

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form 990

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

2024

Open to Public Inspection

A For the 2024 calendar year, or tax year beginning **JUL 1, 2024** and ending **JUN 30, 2025**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization PHILANTHROFUND FOUNDATION INC.		D Employer identification number 36-3567019
	Doing business as		E Telephone number 612-870-1806
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	5775 WAYZATA BLVD	700	G Gross receipts \$ 4,004,068.
	City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS PARK, MN 55416		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F Name and address of principal officer: LISA BRIMMER SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			If "No," attach a list. See instructions
J Website: WWW.PFUNDFOUNDATION.ORG			H(c) Group exemption number
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation: 1987	M State of legal domicile: MN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PFUND FOUNDATION IS A VITAL RESOURCE AND COMMUNITY BUILDER FOR LESBIAN, GAY, BISEXUAL,		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2024 (Part V, line 2a)	5	8
	6 Total number of volunteers (estimate if necessary)	6	100
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,935,527.	3,386,576.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,920.	19,715.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	25,450.	39,166.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-18,775.	-35,142.
		2,946,122.	3,410,315.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	945,647.	2,032,500.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	500,846.	502,884.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	103,600.	25,000.
	b Total fundraising expenses (Part IX, column (D), line 25)	214,670.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	389,531.	500,963.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,939,624.	3,061,347.	
19 Revenue less expenses. Subtract line 18 from line 12	1,006,498.	348,968.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	2,294,351.	3,687,893.
	22 Net assets or fund balances. Subtract line 21 from line 20	50,734.	1,022,453.
	2,243,617.	2,665,440.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date		
	LISA BRIMMER, TREASURER				
Paid Preparer Use Only	Preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	KATHLEEN MCDONNELL		03/10/26		P01521081
Preparer Use Only	Firm's name	Firm's EIN		Phone no.	
	MAHONEY ULBRICH CHRISTIANSEN & RUSS, PA	41-1647057		(651) 227-6695	
	Firm's address				
	10 RIVER PARK PLAZA, SUITE 800				
	SAINT PAUL, MN 55107				

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: PFUND FOUNDATION BUILDS EQUITY WITH LGBTQ+ COMMUNITIES ACROSS THE UPPER MIDWEST BY PROVIDING GRANTS AND SCHOLARSHIPS, DEVELOPING LEADERS, AND INSPIRING GIVING.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 2,677,651. including grants of \$ 2,032,500.) (Revenue \$ 19,715.) PFUND FOUNDATION AWARDED SCHOLARSHIPS TO 49 INDIVIDUALS WITH A DEMONSTRATED COMMITMENT TO LGBTQ+ ISSUES WHO ARE SEEKING A VARIETY OF EDUCATIONAL PROGRAMS IN THE UPPER MIDWEST.

PFUND FOUNDATION AWARDED FUNDS TO 20 NON-PROFIT ORGANIZATIONS WORKING IN RURAL COMMUNITIES ACROSS THE UPPER MIDWEST.

PFUND FOUNDATION AWARDED FUNDS TO 30+ SMALL BUSINESSES TO GROW AND STRENGTHEN THEIR LEADERSHIP AND BUSINESS AND PROVIDED BUSINESSES EDUCATIONAL RESOURCES.

PFUND FOUNDATION AWARDED FUNDS TO 3 HEALTHCARE ORGANIZATIONS FOCUSED ON

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,677,651.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and schedules A through I.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, bond issues, and excess benefit transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V []

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Rows include questions 2a through 17 regarding employee counts, tax returns, unrelated business income, foreign accounts, prohibited transactions, and various organizational requirements.

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
	1a 16		
b	Enter the number of voting members included on line 1a, above, who are independent		
	1b 16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed MN
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records
LISA BRIMMER - 612-870-1806
5775 WAYZATA BLVD, SUITE 700, ST. LOUIS PARK, MN 55416

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) AARON A ZIMMERMAN EXECUTIVE DIRECTOR	40.00			X			128,665.	0.	10,286.	
(2) MERCEDES PLENDL PROGRAM DIRECTOR	40.00				X		107,267.	0.	3,649.	
(3) BECKY SMITH PRESIDENT	2.00	X		X			0.	0.	0.	
(4) AUSTIN HOLIK VICE PRESIDENT	2.00	X		X			0.	0.	0.	
(5) ALYSSA LIGHT DIRECTOR	1.00	X					0.	0.	0.	
(6) LINDA THEIS DIRECTOR	1.00	X					0.	0.	0.	
(7) WEN BROVOLD DIRECTOR	1.00	X					0.	0.	0.	
(8) LYNELLE WOOD DIRECTOR	1.00	X					0.	0.	0.	
(9) NOAH PATRICK LOEHR DIRECTOR	1.00	X					0.	0.	0.	
(10) CHRIS STEDMAN DIRECTOR	1.00	X					0.	0.	0.	
(11) DR. BRENT OPALL DIRECTOR	1.00	X					0.	0.	0.	
(12) SARA RADJENOVIC SECRETARY	2.00	X		X			0.	0.	0.	
(13) LM BRIMMER TREASURER	2.00	X		X			0.	0.	0.	
(14) JOSEPH BROOKS DIRECTOR	1.00	X					0.	0.	0.	
(15) CODY INGLE DIRECTOR	1.00	X					0.	0.	0.	
(16) BARRY NELSON DIRECTOR	1.00	X					0.	0.	0.	
(17) J NGUYEN-PAUL DIRECTOR	1.00	X					0.	0.	0.	

