

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

For calendar year 2023 or tax year beginning

and ending

Name of foundation

OPS FOUNDATION

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

336 BON AIR CENTER, #384

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

GREENBRAE, CA 94904

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) \$ 1,320,542.J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d), must be on cash basis.)

A Employer identification number

20-3570498

B Telephone number (see instructions)

(415) 236-0686

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

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule) .	428,801.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3	Interest on savings and temporary cash investments .				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2) .				
	8	Net short-term capital gain.				
	9	Income modifications				
	10a	Gross sales less returns and allowances	1,797,256.			STMT 1
Operating and Administrative Expenses	b	Less: Cost of goods sold	407,598.			
	c	Gross profit or (loss) (attach schedule)	1,389,658.		1,389,658.	
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	1,818,459.		1,389,658.	
	13	Compensation of officers, directors, trustees, etc. .	74,106.		70,401.	3,705.
	14	Other employee salaries and wages	1,268,831.	NONE	1,205,389.	63,442.
	15	Pension plans, employee benefits	114,993.		109,243.	5,750.
	16a	Legal fees (attach schedule)	15,785.	NONE	15,785.	NONE
	b	Accounting fees (attach schedule)	28,409.	NONE	26,999.	1,420.
	c	Other professional fees (attach schedule) . * .	355,237.	NONE	355,237.	NONE
	17	Interest				
	18	Taxes (attach schedule) (see instructions). **	2,790.	NONE	2,790.	NONE
	19	Depreciation (attach schedule) and depletion .	NONE	NONE	NONE	
	20	Occupancy	14,800.	NONE	14,800.	NONE
	21	Travel, conferences, and meetings	140,542.	NONE	140,542.	NONE
	22	Printing and publications				
	23	Other expenses (attach schedule)	930,965.	NONE	919,242.	11,723.
	24	Total operating and administrative expenses. Add lines 13 through 23.	2,946,458.	NONE	2,860,428.	86,040.
	25	Contributions, gifts, grants paid	48,000.			48,000.
	26	Total expenses and disbursements. Add lines 24 and 25	2,994,458.	NONE	2,860,428.	134,040.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-1,175,999.			
	b	Net investment income (if negative, enter -0-)				
	c	Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	2,537,046.	718,147.	718,147.
	2 Savings and temporary cash investments		600,000.	600,000.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	57,743.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) *		* 347,679.	
	Less: allowance for doubtful accounts	174,094.	347,679.	
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule) . .			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis 362,576.			STMT 10
	Less: accumulated depreciation (attach schedule) 223,858.	168,426.	138,718.	
	15 Other assets (describe STMT 11)	22,395.	2,395.	2,395.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,959,704.	1,806,939.	1,320,542.
	17 Accounts payable and accrued expenses	102,584.	30,787.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons . .	165,399.	135,430.	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe STMT 12)	661,304.	786,304.	
	23 Total liabilities (add lines 17 through 22)	929,287.	952,521.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30 <input type="checkbox"/>			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30 <input checked="" type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds . .	2,030,417.	854,418.	
	29 Total net assets or fund balances (see instructions)	2,030,417.	854,418.	
	30 Total liabilities and net assets/fund balances (see instructions)	2,959,704.	1,806,939.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	2,030,417.
2 Enter amount from Part I, line 27a	2	-1,175,999.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	854,418.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	854,418.

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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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }		3		

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	NONE
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) }			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	
3 Add lines 1 and 2		3	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	NONE
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a		
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	NONE
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.OPSOCIETY.ORG	X	
14 The books are in care of THE ORGANIZATION Telephone no. 415-236-0686 Located at 336 BON AIR CENTER, #384 GREENBRAE, CA ZIP+4 94904		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		74,106.	NONE	5,304.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		92,608.	NONE	12,909.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 18		1,925,835.

Total number of others receiving over \$50,000 for professional services 3**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 THE ORGANIZATION USES SPECIAL, UNDERCOVER OPERATIONS TO EXPOSE COMPLEX, GLOBAL, ENVIRONMENTAL ISSUES AND PROMOTES ADVOCACY THROUGH THE USE OF FILM AND COLLABORATION.	2,946,458.
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	NONE
b	Average of monthly cash balances	1b	1,467,876.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,467,876.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,467,876.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	22,018.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	1,445,858.
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	72,293.

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

1	Minimum investment return from Part IX, line 6.	1	72,293.
2a	Tax on investment income for 2023 from Part V, line 5. 2a		NONE
b	Income tax for 2023. (This does not include the tax from Part V.) 2b		
c	Add lines 2a and 2b.	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	72,293.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	72,293.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	72,293.

