

EXTENDED TO NOVEMBER 15, 2024

Return of Private Foundation

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

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

OMB No. 1545-0047

2023

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Name of foundation HILTON GLOBAL FOUNDATION		A Employer identification number 84-1854168
Number and street (or P.O. box number if mail is not delivered to street address) 7930 JONES BRANCH DRIVE	Room/suite	B Telephone number (703) 883-1000
City or town, state or province, country, and ZIP or foreign postal code MCLEAN, VA 22102		C If exemption application is pending, check here ...
G Check all that apply: Initial return _____ Initial return of a former public charity _____ Final return _____ Amended return _____ Address change _____ Name change _____		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust _____ Other taxable private foundation _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ...
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,546,827.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,362,396.		N/A	
	2 Check _____ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	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)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	6,362,396.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	193,154.	0.		192,755.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	18,380.	0.		18,380.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 1	270,940.	0.		270,940.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	24,153.	0.		24,153.
	22 Printing and publications				
	23 Other expenses STMT 2	49,198.	3,789.		15,331.
	24 Total operating and administrative expenses. Add lines 13 through 23	555,825.	3,789.		521,559.
	25 Contributions, gifts, grants paid	4,588,709.			3,263,674.
26 Total expenses and disbursements. Add lines 24 and 25	5,144,534.	3,789.		3,785,233.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	1,217,862.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

Form **8868**
(Rev. January 2024)

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

**File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Part I - Identification

Type or Print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization, employer, or other filer, see instructions. HILTON GLOBAL FOUNDATION	Taxpayer identification number (TIN) 84-1854168
	Number, street, and room or suite no. If a P.O. box, see instructions. 7930 JONES BRANCH DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MCLEAN, VA 22102	

Enter the Return Code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08		

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
 Plan Number _____
 Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **DONNA PURTLE**
755 CROSSOVER LANE - MEMPHIS, TN 38117

Telephone No. **901-374-5329** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **24**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 calendar year 20 **23** or
 tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

Form **8868** (Rev. 1-2024)

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,744.	3,186,719.	3,186,719.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable	360,108.		
	Less: allowance for doubtful accounts	820,777.	360,108.	360,108.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
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)	827,521.	3,546,827.	3,546,827.	
Liabilities	17 Accounts payable and accrued expenses	2,687.	3,150.	
	18 Grants payable	325,000.	1,515,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe	5,412.	316,393.	
23 Total liabilities (add lines 17 through 22)	333,099.	1,834,543.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
28 Retained earnings, accumulated income, endowment, or other funds	494,422.	1,712,284.		
29 Total net assets or fund balances	494,422.	1,712,284.		
30 Total liabilities and net assets/fund balances	827,521.	3,546,827.		

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	494,422.
2 Enter amount from Part I, line 27a	2	1,217,862.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,712,284.
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	1,712,284.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
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.			(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	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	0.
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	0.
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	0.
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	0.
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	0.
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	

Part VI-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <u>DE, VA</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	11		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	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>HILTONGLOBALFOUNDATION.HILTON.COM</u>			
14 The books are in care of <u>DONNA PURTLE</u> Telephone no. <u>901-374-5329</u> Located at <u>755 CROSSOVER LANE, MEMPHIS, TN</u> ZIP+4 <u>38117</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country			

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

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

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

Form 990-PF (2023)

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

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

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

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

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
NONE		

Total 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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	1,365,698.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,365,698.
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	1,365,698.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	20,485.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	1,345,213.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	67,261.

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	67,261.
2a	Tax on investment income for 2023 from Part V, line 5	2a	
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,261.
4	Recoveries of amounts treated as qualifying distributions	4	159,965.
5	Add lines 3 and 4	5	227,226.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	227,226.

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	3,785,233.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	3,785,233.

Form 990-PF (2023)

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				227,226.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019	1,579,660.			
c From 2020	1,210,651.			
d From 2021	1,516,143.			
e From 2022	2,306,249.			
f Total of lines 3a through e	6,612,703.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 3,785,233.				
a Applied to 2022, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				227,226.
e Remaining amount distributed out of corpus	3,558,007.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,170,710.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	10,170,710.			
10 Analysis of line 9:				
a Excess from 2019	1,579,660.			
b Excess from 2020	1,210,651.			
c Excess from 2021	1,516,143.			
d Excess from 2022	2,306,249.			
e Excess from 2023	3,558,007.			

