

**Return of Private Foundation**

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

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**2023**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year **2023** or tax year beginning **NOV 1, 2023**, and ending **OCT 31, 2024**

Name of foundation <b>LOUIS CALDER FOUNDATION</b>		<b>A Employer identification number</b> 13-6015562
Number and street (or P.O. box number if mail is not delivered to street address) 1331 17TH STREET	Room/suite 602	<b>B Telephone number</b> (720) 943-9865
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80202		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 194,177,460.	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (Part I, column (d), must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....			N/A	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....	361,927.	361,927.		STATEMENT 1
	<b>4</b> Dividends and interest from securities .....	3,959,900.	4,063,289.		STATEMENT 2
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	8,525,322.			
	<b>b</b> Gross sales price for all assets on line 6a .....	43,400,511.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		2,767,194.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	104,874.	30,988.		STATEMENT 3	
<b>12 Total.</b> Add lines 1 through 11 .....	12,952,023.	7,223,398.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	844,337.	317,085.		527,252.
	<b>14</b> Other employee salaries and wages .....	464,655.	0.		464,655.
	<b>15</b> Pension plans, employee benefits .....	147,519.	0.		147,519.
	<b>16a</b> Legal fees ..... STMT 4	128,041.	0.		128,041.
	<b>b</b> Accounting fees ..... STMT 5	66,809.	0.		66,809.
	<b>c</b> Other professional fees ..... STMT 6	902,626.	682,526.		220,100.
	<b>17</b> Interest .....		6,469.		
	<b>18</b> Taxes ..... STMT 7	199,392.	121,900.		0.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....	88,907.	0.		88,907.
	<b>21</b> Travel, conferences, and meetings .....	30,592.	200.		30,392.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... STMT 8	902,418.	861,016.		108,224.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	3,775,296.	1,989,196.		1,781,899.
	<b>25</b> Contributions, gifts, grants paid .....	6,877,700.			6,877,700.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	10,652,996.	1,989,196.		8,659,599.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	2,299,027.				
<b>b Net investment income</b> (if negative, enter -0-) .....		5,234,202.			
<b>c Adjusted net income</b> (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 .....			
	2 Savings and temporary cash investments .....	8,792,039.	9,271,652.	9,271,652.
	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 STMT 9 .....	24,418,408.	26,973,026.	26,973,026.
	c Investments - corporate bonds .....			
	11 Investments - land, buildings, and equipment: basis .....			
Less: accumulated depreciation .....				
12 Investments - mortgage loans .....				
13 Investments - other STMT 10 .....	138,170,436.	157,932,782.	157,932,782.	
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) .....	171,380,883.	194,177,460.	194,177,460.	
Liabilities	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe .....) )			
23 Total liabilities (add lines 17 through 22) .....	0.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions .....	171,380,883.	194,177,460.	
	25 Net assets with donor restrictions .....			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds .....			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	28 Retained earnings, accumulated income, endowment, or other funds .....			
	29 Total net assets or fund balances .....	171,380,883.	194,177,460.	
30 Total liabilities and net assets/fund balances .....	171,380,883.	194,177,460.		

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	171,380,883.
2 Enter amount from Part I, line 27a .....	2	2,299,027.
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS .....	3	20,497,550.
4 Add lines 1, 2, and 3 .....	4	194,177,460.
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	194,177,460.

**Part IV Capital Gains and Losses for Tax on Investment Income** SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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	11,131,207.	7,411,492.	2,767,194.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,767,194.

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	2,767,194.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 .....	}	3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	72,755.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) .....		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) .....	2	0.
3 Add lines 1 and 2 .....	3	72,755.
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	72,755.
6 Credits/Payments:		
a 2023 estimated tax payments and 2022 overpayment credited to 2023 .....	6a	219,624.
b Exempt foreign organizations - tax withheld at source .....	6b	0.
c Tax paid with application for extension of time to file (Form 8868) .....	6c	0.
d Backup withholding erroneously withheld .....	6d	0.
7 Total credits and payments. Add lines 6a through 6d .....	7	219,624.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached .....	8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .....	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .....	10	146,869.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 146,869. Refunded .....	11	0.