Part XI Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	134,040.
b	Program-related investments - total from Part VIII-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	134,040.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				72,293.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only.			NONE	
b Total for prior years: 20 21, 20 20, 20 19		NONE		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019 800,125.				
c From 2020 570,048.				
d From 2021 498,958.				
e From 2022				
f Total of lines 3a through e	1,869,131.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 134,040.				
a Applied to 2022, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2023 distributable amount.				72,293.
e Remaining amount distributed out of corpus. . .	61,747.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,930,878.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	1,930,878.			
10 Analysis of line 9:				
a Excess from 2019 . . . 800,125.				
b Excess from 2020 . . . 570,048.				
c Excess from 2021 . . . 498,958.				
d Excess from 2022 . . .				
e Excess from 2023 . . . 61,747.				

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

NOT APPLICABLE

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

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

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

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines:

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

Part XIV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
SEE STATEMENT 20					48,000.

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

**Sign
Here**

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

LOUIE PSIHOS

Signature of officer or trustee

EXEC. DIRECTOR

Title

May the IRS discuss this return with the preparer shown below?

See instructions. ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KIMBERLY A TORTORA

Preparer's signature

KIMBERLY A TORTORA

Date

11/08/2024

Check <input type="checkbox"/> if self-employed

PTIN

P01856820

Firm's name

BDO USA

Firm's EIN

13-5381590

Firm's address

4999 PEARL E CIRCLE STE 300

BOULDER, CO

80301

Phone no.

303-440-0399

Form **990-PF** (2023)

**Schedule B
(Form 990)**

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2023

Name of the organization

Employer identification number

OPS FOUNDATION

20-3570498

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

OPS FOUNDATION

Employer identification number

20-3570498

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GARDNER FAMILY TRUST 2401 E. PLACITA SIN LUJURIA TUCSON, AZ 85718	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	FOCUSED ON NATURE 1, RUE DE L'EST GENEVA SWITZERLAND 01207	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	SHARED EARTH FOUNDATION 113 HOFFMAN LANE CHESTERTOWN, MD 21620	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	MORGAN FAMILY FOUNDATION P.O. BOX 1742 LOS ALTOS, CA 94023	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	CODE BLUE FOUNDATION, INC. 30B GROVE STREET PITTSFORD, NY 14534	\$ 37,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	ANNA CONNELL 1837 WADE AVENUE SANTA CLARA, CA 95051	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

OPS FOUNDATION

Employer identification number

20-3570498

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL STE 300 MOUNTAIN VIEW, CA 94040	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	PETER GROOME 201 W. 89TH ST., APT 15D NEW YORK, NY 10024	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

OPS FOUNDATION

Employer identification number

20-3570498

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

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

Name of organization

OPS FOUNDATION

Employer identification number

20-3570498

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

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

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

FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES
=====DESCRIPTION
-----AMOUNT

FILM SALES

1,797,256.

TOTAL

1,797,256.
=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL	15,785.	NONE	15,785.	NONE
	-----	-----	-----	-----
TOTALS	15,785.	NONE	15,785.	NONE
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	28,409.	NONE	26,999.	1,420.
TOTALS	28,409.	NONE	26,999.	1,420.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
FILM PRODUCTION	224,467.	NONE	224,467.	NONE
CONTRACT LABOR	128,707.	NONE	128,707.	NONE
CONSULTING FEES	2,063.	NONE	2,063.	NONE
	-----	-----	-----	-----
TOTALS	355,237.	NONE	355,237.	NONE
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
FRANCISE TAX	1,014.	NONE	1,014.	NONE
MISCELLANEOUS TAX	1,776.	NONE	1,776.	NONE
TOTALS	----- 2,790. =====	----- NONE =====	----- 2,790. =====	----- NONE =====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
FILM PRODUCTION EXPENSES	753,642.	NONE	753,642.	NONE
LICENSES AND PERMITS	46,598.	NONE	46,598.	NONE
MARKETING	41,601.	NONE	41,601.	NONE
INSURANCE	22,074.	NONE	22,074.	NONE
ADMINISTRATIVE COSTS	12,423.	NONE	12,423.	NONE
FUNDRAISING	11,723.	NONE	NONE	11,723.
RESEARCH	47.	NONE	47.	NONE
OTHER EXPENSES	1,058.	NONE	1,058.	NONE
DEPRECIATION	41,799.		41,799.	NONE
	-----	-----	-----	-----
TOTALS	930,965.	NONE	919,242.	11,723.
	=====	=====	=====	=====