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

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

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

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

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

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

NONE

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

NONE

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

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

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

c Any submission deadlines:

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

Part XIV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABACAN RIVER AND ANGELES WATER 5 DECA CLARK ANGELES CITY, PHILIPPINES		PC	2022 ACTION GRANT PROGRAM	1,000.
ACE CHARITY TRANSCORP HILTON, 1, AGUIYI IRONSI STREET ABUJA, NIGERIA		PC	2022 ACTION GRANT PROGRAM	1,000.
ALABAMA MOUNTAIN LAKES TOURISM 402 SHERMAN STREET P.O. BOX 2537 DECATUR, AL 35602		PC	2022 ACTION GRANT PROGRAM	1,000.
AMERICAN HOTEL & LODGING ASSN 1250 I ST NW STE 1100 WASHINGTON, DC 20006		PC	OPERATIONS	170,000.
AMERICAN RED CROSS 431 18TH STREET, NW WASHINGTON, DC 20005		PC	DISASTER RELIEF GRANT	50,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,263,674.
b Approved for future payment				
AWLADY ORPHANAGE (TWPW CONTEST WINNER) 29 RD, 206 DIGLA MAADI CAIRO, EGYPT		PC	OPERATIONS	5,000.
DOWNS SYNDROME ASSOCIATION 2A LANGDON PARK TEDDINGTON, MIDDLESEX, UNITED KINGDOM TW11 9PS		PC	2023 ANNUAL GRANTS PROGRAM	224,000.
FOUNDATION MAROCAINE DE L EDUCATION POUR L EMPLOI 75, CORNER BOULEVARD D'ANFA AND RUE CLOS DE PROVENCE, 1ST FLOOR CASABLANCA, MOROCCO 20000		PC	2023 ANNUAL GRANTS PROGRAM	276,000.
Total	SEE CONTINUATION SHEET(S)			3b 1,590,000.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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		X
(2)	Other assets		X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.			May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>[Signature]</i> _____	Date <i>11/30/2024</i> _____	Title TREASURER _____	

Paid Preparer Use Only	Print/Type preparer's name LAURA A. COLLINS	Preparer's signature <i>[Signature]</i>	Date 11/11/24	Check if self-employed	PTIN P00008888
	Firm's name KPMG LLP	Firm's EIN 13-5565207			
	Firm's address 8350 BROAD STREET, SUITE 900 MCLEAN, VA 22102	Phone no. 703-286-8000			

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
BIG BROTHERS BIG SISTERS OF AM 910 17TH STREET NORTHWEST, 610 WASHINGTON, DC 20006		PC	2023 ANNUAL GRANTS PROGRAM	300,000.
BIG BROTHERS BIG SISTERS OF MI 550 NW 42ND AVE MIAMI, FL 33126		PC	OPERATIONS	25,000.
BOTANIKA OSA PENINSULA CURIO C COSTADO SURESTE DEL AEROPUERTO, PUNTARENAS PUERTO JIMENEZ, COSTA RICA 61301		PC	OPERATIONS	1,000.
BRIQUETTOR ASSOC OF THE PHILIP MWSS RO BUILDING, KATIPUNAN AVENUE, CORNER H. VENTURA STREET, BARANGAY PANSO QUEZON CITY, PHILIPPINES 1108		PC	2022 ACTION GRANT PROGRAM	1,000.
CANAL RIVER TRUST NATIONAL WATERWAYS MUSEUM ELLESMERE PORT, SOUTH PIER ROAD ELLESMERE PORT, CHESHIRE, UNITED KINGDOM CH65		PC	2022 ACTION GRANT PROGRAM	1,000.
CENTRAL OKANAGAN FOOD BANK 2310 ENTERPRISE WAY KELOWNA, BC, CANADA V1X 4H7		PC	DISASTER RELIEF GRANT	15,000.
CLEAN THE WORLD VENTURES INC 2544 E LANDSTREET RD SUITE 600 ORLANDO, FL 32824		PC	DISASTER RELIEF GRANT	5,000.
CLEAN UP AUSTRALIA LTD 233 CASTLEREAGH ST SYDNEY, AUSTRALIA NSW 2000		PC	2022 ANNUAL GRANTS PROGRAM	12,500.
DC CENTRAL KITCHEN INC 425 2ND ST NW WASHINGTON, DC 20001		PC	2023 ANNUAL GRANTS PROGRAM	200,000.
DON BOSCO CRISTO REY WORK STUD 1010 LARCH AVENUE TAKOMA PARK, MD 20912		PC	OPERATIONS	34,000.
Total from continuation sheets				3,040,674.