Part VI-A Statements Regarding Activities

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?
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes?
1c Did the foundation file Form 1120-POL for this year?
1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
1e 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?
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
4b 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?
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered.
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G?
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?
10 Did any persons become substantial contributors during the tax year?
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)?
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of M. ALEXANDER CALDER Telephone no. (720) 943-9865
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
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?

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.

Table with 3 columns: Question, Yes, No. Rows include 1a(1) through 4b, covering various activities like disqualifying person interactions, disaster assistance, and business holdings.

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

	Yes	No
<b>5a</b> 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>b</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	
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>d</b> 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).	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>b</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
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M. ALEXANDER CALDER 1331 17TH STREET, SUITE 602 DENVER, CO 80202	TRUSTEE/EXECUTIVE DIRECTOR 40.00	421,557.	19,180.	0.
PETER D. CALDER 1331 17TH STREET, SUITE 602 DENVER, CO 80202	TRUSTEE 15.00	211,390.	0.	0.
FRANK E. SHANLEY 1331 17TH STREET, SUITE 602 DENVER, CO 80202	TRUSTEE 15.00	211,390.	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
HOLLY NUECHTERLEIN - 1331 17TH STREET, STE. 602, DENVER, CO 80202	PROGRAM DIRECTOR 40.00	176,170.	17,617.	0.
CLAIRE COHEN - 1331 17TH STREET, STE. 602, DENVER, CO 80202	FINANCE AND OPS MGR. 40.00	126,246.	25,853.	0.
KRISTIN M. PAZULSKI - 1331 17TH STREET, STE. 602, DENVER, CO 80202	GRANTS ADMINISTRATOR 40.00	90,968.	18,276.	0.
BARBARA ATKESON - 1331 17TH STREET, STE. 602, DENVER, CO 80202	SR. PROGRAM OFFICER 40.00	54,785.	19,531.	0.

**Total** number of other employees paid over \$50,000 ..... 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO 59 WALL STREET, NEW YORK, NY 10065	INVESTMENT ADVISORY FEES	682,526.
BELLWETHER EDUCATION PARTNERS - 68 HARRISON AVENUE, SUITE 605, BOSTON, MA 02111	GRANT MAKING ANALYSIS	191,000.
PKF O'CONNOR DAVIES, LLP 500 MAMARONECK AVENUE, HARRISON, NY 10528	AUDIT AND TAX PREPARATION	66,809.
<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.

**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	182,014,303.
b	Average of monthly cash balances .....	1b	8,028,563.
c	Fair market value of all other assets (see instructions) .....	1c	291,781.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	190,334,647.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	190,334,647.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	2,855,020.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	187,479,627.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	9,373,981.

**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	9,373,981.
2a	Tax on investment income for 2023 from Part V, line 5 .....	2a	72,755.
b	Income tax for 2023. (This does not include the tax from Part V.) .....	2b	
c	Add lines 2a and 2b .....	2c	72,755.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	9,301,226.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	9,301,226.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 .....	7	9,301,226.

**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	8,659,599.
b	Program-related investments - total from Part VIII-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 .....	4	8,659,599.

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

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
<b>1</b> Distributable amount for 2023 from Part X, line 7 .....				9,301,226.
<b>2</b> Undistributed income, if any, as of the end of 2023:				
<b>a</b> Enter amount for 2022 only .....			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2023:				
<b>a</b> From 2018 .....				
<b>b</b> From 2019 .....	16,120.			
<b>c</b> From 2020 .....				
<b>d</b> From 2021 .....	202,603.			
<b>e</b> From 2022 .....	497,240.			
<b>f</b> Total of lines 3a through e .....	715,963.			
<b>4</b> Qualifying distributions for 2023 from Part XI, line 4: \$ 8,659,599.				
<b>a</b> Applied to 2022, but not more than line 2a ...			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....	0.			
<b>d</b> Applied to 2023 distributable amount .....				8,659,599.
<b>e</b> Remaining amount distributed out of corpus .....	0.			
<b>5</b> Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).) .....	641,627.			641,627.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	74,336.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
<b>e</b> Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024 .....				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2018 not applied on line 5 or line 7 .....	0.			
<b>9</b> Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a .....	74,336.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2019 ...				
<b>b</b> Excess from 2020 ...				
<b>c</b> Excess from 2021 ...				
<b>d</b> Excess from 2022 ...	74,336.			
<b>e</b> Excess from 2023 ...				

