial assets are reported on this form. See instructions ☐**F** Information about certain other partners (see instructions)

| (1) Name | (2) Address | (3) Identification number | (4) Check applicable box(es) |            |                    |
|----------|-------------|---------------------------|------------------------------|------------|--------------------|
|          |             |                           | Category 1                   | Category 2 | Constructive owner |
|          |             |                           |                              |            |                    |
|          |             |                           |                              |            |                    |

**G1** Name and address of foreign partnership**PRIVATE MARKETS FUND 2023 SCSP****9, RUE DE BITBOURG****GRAND DUCHY OF LUXEMBOURG, LUXEMBOURG L-1273****2(a)** EIN (if any)**2(b)** Reference ID number**PMF2023****3** Country under whose laws organized**LUXEMBOURG**

|  |   |   |  |   |  |
|--|---|---|--|---|--|
| <b>4</b> Date of organization<br><b>11/02/2023</b> | <b>5</b> Principal place of business<br><b>LUXEMBOURG</b> | <b>6</b> Principal business activity code number<br><b>523900</b> | <b>7</b> Principal business activity<br><b>INVESTING</b> | <b>8a</b> Functional currency<br><b>USD</b> | <b>8b</b> Exchange rate (see instructions) |
|--|---|---|--|---|--|

**H** Provide the following information for the foreign partnership's tax year:**1** Name, address, and identification number of agent (if any) in the United States**RUSSELL INVESTMENTS CAPITAL I, LLC****1301 SECOND AVENUE, 18TH FL****SEATTLE, WA 98101****2** Check if the foreign partnership must file:☐ Form 1042 ☐ Form 8804 ☐ Form 1065

Service Center where Form 1065 is filed:

**3** Name and address of foreign partnership's agent in country of organization, if any**4** Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different**5** During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions☐ Yes ☒ No

If "Yes," enter the total amount of the disallowed deductions \$

**6** Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?☐ Yes ☒ No**7** Were any special allocations made by the foreign partnership?☐ Yes ☒ No**8** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions**9** How is this partnership classified under the law of the country in which it's organized?**PRIVATE FUND****10 a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Regulations section 1.1503(d)-1(b)(4) or part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b☐ Yes ☐ No**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Regulations section 1.1503(d)-1(b)(5)(ii)?☐ Yes ☐ No**11** Does this partnership meet both of the following requirements?

1. The partnership's total receipts for the tax year were less than \$250,000.

2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.

If "Yes," don't complete Schedules L, M-1, and M-2.

☐ Yes ☐ No

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

Form **8865** (2023)

LHA 310651 10-27-23

- 12 a** Is the filer of this Form 8865 claiming a foreign-derived intangible income (FDII) deduction (under section 250) with respect to any transaction with the foreign partnership? If "Yes," complete lines 12b, 12c, and 12d. See instructions ☐ Yes ☐ No
- b** Enter the amount of gross receipts derived from all sales of general property to the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) \_\_\_\_\_
- c** Enter the amount of gross receipts derived from all sales of intangible property to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- d** Enter the amount of gross receipts derived from all services provided to the foreign partnership that the filer included in its computation of FDDEI \_\_\_\_\_
- 13** Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership \_\_\_\_\_
- 14** At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? ☐ Yes ☒ No

|   |   |                      |            |  |
|---|---|----------------------|------------|--|
| <b>Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return.</b> | 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge. |                      |            |  |
|   | Signature of general partner or limited liability company member  |                      |            | Date   |
|   | Print/Type preparer's name  | Preparer's signature | Date       | Check <input type="checkbox"/> if self-employed PTIN |
|   | Firm's name   |                      | Firm's EIN |  |
| <b>Paid Preparer Use Only</b>   | Firm's address  |                      | Phone no.  |  |

**Schedule A** **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

**a** ☐ Owns a direct interest **b** ☐ Owns a constructive interest

| Name | Address | Identification number (if any) | Check if foreign person | Check if direct partner |
|------|---------|--------------------------------|-------------------------|-------------------------|
|      |         |                                |                         |                         |
|      |         |                                |                         |                         |