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT
=====

FIXED ASSET DETAIL					ACCUMULATED DEPRECIATION DETAIL				
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
CANON 5DS 50MP	M5	5,789.			5,789.	4,121.	667.		4,788.
GLYPH ATOM RAID	M5	9,526.			9,526.	6,782.	1,097.		7,879.
APPLE MACBOOK PRO	SL	3,568.			3,568.	416.	714.		1,130.
APPLE MACBOOK PRO	SL	8,586.			8,586.	1,002.	1,717.		2,719.
APPLE MACBOOK PRO	SL	8,640.			8,640.	1,008.	1,728.		2,736.
US MAC STUDIO	SL	8,659.			8,659.	866.	1,732.		2,598.
MAC PRO 2019	SL	5,200.			5,200.	173.	1,040.		1,213.
B&H PHOTO SANDISK	SL	8,595.			8,595.	287.	1,719.		2,006.
QUANTUM LTO 8 TAPE	SL	2,936.			2,936.	98.	587.		685.
APPLE 2019 MACPRO	SL		6,582.		6,582.		1,316.		1,316.
APPLE 2019 MACPRO	SL		7,280.		7,280.		1,456.		1,456.
MAC STUDIO 2 TB	SL		5,596.		5,596.		1,026.		1,026.
APPLE MAC STUDIO M	SL		6,493.		6,493.		1,190.		1,190.
HHXMICRO BUTTONCAM	M5	8,700.			8,700.	2,175.	1,984.		4,159.
UNDERCOVER CAN	M7	2,600.			2,600.	2,206.	227.		2,433.
8TB ENVOY PRO EX	SL	10,433.			10,433.	1,739.	2,087.		3,826.
144TB THUNDERBAY F	SL	6,164.			6,164.	1,027.	1,233.		2,260.
CANON CINEMA CAMER	SL	12,873.			12,873.	2,575.	2,575.		5,150.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT
=====

FIXED ASSET DETAIL					ACCUMULATED DEPRECIATION DETAIL				
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
REFURB 27" IMAC PR	SL	4,399.			4,399.	733.	880.		1,613.
8TB ENVOY PRO EX	SL	5,217.			5,217.	870.	1,043.		1,913.
1TB ENVOY PRO ELEK	SL	3,100.			3,100.	517.	620.		1,137.
SEAGATE EXOS 16TB	SL	4,552.			4,552.	759.	910.		1,669.
JUPITER CALLISTO 2	SL	34,842.			34,842.	5,807.	6,968.		12,775.
ATTO FASTFRAME N35	SL	5,390.			5,390.	898.	1,078.		1,976.
FS 40GB SWITCH	SL	2,999.			2,999.	500.	600.		1,100.
CANON 24MM LENS	M5	1,700.			1,700.	1,700.			1,700.
MANFROTTO TRIPOD-F	SL	1,128.			1,128.	1,128.			1,128.
CANON 100MM LENS-F	SL	1,240.			1,240.	1,240.			1,240.
CANON 5D MARK 3 #2	SL	2,990.			2,990.	2,990.			2,990.
TITANIUM 8GB BC 24	SL	16,786.			16,786.	16,786.			16,786.
TITANIUM EXPANSION	SL	10,969.			10,969.	10,969.			10,969.
2 APPLE MACPRO 2.6	SL	5,119.			5,119.	5,119.			5,119.
3 ATTO CELERITY FC	SL	4,200.			4,200.	4,200.			4,200.
WHITEBD PARTITIONS	SL	1,874.			1,874.	1,874.			1,874.
DOTHILL 3130 EXP-F	SL	9,846.			9,846.	9,846.			9,846.
APPLE MACBK PRO-FP	SL	2,926.			2,926.	2,926.			2,926.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT
=====

FIXED ASSET DETAIL					ACCUMULATED DEPRECIATION DETAIL				
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
APPLE MACPRO #H004	SL	5,507.			5,507.	5,507.			5,507.
ATTO CELERITY FC-8	SL	1,472.			1,472.	1,472.			1,472.
APPLE COMPUTER #CO	SL	1,779.			1,779.	1,779.			1,779.
3130 EXPANSION CHA	SL	8,286.			8,286.	8,286.			8,286.
(2) PROMISE TECHNO	SL	6,598.			6,598.	6,598.			6,598.
TAPE ARCHIVE	SL	7,617.			7,617.	7,617.			7,617.
3130 EXPANSION CHA	SL	24,762.			24,762.	24,762.			24,762.
PEGASUS 12TB EXTER	SL	2,000.			2,000.	2,000.			2,000.
CANTERBURY OFFICE	SL	1,600.			1,600.	1,600.			1,600.
COUCH IN LP OFFICE	SL	10,249.			10,249.	10,249.			10,249.
2 OFFICE CHAIRS	SL	2,070.			2,070.	2,070.			2,070.
BETTER BACK OFFICE	SL	949.			949.	949.			949.
RUG-OPS	SL	920.			920.	920.			920.
FURNITURE-OPS	SL	1,447.			1,447.	1,447.			1,447.
FURNITURE-OPS	SL	1,416.			1,416.	1,416.			1,416.
OFFICE FURNITURE	SL	1,414.			1,414.	1,414.			1,414.
RYCOTE STEREO, SCH	SL	9,016.			9,016.	9,016.			9,016.
2019 MAC PRO RACK	SL	7,578.			7,578.	379.	1,516.		1,895.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT
=====