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
DONGGUAN RUIYING HOTEL INVESTM 4, AUTOMOBILE BOLAN CENTER, BEIHUAN ROAD, BAOTUN VILLAGE, HOUIE TOWN DONGGUAN, GUANGDONG, CHINA 523000		PC	OPERATIONS	1,000.
DUBAI CENTER FOR SPECIAL NEEDS 45TH STREET, NEAR SAFA PARK, SHEIKH ZAYED ROAD DUBAI, UNITED ARAB EMIRATES		PC	2022 ACTION GRANT PROGRAM	1,000.
FOUNDATION FOR PROFESSIONAL TRAINING, INC. - PUNLAAN SCHOOL ROOM 202 ALEXANDER HOUSE, 132 AMORSOLO STREET, LEGASPI VILLAGE MAKATI CITY, MANILA, PHILIPPINES 1229		PC	2022 ANNUAL GRANTS PROGRAM	75,000.
FUNDACION PARA EL ESTUDIO DE L - BIO SUR FOUNDATION AIRPORT ROAD PUERTO JIMENEZ, INDONESIA 60702		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
GIVE2ASIA 2201 BROADWAY, 4TH FLOOR OAKLAND, CA 94612		PC	2022 ANNUAL GRANTS PROGRAM	166,500.
GLOBAL ENVIRONMENT CENTRE 2ND FLOOR, WISMA HING, NO. 78, JALAN SS2/72, 47300 PETALING JAYA SELANGOR, MALAYSIA		PC	2022 ACTION GRANT PROGRAM	1,000.
GLOBAL IMPACT 1199 N FAIRFAX ST STE 300 ALEXANDRIA, VA 22314		PC	OPERATIONS	50,000.
GLOBAL IMPACT 1199 N FAIRFAX ST STE 300 ALEXANDRIA, VA 22314		PC	DISASTER RELIEF GRANT	13,924.
GLOBAL WATER CHALLENGE 2900 S. QUINCY STREET, STE. 375 ARLINGTON, VA 22206		PC	2022 ANNUAL GRANTS PROGRAM	100,000.
GOMBOOK FZCO IFZA PROPERTIES, DUBAI SILICON OASIS DUBAI, UNITED ARAB EMIRATES		PC	2022 ACTION GRANT PROGRAM	1,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HAWAII COMMUNITY FOUNDATION 827 FORT STREET MALL HONOLULU, HI 96813		PC	DISASTER RELIEF GRANT	130,000.
HAWAII COMMUNITY FOUNDATION 828 FORT STREET MALL HONOLULU, HI 96813		PC	DISASTER RELIEF GRANT	37,500.
HEPCA B2 -NEW MARINA, SAKKALA HURGHADA, RED SEA, EGYPT		PC	2022 ANNUAL GRANTS PROGRAM	13,500.
HILTON ISTANBUL PROJECT REDUCED BY FX CUMHURIYET CADDESI, NO 50 HARBIYE SISLI ISTANBUL, TURKEY 34367		PC	DISASTER RELIEF GRANT	9,989.
INTL RESCUE COMMITTEE INC 8737 COLESVILLE RD STE 1200, SILVER SPRING, MD 20910		PC	DISASTER RELIEF GRANT	37,500.
INTL YOUTH FOUNDATION 1 E PRATT ST BALTIMORE, MD 21202		PC	OPERATIONS	95,000.
INTL YOUTH FOUNDATION 1 E PRATT ST BALTIMORE, MD 21202		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
JOBS FOR AMERICA S GRADUATES I 1600 DUKE ST STE 210 ALEXANDRIA, VA 22314-2720		PC	OPERATIONS	30,000.
JOBS FOR AMERICA'S GRADS 1600 DUKE ST STE 210 ALEXANDRIA, VA 22314-2720		PC	OPERATIONS	30,000.
JUBAIL ISLAND INVESTMENT LLC OFFICE NUMBER 2, PLOT NUMBER 61, AL SALAM STREET, AL JUBAIL ISLAND ABU DHABI, UNITED ARAB EMIRATES		PC	2022 ACTION GRANT PROGRAM	1,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KEEP AMERICA BEAUTIFUL 1030 15TH ST NW STE 490W WASHINGTON, DC 20005		PC	2022 ANNUAL GRANTS PROGRAM	12,500.
KEEP CHARLOTTE BEAUTIFUL 25550 HARBORVIEW BLVD., SUITE 2 PORT CHARLOTTE, FL 33980		PC	2022 ACTION GRANT PROGRAM	1,000.
LOUISVILLE GROWS 1641 PORTLAND AVE LOUISVILLE, KY 40203		PC	2023 ACTION GRANT PROGRAM	1,000.
MAUI UNITED WAY 95 MAHALANI ST STE 24 WAILUKU, HI 96793		PC	DISASTER RELIEF GRANT	130,000.
MAUI UNITED WAY 96 MAHALANI ST STE 24 WAILUKU, HI 96793		PC	DISASTER RELIEF GRANT	37,500.
MINORITY RIGHTS GRP EUROPE NON 54 COMMERCIAL STREET LONDON, UNITED KINGDOM E1 6LT		PC	2022 ANNUAL GRANTS PROGRAM	100,000.
NATIONAL PARKS BOARD FOR THE GARDEN CITY FUND C/O: NATIONAL PARK BOARD SINGAPORE, SINGAPORE 259569		PC	2022 ACTION GRANT PROGRAM	1,000.
OCEAN WISE CONSERVATION ASSOCI 101-440 CAMBIE ST VANCOUVER, CANADA 6B 2N5		PC	2022 ACTION GRANT PROGRAM	1,000.
ONLY A PAVEMENT AWAY CIO 1 GREEK ST LONDON, UNITED KINGDOM W1D 4BA		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