**Schedule A-1** **Certain Partners of Foreign Partnership** (see instructions)

| Name | Address | Identification number (if any) | Check if foreign person |
|------|---------|--------------------------------|-------------------------|
|      |         |                                |                         |
|      |         |                                |                         |

**Schedule A-2** **Foreign Partners of Section 721(c) Partnership** (see instructions)

| Name of foreign partner | Address | Country of organization (if any) | U.S. taxpayer identification number (if any) | Check if related to U.S. transferor | Percentage interest |         |
|-------------------------|---------|----------------------------------|--|-------------------------------------|---------------------|---------|
|                         |         |                                  |  |                                     | Capital             | Profits |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |
|                         |         |                                  |  | <input type="checkbox"/>            | %                   | %       |

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

**Schedule A-3** **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

| Name | Address | EIN (if any) | Total ordinary income or loss | Check if foreign partnership |
|------|---------|--------------|-------------------------------|------------------------------|
|      |         |              |                               |                              |
|      |         |              |                               |                              |

Form **8865** (2023)

**SCHEDULE O  
(Form 8865)**(Rev. October 2021)  
Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership  
(Under Section 6038B)**

OMB No. 1545-1668

**▶ Attach to Form 8865. See the Instructions for Form 8865.  
▶ Go to [www.irs.gov/Form8865](http://www.irs.gov/Form8865) for instructions and the latest information.**

|  |              |   |  |
|--|--------------|---|--|
| Name of transferor<br><b>SALESFORCE FOUNDATION</b>                   |              | Filer's identifying number<br><b>94-3347800</b>   |  |
| Name of foreign partnership<br><b>PRIVATE MARKETS FUND 2023 SCSP</b> | EIN (if any) | Reference ID number (see instr)<br><b>PMF2023</b> |  |

- 1 a** Is the partnership a section 721(c) partnership (as defined in Regulations section 1.721(c)-1(b)(14))? See instructions ..... ☐ Yes ☒ No
- b** If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? ..... ☐ Yes ☐ No
- 2** Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? ..... ☐ Yes ☒ No

**Part I Transfers Reportable Under Section 6038B**

| Type of property   | (a)<br>Date of transfer | (b)<br>Description of property | (c)<br>Fair market value on date of transfer | (d)<br>Cost or other basis | (e)<br>Recovery period | (f)<br>Section 704(c) allocation method | (g)<br>Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------|---|------------------------------------|
| Cash   | 01/31/24                |                                | 994,405.                                     |                            |                        |   |                                    |
| Stock, notes receivable and payable, and other securities                          |                         |                                |  |                            |                        |   |                                    |
| Inventory  |                         |                                |  |                            |                        |   |                                    |
| Tangible property used in trade or business  |                         |                                |  |                            |                        |   |                                    |
| Intangible property described in section 197(f)(9)                                 |                         |                                |  |                            |                        |   |                                    |
| Intangible property, other than intangible property described in section 197(f)(9) |                         |                                |  |                            |                        |   |                                    |
| Other property   |                         |                                |  |                            |                        |   |                                    |
| Totals   |                         |                                | 994,405.                                     |                            |                        |   |                                    |

**3** Enter the transferor's percentage interest in the partnership: (a) Before the transfer **.0000** % (b) After the transfer **11.7000** %

**Supplemental Information Required To Be Reported** (see instructions):**Part II Dispositions Reportable Under Section 6038B**

| (a)<br>Type of property | (b)<br>Date of original transfer | (c)<br>Date of disposition | (d)<br>Manner of disposition | (e)<br>Gain recognized by partnership | (f)<br>Depreciation recapture recognized by partnership | (g)<br>Gain allocated to partner | (h)<br>Depreciation recapture allocated to partner |
|-------------------------|----------------------------------|----------------------------|------------------------------|---------------------------------------|---|----------------------------------|--|
|                         |                                  |                            |                              |                                       |   |                                  |  |
|                         |                                  |                            |                              |                                       |   |                                  |  |
|                         |                                  |                            |                              |                                       |   |                                  |  |

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ..... ☐ Yes ☒ No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 10-2021