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

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

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

	Tax year				(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
<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).)

NONE

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

NONE

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

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

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

M. ALEXANDER CALDER, 720-943-9865, ALEXANDER.CALDER@CALDERFDN.ORG  
C/O THE LOUIS CALDER FOUNDATION, 1331 17TH STREET, SUITE 602, DENVER, CO 802

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

HTTPS://WWW.LOUISCALDERFOUNDATION.ORG

**c** Any submission deadlines:

HTTPS://WWW.LOUISCALDERFOUNDATION.ORG

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

HTTPS://WWW.LOUISCALDERFOUNDATION.ORG

**Part XIV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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 Paid during the year</b>				
ACHIEVEMENT FIRST, INC. 370 JAMES STREET, SUITE 404 NEW HAVEN, CT 06513	N/A	PC	SCIENCE OF READING	350,000.
ALLEGIANCE STEAM ACADEMY, INC 5862 C STREET CHINO, CA 91710	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
ARRAY EDUCATION, INC. 25 BROADWAY, 3RD FLOOR NEW YORK, NY 10004	N/A	PC	FISCAL SPONSOR FOR THE LITERACY GROUP, SCIENCE OF READING	750,000.
AVANCE, INC. 824 BROADWAY ST., SUITE 204 SAN ANTONIO, TX 78215	N/A	PC	TWO-GENERATION FAMILY LEARNING	100,000.
BOYS & GIRLS CLUBS OF NORTHEAST FLORIDA P.O. BOX 2059 JACKSONVILLE, FL 32203	N/A	PC	TRUSTEE DISCRETIONARY SUPPORT FOR HIGH QUALITY LEARNING OPPORTUNITY	100,000.
<b>Total</b>	SEE CONTINUATION SHEET(S)			<b>3a</b> 6,877,700.
<b>b Approved for future payment</b>				
ACHIEVEMENT FIRST, INC. 370 JAMES STREET, SUITE 404 NEW HAVEN, CT 06513	N/A	PC	SCIENCE OF READING	350,000.
ARRAY EDUCATION, INC. 25 BROADWAY, 3RD FLOOR NEW YORK, NY 10004	N/A	PC	FISCAL SPONSOR FOR THE LITERACY GROUP, SCIENCE OF READING	1,250,000.
BUILDING RESPONSIBLE INTELLIGENT CREATIVE KIDS 534 CLINTON AVENUE NEWARK, NJ 07108	N/A	PC	GROWTH OF CHARTER SCHOOLS	300,000.
<b>Total</b>	SEE CONTINUATION SHEET(S)			<b>3b</b> 6,840,000.





**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALES OF PUBLICLY TRADED SECURITIES			
b BBH WEALTH STRATEGIES OAKTREE SUB TRUST	P		
c BBH WEALTH STRATEGIES UNIT TRUST - OAKTREE OPPORTUNITIES FUND XI	P		
d BBH CAPITAL PARTNERS V-1 SUB TRUST	P		
e NEWTON LUMBER CO	P		
f BBH WEALTH STRATEGIES UNIT TRUST - SILVER POINT DISTRESSED OPPORTUNITY SU	P		
g BBH WEALTH STRATEGIES UNIT TRUST - CEDAR ROCK CAPITAL PARTNERS SERIES	P		
h BBH CAPITAL PARTNERS V	P		
i CAPITAL LOSSES THROUGH K-1S	P		
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(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 5,816,897.		4,186,639.	1,630,258.
b 287,990.		287,990.	0.
c 236,477.		236,477.	0.
d 3,142,232.		1,543,012.	1,599,220.
e 500,000.		15,000.	485,000.
f 1,142,374.		1,142,374.	0.
g			-26,440.
h			-53,492.
i			-872,589.
j 5,237.			5,237.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,630,258.
b			0.
c			0.
d			1,599,220.
e			485,000.
f			0.
g			-26,440.
h			-53,492.
i			-872,589.
j			5,237.
k			
l			
m			
n			
o			