OXNARD FOOTBALL CLUB INC 1620 LANGFORD DR OXNARD, CA 93030		PC	2022 ACTION GRANT PROGRAM	1,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARA LA NATURALEZA 155 TETUAN STREET SAN JUAN, PR 00901		PC	2022 ACTION GRANT PROGRAM	1,000.
PARLEY MALDIVES PARLEY MALDIVES H.SOUTH REEF, 6TH FLOOR BUREVI MAGU MALE, MALDIVES 20008		PC	2022 ACTION GRANT PROGRAM	1,000.
PEP GULF COAST ENVIRONMENTAL F 754 DOWNTOWNER LOOP WEST MOBILE, AL 36609		PC	2022 ACTION GRANT PROGRAM	1,000.
PIYUSH JAIN H-1/105 SECTOR- 11 ROHINI, DELHI, INDIA 110085		PC	2022 ACTION GRANT PROGRAM	1,000.
PJ CARING HOME NO.45, JALAN 1/10 46000 PETALING JAYA SELANGOR, MALAYSIA		PC	2022 ACTION GRANT PROGRAM	1,000.
PLANET WATER FOUNDATION 16071 N 76TH ST STE 102 SCOTTSDALE, AZ 85260		PC	OPERATIONS	19,800.
PLANT A TREE FOUNDATION FOR SO C/O DUTTON MOORE ALDGATE HOUSE, 1-4 MARKET PLACE HULL, UNITED KINGDOM HU1 1RS		PC	2022 ACTION GRANT PROGRAM	1,000.
SECOND SERVINGS OF HOUSTON 8825 KNIGHT RD HOUSTON, TX 77054		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON, DC 20001		PC	OPERATIONS	7,500.
STARR GARDEN PARK NEIGHBORS AN 600 LOMBARD ST PHILADELPHIA, PA 19147		PC	2022 ACTION GRANT PROGRAM	1,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HOPE PROGRAM 1 SMITH STREET, 4TH FLOOR BROOKLYN, NY 11201		PC	2022 ACTION GRANT PROGRAM	1,000.
THE MUDCHUTE ASSOCIATION PIER STREET LONDON, UNITED KINGDOM E14 3HP		PC	2022 ACTION GRANT PROGRAM	961.
THE PROJECT CRIMSON TRUST 39 GHUZNEE STREET, TE ARO WELLINGTON, NEW ZEALAND 6011		PC	2022 ACTION GRANT PROGRAM	1,000.
THE SHORELINE FOUNDATION LTD LEVEL 1, 50 MARTIN PLACE SYDNEY, AUSTRALIA 2000		PC	2022 ACTION GRANT PROGRAM	1,000.
TOHUM TURKEY AUTISM EARLY DIAG ZULFIKARLAR BUSINESS INN NO:27 KAT.3 ISTANBUL, TURKEY		PC	2022 ACTION GRANT PROGRAM	1,000.
TREASURE HOUSE CHRISTIAN CHILD SAUNAKA, QUEENS ROAD NADI, FIJI		PC	2022 ACTION GRANT PROGRAM	1,000.
VICTORS EMPOWERMENT CENTER 805 N GRAND AVE STUTTGART, AR 72160		PC	2022 ACTION GRANT PROGRAM	1,000.
WAKATIPU REFORESTATION TRUST C/O 171 PENINSULA ROAD KELVIN HEIGHTS, QUEENSTOWN, NEW ZEALAND 9300		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
WAKATIPU REFORESTATION TRUST C/O 171 PENINSULA ROAD KELVIN HEIGHTS, QUEENSTOWN, NEW ZEALAND 9300		PC	2022 ACTION GRANT PROGRAM	1,000.
WORLD CENTRAL KITCHEN INC 200 MASSACHUSETTS AVE NW WASHINGTON, DC 20001		PC	DISASTER RELIEF	25,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WORLD CENTRAL KITCHEN INC 200 MASSACHUSETTS AVE NW WASHINGTON, DC 20001		PC	DISASTER RELIEF	37,500.
YAYASAN SUNGAI WATCH 93RX+RG5 82121 DESA BELALANG, BALI, INDONESIA		PC	2022 ANNUAL GRANTS PROGRAM	12,500.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INSPIRA (TWPW CONTEST WINNER) JR. MANGLARES CUADRA 2 LIMA, PERU		PC	OPERATIONS	5,000.
SCHOLARS OF SUSTENANCE J/ BENDA RAYA NO 14A,RT4/RW4, CILANDAK TIMUR PS MINGGU JAKARTA, SELATAN, INDONESIA		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
SEDRA FOUNDATION PO BOX 147107 ABU DHABI, UNITED ARAB EMIRATES		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
SEYCHELLES CULTURAL FOUNDATION (TWPW CONTEST WINNER) EDEN ISLAND PLAZA UNIT 13 - EDEN ART SPACE GALLERY VICTORIA, SEYCHELLES		PC	OPERATIONS	5,000.
SHANGHAI LANJINGLING SPORTS VOLUNTEER SERVICE CENTER SHANGHAI MINHANG DISTRICT HECHUAN ROAD NO.2885 BUILDING B ROOM 313-315 SHANGHAI, CHINA 200093		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
WORLD CENTRAL KITCHEN (HAMPTON WAFFLE DAY CAMPAIGN) 200 MASSACHUSETTS AVE NW,7TH FLOOR WASHINGTON, DC 20001		PC	DISASTER RELIEF	75,000.
WORLD WILDLIFE FUND 1250 24TH ST NW WASHINGTON, DC 20037		PC	2023 ANNUAL GRANTS PROGRAM	250,000.
Total from continuation sheets				1,085,000.