FIXED ASSET DETAIL					ACCUMULATED DEPRECIATION DETAIL				
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
2019 MAC PRO RACK	SL	7,595.			7,595.	380.	1,519.		1,899.
SANDISK PRO G-RAID	SL		7,577.		7,577.		1,515.		1,515.
16" MACBOOK PRO	SL	5,227.			5,227.	871.	1,045.		1,916.
		-----			-----	-----			-----
TOTALS		329,048.			362,576.	182,069.			223,858.
		=====			=====	=====			=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TRADEMARK	2,395.	2,395.
	-----	-----
TOTALS	2,395.	2,395.
	=====	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----
RECOVERABLE GRANT	100,000.
INVESTOR EQUITY	407,674.
EARTH SENSE FOUNDATION	75,000.
CODE BLUE FOUNDATION	75,000.
EQUIPMENT LOAN	78,630.
PLANET EXPERTS DEVELOPMENT	50,000.

TOTALS	786,304.
	=====

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

=====

OFFICER NAME:

LOUIE PSIHOYOS

ADDRESS:

336 BON AIR CENTER, #384
GREENBRAE, CA 94904

TITLE:

EXECUTIVE DIRECTOR/CEO

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:

JENN NOLAN

ADDRESS:

336 BON AIR CENTER, #384
GREENBRAE, CA 94904

TITLE:

BOARD CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

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

=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:

DEB ADAMS

ADDRESS:

336 BON AIR CENTER, #384
GREENBRAE, CA 94904

TITLE:

VICE CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:

WILDER KNIGHT

ADDRESS:

336 BON AIR CENTER, #384
GREENBRAE, CA 94904

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5.00

COMPENSATION NONE

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

=====

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
LEILANI MUNTERADDRESS:
336 BON AIR CENTER, #384
GREENBRAE, CA 94904TITLE:
SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
SAMARA STEINADDRESS:
336 BON AIR CENTER, #384
GREENBRAE, CA 94904TITLE:
COO

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40.00

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

=====

COMPENSATION	74,106.
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CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	NONE
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EXPENSE ACCOUNT AND OTHER ALLOWANCES	5,304.
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TOTAL COMPENSATION:	74,106.
	=====

TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS:	NONE
	=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES:	5,304.
	=====

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

=====

EMPLOYEE NAME:

MATTHEW STAMM

ADDRESS:

336 BON AIR CENTER #384
GREENBRAE, CA 94904

TITLE:

ASSOCIATE EDITOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1.00

COMPENSATION 92,608.

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES 12,909.

TOTAL COMPENSATION: 92,608.
=====TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS: NONE
=====EXPENSE ACCOUNT AND OTHER ALLOWANCES: 12,909.
=====

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

NAME:

WRAPBOOK

ADDRESS:

228 PARK AVE S #36206
NEW YORK, NY 10003

TYPE OF SERVICE:

FILM PRODUCTION

COMPENSATION 1,481,305.

NAME:

SKYWALKER SOUND

ADDRESS:

5858 LUCAS VALLEY RD.
NICASIO, CA 94946

TYPE OF SERVICE:

FILM MIXING SERVICE

COMPENSATION 163,042.

NAME:

INFIS

ADDRESS:

JLN. SEMPUR KALER NO 60 KELURAHAN SEMPUR
BOGOR, WEST JAVA, ID 16129

TYPE OF SERVICE:

FILM PRODUCTION

COMPENSATION 116,718.

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

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NAME:

MILKHAUS, LLC

ADDRESS:

3059 VINE ST
DENVER, CO 80205

TYPE OF SERVICE:

FILM PRODUCTION

COMPENSATION 83,000.

NAME:

ZAP ZOETROPE AUBRY PRODUCTIONS

ADDRESS:

39 MESA ST.
SAN FRANCISCO, CA 94129

TYPE OF SERVICE:

FILM POST-PRODUCTION

COMPENSATION 81,770.

TOTAL COMPENSATION: 1,925,835.

=====

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

RECIPIENT NAME:

INFIS

ADDRESS:

JLN. SEMPUR KALER NO 60

BOGOR

WEST JAVA, ID 16129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 48,000.

TOTAL GRANTS PAID: 48,000.

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