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	2,767,194.
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). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

**Part XIV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUILDING RESPONSIBLE INTELLIGENT CREATIVE KIDS 534 CLINTON AVENUE NEWARK, NJ 07108	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
CAMBIAR EDUCATION 17412 VENTURA BOULEVARD #268 LOS ANGELES, CA 91316	N/A	PC	FISCAL SPONSOR FOR MAGPIE LITERACY, SCIENCE OF READING	400,000.
CHALKBEAT, INC. 1239 BROADWAY, SUITE 703B NEW YORK, NY 10001	N/A	PC	RESEARCH	1,000.
CHARTER FUND, INC. 1390 LAWRENCE STREET DENVER, CO 80204	N/A	PC	GROWTH OF CHARTER SCHOOLS	1,000,000.
CLARKSDALE COLLEGIATE 1012 W 2ND STREET CLARKSDALE, MS 38614-3801	N/A	PC	GROWTH OF CHARTER SCHOOLS	150,000.
COLORADO SCHOOLS FUND 1390 LAWRENCE STREET STE 200 DENVER, CO 80204	N/A	PC	GROWTH OF CHARTER SCHOOLS	300,000.
DEKALB BRILLIANCE ACADEMY, INC. 2575 SNAPPINGER ROAD, STE A DECATUR, GA 30034	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
HONOR PREPARATORY CHARTER SCHOOL 335 ROYAL WINDSOR DRIVE MIDLAND, NC 28107	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
IMPACT PUBLIC SCHOOLS 3438 S. 148TH STREET TUKWILA, WA 98168	N/A	PC	SCIENCE OF READING	75,000.
INSTRUCTION PARTNERS 604 GALLATIN AVE NASHVILLE, TN 37206-3476	N/A	PC	SCIENCE OF READING	500,000.
<b>Total from continuation sheets</b>				<b>5,477,700.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERFAITH NEIGHBORS, INC. 810 4TH AVENUE ASBURY PARK, NJ 07712	N/A	PC	TRUSTEE DISCRETIONARY SUPPORT FOR HIGH QUALITY LEARNING OPPORTUNITY	25,000.
INVICTUS NASHVILLE CHARTER SCHOOL 2729 SMITH SPRINGS ROAD NASHVILLE, TN 37217	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
JEREMIAH PROGRAM 729 N. WASHINGTON AVENUE, SUITE 600 MINNEAPOLIS, MN 55401	N/A	PC	TWO-GENERATION FAMILY LEARNING	400,000.
KIPP NEW YORK, INC. 1501 BROADWAY, SUITE 1000 NEW YORK, NY 10036	N/A	SOUNK	SCIENCE OF READING	200,000.
LIFT, INC. 999 NORTH CAPITOL ST NE, STE. 310 WASHINGTON, DC 20002	N/A	PC	RESEARCH	1,000.
MILES AHEAD CHARTER SCHOOL, INC. 4665 MACLAND ROAD POWDER SPRINGS, GA 30127	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
NASHVILLE CLASSICAL 2000 GREENWOOD AVENUE NASHVILLE, TN 37206	N/A	PC	GROWTH OF CHARTER SCHOOLS	125,000.
PEAK GRANTMAKING, INC. 1666 K STREET, NW WASHINGTON, DC 20006-1242	N/A	PC	GENERAL OPERATING SUPPORT	2,250.
PHILANTHROPY COLORADO 5855 WADSWORTH BLVD. UNIT A ARVADA, CO 80003-5419	N/A	PC	GENERAL OPERATING SUPPORT	2,450.
ROOM TO GROW NATIONAL, INC. 424 E. 147TH STREET, FLOOR 5 BRONX, NY 10455	N/A	PC	TWO-GENERATION FAMILY LEARNING	200,000.
<b>Total from continuation sheets</b>				