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

HILTON GLOBAL FOUNDATION

Employer identification number

84-1854168

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Schedule B (Form 990) (2023)

Name of organization HILTON GLOBAL FOUNDATION	Employer identification number 84-1854168
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HILTON WORLDWIDE HOLDINGS INC. 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 6,520,586.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	HONORS SWEEPSTAKES PROMOTION 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 26,137.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	COOPER HOTELS 1661 AARON BRENNER DR STE 200 MEMPHIS, TN 38120	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	TEMPO BRAND 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 7,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	HAMPTON INN BRAND 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	KECK SENG GROUP SUITE 1301, 13TH FLOOR, CITY PLAZA, JALAN TEBRAU JOHOR BAHRU, MALAYSIA	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization HILTON GLOBAL FOUNDATION	Employer identification number 84-1854168
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CHRIS NASSETTA 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	LEO EVENTS 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	TRU BRAND 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	\$ 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.)

Name of organization HILTON GLOBAL FOUNDATION	Employer identification number 84-1854168
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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 HILTON GLOBAL FOUNDATION	Employer identification number 84-1854168
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

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

HILTON GLOBAL FOUNDATION

84-1854168

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	270,940.	0.		270,940.
TO FORM 990-PF, PG 1, LN 16C	270,940.	0.		270,940.