**Part XIV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SETON EDUCATION PARTNERS 1562 FIRST AVENUE #205-2219 NEW YORK, NY 10028	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
SPRINGBOARD COLLABORATIVE 1500 JOHN F. KENNEDY BLVD., SUITE 1160 PHILADELPHIA, PA 19102	N/A	PC	SCIENCE OF READING	300,000.
STRIVE PREPARATORY SCHOOLS 2480 W 26TH AVE #360B DENVER, CO 80211	N/A	PC	SCIENCE OF READING	195,000.
THE 74 MEDIA, INC. 222 BROADWAY NEW YORK, NY 10038	N/A	PC	RESEARCH	1,000.
THE ACHIEVEMENT NETWORK LTD 68 HARRISON AVE #605, PMB 74520 BOSTON, MA 02111	N/A	PC	SCIENCE OF READING	100,000.
THE OPPORTUNITY TRUST 5501 DELMAR BLVD., SUITE A300 ST. LOUIS, MO 63112	N/A	PC	GROWTH OF CHARTER SCHOOLS	250,000.
UNIVERSITY CHARTER SCHOOL PO BOX 1053 LIVINGSTON, AL 35470	N/A	PC	SCIENCE OF READING	200,000.
VALLEY SETTLEMENT 1901 GRAND AVE GLENWOOD SPRINGS, CO 81601	N/A	PC	TWO-GENERATION FAMILY LEARNING	100,000.
WEST PALM GOLF COMMUNITY TRUST, INC. 7301 GEORGIA AVENUE WEST PALM BEACH, FL 33405	N/A	PC	TRUSTEE DISCRETIONARY SUPPORT FOR HIGH QUALITY LEARNING OPPORTUNITY	50,000.
ZEST PREPARATORY ACADEMY, INC 12461 VETERANS MEMORIAL HIGHWAY DOUGLASVILLE, GA 30134	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
<b>Total from continuation sheets</b>				

**Part XIV Supplementary Information**

**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARTER FUND, INC. 1390 LAWRENCE STREET DENVER, CO 80204	N/A	PC	GROWTH OF CHARTER SCHOOLS	2,000,000.
COLORADO SCHOOLS FUND 1390 LAWRENCE STREET STE 200 DENVER, CO 80204	N/A	PC	GROWTH OF CHARTER SCHOOLS	600,000.
DEKALB BRILLIANCE ACADEMY, INC. 2575 SNAPPINGER ROAD, STE A DECATUR, GA 30034	N/A	PC	GROWTH OF CHARTER SCHOOLS	100,000.
HONOR PREPARATORY CHARTER SCHOOL 335 ROYAL WINDSOR DRIVE MIDLAND, NC 28107	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
INVICTUS NASHVILLE CHARTER SCHOOL 2729 SMITH SPRINGS ROAD NASHVILLE, TN 37217	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
JEREMIAH PROGRAM 729 N. WASHINGTON AVENUE, SUITE 600 MINNEAPOLIS, MN 55401	N/A	PC	TWO-GENERATION FAMILY LEARNING	800,000.
KIPP NEW YORK, INC. 1501 BROADWAY, SUITE 1000 NEW YORK, NY 10036	N/A	SOUNK	SCIENCE OF READING	100,000.
MILES AHEAD CHARTER SCHOOL, INC. 4665 MACLAND ROAD POWDER SPRINGS, GA 30127	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
SETON EDUCATION PARTNERS 1562 FIRST AVENUE #205-2219 NEW YORK, NY 10028	N/A	PC	GROWTH OF CHARTER SCHOOLS	200,000.
THE ACHIEVEMENT NETWORK LTD 68 HARRISON AVE #605, PMB 74520 BOSTON, MA 02111	N/A	PC	SCIENCE OF READING	400,000.
<b>Total from continuation sheets</b>				<b>4,940,000.</b>



# Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-PF

**2023**

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

Name <b>LOUIS CALDER FOUNDATION</b>	Employer identification number 13-6015562
--	--

**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	72,755.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	2b	
c Credit for federal tax paid on fuels (see instructions) .....	2c	
d Total. Add lines 2a through 2c .....	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....	3	72,755.
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	115,850.
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	72,755.

**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	03/15/24	04/15/24	07/15/24	10/15/24
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	18,189.	18,189.	18,188.	18,189.
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	94,624.			125,000.
<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		76,435.	58,246.	40,058.
13 Add lines 11 and 12 .....	13		76,435.	58,246.	165,058.
14 Add amounts on lines 16 and 17 of the preceding column .....	14				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	15	94,624.	76,435.	58,246.	165,058.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	16		0.	0.	
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				
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	76,435.	58,246.	40,058.	

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.

**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. <b>(C corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> 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>			
<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> \$			0.

\* 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.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c, 3a-3c), calculations (4-6), and final tax amounts (14-19).

**Part II** Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20 Annualization periods (see instructions) .....	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items .....	21	2,640,464.	3,456,771.	3,109,758.	12,905,271.
22 Annualization amounts (see instructions) .....	22	6.000000	3.000000	1.714290	1.200000
23a Annualized taxable income. Multiply line 21 by line 22 ...	23a	15,842,784.	10,370,313.	5,331,027.	15,486,325.
b Extraordinary items (see instructions) .....	23b				
c Add lines 23a and 23b .....	23c	15,842,784.	10,370,313.	5,331,027.	15,486,325.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return .....	24	220,215.	144,147.	74,101.	215,260.
25 Enter any alternative minimum tax (trusts only) for each payment period. See instructions .....	25				
26 Enter any other taxes for each payment period. See instr. ....	26				
27 Total tax. Add lines 24 through 26 .....	27	220,215.	144,147.	74,101.	215,260.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions .....	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- .....	29	220,215.	144,147.	74,101.	215,260.
30 Applicable percentage .....	30	25%	50%	75%	100%
31 Multiply line 29 by line 30 .....	31	55,054.	72,074.	55,576.	215,260.