FORM 990-PF	OTHER EXPENSES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	0.	0.		0.
CURRENCY EXCHANGE	912.	0.		0.
BANK FEES	2,877.	0.		0.
REPAIRS AND MAINTENANCE	0.	0.		0.
OTHER SUPPLIES	0.	0.		0.
OTHER EXPENSE	0.	3,789.		0.
EMPLOYEE RELATIONS	30,078.	0.		0.
VOLUNTEER PROGRAM EXPENSES	15,331.	0.		15,331.
TO FORM 990-PF, PG 1, LN 23	49,198.	3,789.		15,331.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 3
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
VACATION NON-UNION PAYABLE	5,412.	13,695.	
ANNUAL COMPANY BONUS PAYABLE	0.	34,076.	
ACCOUNTS PAYABLE TRADE	0.	75,000.	
DUE TO HILTON NON CONSOLIDATED	0.	193,622.	
TOTAL TO FORM 990-PF, PART II, LINE 22	5,412.	316,393.	

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTOPHER NASSETTA 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
ALAN WATTS 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
DANNY HUGHES 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
KEVIN JACOBS 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
KRISTIN CAMPBELL 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
ANNE-MARIE D'ANGELO 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.20	0.	0.	0.
SIMON VINCENT 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
MATTHEW SCHUYLER 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
CHRIS SILCOCK 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
MARTIN RINCK 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.

HILTON GLOBAL FOUNDATION

84-1854168

LAURA FUENTES 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	DIRECTOR 0.25	0.	0.	0.
ERICA GORDON 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	PRESIDENT 7.00	0.	0.	0.
KATHERINE LUGAR 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	PRESIDENT 1.00	0.	0.	0.
JESSICA ZIELKE 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	VP 10.00	0.	0.	0.
OWEN WILCOX 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	SECRETARY 1.00	0.	0.	0.
ABIGAIL SACHS 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	ASSISTANT SECRETARY 0.50	0.	0.	0.
MICHAEL DUFFY 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	TREASURER 0.25	0.	0.	0.
TAMDAN VO 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	ASSISTANT TREASURER 0.25	0.	0.	0.
MATTHEW STEINHOFF 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	ASSISTANT TREASURER 0.25	0.	0.	0.
CATHERINE LINSKEY 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	FOUNDATION DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		0.	0.	0.

HILTON GLOBAL FOUNDATION

84-1854168

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VI-B, LINE 5D

STATEMENT 5

GRANTEE'S NAME

ONLY A PAVEMENT AWAY CIO

GRANTEE'S ADDRESS

1 GREEK ST
LONDON, UNITED KINGDOM, W1D 48A

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

WAKATIPU REFORESTATION TRUST

GRANTEE'S ADDRESS

C/O 171 PENINSULA ROAD, KELVIN HEIGHTS
QUEENSTOWN, NEW ZEALAND, 9300

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

SEDRA FOUNDATION

GRANTEE'S ADDRESS

PO BOX 147107, ABU DHABI, UAE
ABU DHABI, UNITED ARAB EMIRATES

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

BIO SUR FOUNDATION

GRANTEE'S ADDRESS

AIRPORT ROAD
PUERTO JIMENEZ, PUNTARENAS PROVINCE, COSTA RICA, 60702

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

FOUNDATION MAROCAINE DE LEDUCATION POUR LEMPLOI

GRANTEE'S ADDRESS

75, CORNER BOULEVARD D'ANFA AND RUE CLOS DE PROVENCE, 1ST FLOOR
CASABLANCA, MOROCCO, 20000

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
276,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

DOWNS SYNDROME ASSOCIATION

GRANTEE'S ADDRESS

HEAD OFFICE LANGDON DOWN CENTRE 2A LANGDON PARK
TEDDINGTON, MIDDLESEX, UNITED KINGDOM, TW11 9PS

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
226,029.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

SHANGHAI LANJINGLING SPORTS VOLUNTEER SERVICE CENTER

GRANTEE'S ADDRESS

SHANGHAI MINHANG DISTRICT HECHUAN ROAD NO.2885 BUILDING B ROOM 313-3150
SHANGHAI, CHINA, 200093

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO

HILTON GLOBAL FOUNDATION

84-1854168

GRANTEE'S NAME

SCHOLARS OF SUSTENANCE INDONESIA

GRANTEE'S ADDRESS

J/ BENDA RAYA NO 14A,RT4/RW4, CILANDAK TIMUR PS MINGGU
JAKARTA, SELATAN, INDONESIA

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
250,000.	10/02/23	0.

PURPOSE OF GRANT

2023 ANNUAL GRANT PROGRAM

DATES OF REPORTS BY GRANTEE

NO FUNDS EXPENDED IN 2023; THEREFORE, NO REPORTS REQUIRED.

ANY DIVERSION BY GRANTEE

NO