**Part III** Required Installments

		1st installment	2nd installment	3rd installment	4th installment
<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 .....	32	55,054.	72,074.	55,576.	215,260.
33 Add the amounts in all preceding columns of line 38. See instructions .....	33		18,189.	36,378.	54,566.
34 <b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- ...	34	55,054.	53,885.	19,198.	160,694.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter .....	35	18,189.	18,189.	18,188.	18,189.
36 Subtract line 38 of the preceding column from line 37 of the preceding column .....	36				
37 Add lines 35 and 36 .....	37	18,189.	18,189.	18,188.	18,189.
38 <b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions .....	38	18,189.	18,189.	18,188.	18,189.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BBH MONEY MARKET INSTITUTIONAL	361,811.	361,811.	
JP MORGAN	116.	116.	
TOTAL TO PART I, LINE 3	361,927.	361,927.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME FROM INVESTMENTS	3,965,137.	5,237.	3,959,900.	4,063,289.	
TO PART I, LINE 4	3,965,137.	5,237.	3,959,900.	4,063,289.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME/LOSS THROUGH K-1S		0.	-73,886.
OTHER INVESTMENT INCOME	104,874.	104,874.	
TOTAL TO FORM 990-PF, PART I, LINE 11	104,874.	30,988.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL FEES	128,041.	0.		128,041.
TO FM 990-PF, PG 1, LN 16A	128,041.	0.		128,041.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX PREPARATION FEES	66,809.	0.		66,809.
TO FORM 990-PF, PG 1, LN 16B	66,809.	0.		66,809.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY SERVICES	682,526.	682,526.		0.
GRANT MAKING ANALYSIS	191,100.	0.		191,100.
RETIREMENT PLAN CONSULTANT FEE	29,000.	0.		29,000.
TO FORM 990-PF, PG 1, LN 16C	902,626.	682,526.		220,100.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	14,392.	121,900.		0.
PROVISION FOR FEDERAL EXCISE TAX	185,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	199,392.	121,900.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FURNITURE, FIXTURES AND OTHER OFFICE EXPENSES	4,731.	0.		4,731.
STATE FILING FEES	1,525.	0.		1,525.
INSURANCE EXPENSE	8,147.	0.		8,147.
INFORMATION TECHNOLOGY	68,209.	0.		68,209.
PARTNERSHIP EXPENSES	504,500.	622,498.		0.
OTHER INVESTMENT FEES AND EXPENSES	289,694.	238,518.		0.
DUES AND SUBSCRIPTIONS	5,157.	0.		5,157.
PAYROLL AND BENEFIT ADMIN FEES	20,455.	0.		20,455.
TO FORM 990-PF, PG 1, LN 23	902,418.	861,016.		108,224.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES 6275 SHRS	711,395.	711,395.
ADOBE INC 647 SHRS	309,317.	309,317.
ALCON INC 5056 SHRS	464,898.	464,898.
ALPHABET INC-CL C 6577 SHRS	1,135,781.	1,135,781.
AMAZON.COM INC 4946 SHRS	921,933.	921,933.
ARTHUR J GALLAGHER & CO 1634 SHRS	459,480.	459,480.
BERKSHIRE HATHAWAY INC-CL A 2 SHRS	1,353,918.	1,353,918.
BOOKING HOLDINGS INC 86 SHRS	402,157.	402,157.
COSTCO WHOLESALE CORP 873 SHRS	763,158.	763,158.
DIAGEO PLC-SPONSORED ADR 1464 SHRS	181,770.	181,770.
ECOLAB INC 1965 SHRS	482,588.	482,588.
KLA CORPORATION COM NEW 1101 SHRS	733,519.	733,519.
LINDE PLC 2505 SHRS	1,142,656.	1,142,656.
MASTERCARD INCORPORATED 1752 SHRS	875,282.	875,282.
MICROSOFT CORP 3276 SHRS	1,331,203.	1,331,203.
NESTLE SA-SPONS ADR 1989 SHRS	188,000.	188,000.
NIKE INC CL B 4289 SHRS	330,811.	330,811.
ORACLE CORP 6826 SHRS	1,145,676.	1,145,676.
OTIS WORLDWIDE CORPORATION COM 2318 SHRS	227,628.	227,628.
MARSH & MCLENNAN COS INC 657 SHRS	143,384.	143,384.
PROGRESSIVE CORP OHIO 710 SHRS	172,409.	172,409.
S&P GLOBAL INC 1639 SHRS	787,310.	787,310.
TEXAS INSTRUMENTS INC 4349 SHRS	883,543.	883,543.
THERMO FISHER SCIENTTIFIC INC 847 SHRS	462,733.	462,733.
WASTE MANAGEMENT INC 3928 SHRS	847,859.	847,859.
ZOETIS INC 2932 SHRS	524,183.	524,183.
AMERICAN WTR WKS CO INC 4477 SHRS	618,318.	618,318.
APPLE COMPUTER INC 5096 SHRS	1,151,237.	1,151,237.
APPLIED MATERIALS INC 2500 SHRS	453,950.	453,950.
AUTOMATIC DATA PROCESSING INC 1998 SHRS	577,902.	577,902.
BLACKROCK INC COM 874 SHRS	857,420.	857,420.
CLARKSTON FOUNDERS FUND - FOUNDERS CLASS 34223 SHRS	549,966.	549,966.
COTERRA ENERGY INC CL A 18491 SHRS	442,305.	442,305.
EOG RESOURCES INC 2418 SHRS	294,899.	294,899.
JOHNSON & JOHNSON 3085 SHRS	493,168.	493,168.
KENVUE INC. COM 17573 SHRS	402,949.	402,949.
MCDONALD'S CORP 1715 SHRS	500,969.	500,969.
MEDTRONIC PLC COM STK 6347 SHRS	566,470.	566,470.
PEPSICO INC 2753 SHRS	457,218.	457,218.
PROCTER & GAMBLE CO 3194 SHRS	527,585.	527,585.
ROCHE HLDG LTD SPONS ADR 15068 SHRS	584,789.	584,789.
SYSCO CORP 6299 SHRS	472,110.	472,110.
TRACTOR SUPPLY COMPANY COM STK 1926 SHRS	511,372.	511,372.
UNITEDHEALTH GROUP INC 935 SHRS	527,808.	527,808.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>26,973,026.</b>	<b>26,973,026.</b>

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BBH AH CAYMAN LP	FMV	1,472,409.	1,472,409.
BBH CEDAR STREET EQUITY INTERMEDIATE FUND LP	FMV	1,564,103.	1,564,103.
BBH CAP PARTNERS QP IV (CAYMAN)	FMV	1,341,126.	1,341,126.
BBH CAP. PARTNERS V-1 SUB TRUST	FMV	3,370,492.	3,370,492.
BBH CAPITAL PARTNERS OPPORTUNITIES FUND	FMV	592,279.	592,279.
BBH CAPITAL PARTNERS VI-2 (CAYMAN ISLANDS UNIT TRUST)	FMV	9,587,492.	9,587,492.
BBH INCOME FUND	FMV	20,956,452.	20,956,452.
BBH LIMITED DURATION FUND CL I	FMV	9,706,872.	9,706,872.
BBH ALTERNATIVE CREDIT FUND	FMV	908,123.	908,123.
BBH PART-INTL EQTY-I	FMV	6,025,668.	6,025,668.
BBH REAL EST INCOME FUND III LP	FMV	3,860,150.	3,860,150.
BBH REAL ESTATE ENHANCED VALUE FUND I	FMV	1,004,028.	1,004,028.
BBH WEALTH STRATEGIES - GQG PARTNERS EMERGING MARKETS EQUITY SERIES	FMV	11,429,885.	11,429,885.
BBH WEALTH STRATEGIES - MAKAIRA PARTNERS SERIES	FMV	6,390,254.	6,390,254.
BBH WEALTH STRATEGIES LLC ALTAROCK PARTNERS SERIES	FMV	7,979,709.	7,979,709.
BBH WEALTH STRATEGIES LLC BARINGS LOAN SUB TRUST SERIES 3	FMV	5,443,671.	5,443,671.
BBH WEALTH STRATEGIES LLC CLARKSTON CAPITAL PARTNERS	FMV	7,789,138.	7,789,138.
BBH WEALTH STRATEGIES LLC LBC CREDIT PARTNERS III USTE SERIES	FMV	614,562.	614,562.
BBH WEALTH STRATEGIES LLC SELECT EQUITY SERIES	FMV	9,015,920.	9,015,920.
BBH WEALTH STRATEGIES OAKTREE OPPORTUNITIES SUB-TRUST	FMV	2,339,789.	2,339,789.
BBH WEALTH STRATEGIES SANDTON CREDIT SOLUTIONS IV SUB TRUST	FMV	1,952,289.	1,952,289.
BBH WEALTH STRATEGIES UNIT TRUST - CALEDONIA SUB TRUST	FMV	5,621,228.	5,621,228.
BBH WEALTH STRATEGIES UNIT TRUST - OAKTREE OPPORTUNITIES FUND XI	FMV	2,325,285.	2,325,285.
BBH WS - SILVER POINT DISTRESSED OPPORTUNITY SUB-TRUST	FMV	2,400,935.	2,400,935.
BBH WS - SILVER POINT DISTRESSED OPPORTUNITY II SUB-TRUST	FMV	178,793.	178,793.
BBH WEALTH STRATEGIES LLC TRINITY STREET INTERNATIONAL PARTNERS SERIES	FMV	7,053,128.	7,053,128.
MARTELLO RE SERIES -BBH WS	FMV	4,611,640.	4,611,640.
PRIME FINANCE SHORT DURATION VIII SERIES	FMV	2,042,808.	2,042,808.
VALLEY FORGE LARGE CAP EQUITY SERIES - BBH WS	FMV	11,080,365.	11,080,365.

LOUIS CALDER FOUNDATION

13-6015562

BBH WEALTH STRATEGIES - BOWIE  
GLOBAL EQUITY SERIES

FMV

9,274,189.

9,274,189.

TOTAL TO FORM 990-PF, PART II, LINE 13

157,932,782.

157,932,782.