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	39,435.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	1,320,123.				
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	2,027,018.				
	g	Noncash contributions included in lines 1a-1f	1g	\$				
	h	Total. Add lines 1a-1f		3,386,576.				
Program Service Revenue	2 a	FEES	Business Code					
			561000	19,715.	19,715.			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
g	Total. Add lines 2a-2f		19,715.					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		39,583.			39,583.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	6a	(i) Real				
				(ii) Personal				
	b	Less: rental expenses ...	6b					
	c	Rental income or (loss)	6c					
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities				
				(ii) Other				
	b	Less: cost or other basis and sales expenses	7b	545,944.				
	c	Gain or (loss)	7c	-417.				
d	Net gain or (loss)		-417.			-417.		
8 a	Gross income from fundraising events (not including \$ 39,435. of contributions reported on line 1c). See Part IV, line 18	8a		12,667.				
				47,809.				
b	Less: direct expenses	8b						
c	Net income or (loss) from fundraising events		-35,142.			-35,142.		
9 a	Gross income from gaming activities. See Part IV, line 19	9a						
b	Less: direct expenses	9b						
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	10a						
b	Less: cost of goods sold	10b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a		Business Code					
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d						
12	Total revenue. See instructions			3,410,315.	19,715.	0.	4,024.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	1,831,750.	1,831,750.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	200,750.	200,750.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	267,957.	218,472.	26,045.	23,440.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	191,198.	141,647.	17,598.	31,953.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	11,230.	2,619.	8,078.	533.
10 Payroll taxes	32,499.	26,458.	1,861.	4,180.
11 Fees for services (nonemployees):				
a Management				
b Legal	3,360.		3,360.	
c Accounting	73,466.	14,447.	59,019.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	25,000.			25,000.
f Investment management fees	6.		6.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	107,251.	31,184.	9,864.	66,203.
12 Advertising and promotion	10,125.	5,092.		5,033.
13 Office expenses	13,594.	486.	3,349.	9,759.
14 Information technology	52,775.	37,231.	1,859.	13,685.
15 Royalties				
16 Occupancy	51,762.	24,653.	24,193.	2,916.
17 Travel	40,223.	29,461.	4,302.	6,460.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	54,701.	39,927.	4,562.	10,212.
20 Interest	12,149.	4,526.	2,385.	5,238.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a SPONSORSHIPS	66,000.	65,500.	500.	
b BAD DEBT	7,063.			7,063.
c DUES AND LICENSES	4,023.	3,448.	356.	219.
d VIDEO AND RECORDING	2,400.			2,400.
e All other expenses	2,065.		1,689.	376.
25 Total functional expenses. Add lines 1 through 24e	3,061,347.	2,677,651.	169,026.	214,670.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	235,807.	1	1,245,138.
	2 Savings and temporary cash investments	200,000.	2	127,988.
	3 Pledges and grants receivable, net	919,105.	3	1,053,972.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	26,085.	9	28,765.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	912,459.	11	1,232,030.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	895.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 33)	2,294,351.	16	3,687,893.	
Liabilities	17 Accounts payable and accrued expenses	35,734.	17	44,624.
	18 Grants payable	15,000.	18	720,000.
	19 Deferred revenue		19	65,359.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	192,470.
	26 Total liabilities. Add lines 17 through 25	50,734.	26	1,022,453.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-27,933.	27	144,698.
	28 Net assets with donor restrictions	2,271,550.	28	2,520,742.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	2,243,617.	32	2,665,440.
33 Total liabilities and net assets/fund balances	2,294,351.	33	3,687,893.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,410,315.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,061,347.
3	Revenue less expenses. Subtract line 2 from line 1	3	348,968.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	2,243,617.
5	Net unrealized gains (losses) on investments	5	72,855.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	2,665,440.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	710,204.	947,340.	903,402.	2935527.	3386576.	8883049.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	710,204.	947,340.	903,402.	2935527.	3386576.	8883049.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2163859.
6 Public support. Subtract line 5 from line 4.						6719190.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
7 Amounts from line 4	710,204.	947,340.	903,402.	2935527.	3386576.	8883049.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	131,525.	48,015.	27,952.	25,287.	39,583.	272,362.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						9155411.
12 Gross receipts from related activities, etc. (see instructions)					12	38,020.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f))	14	73.39 %
15 Public support percentage from 2023 Schedule A, Part II, line 14	15	61.75 %
16a 33 1/3% support test - 2024. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2023. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2024. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2020, (b) 2021, (c) 2022, (d) 2023, (e) 2024, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2020, (b) 2021, (c) 2022, (d) 2023, (e) 2024, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income; 11 Net income from unrelated business activities not included on line 10b; 12 Other income; 13 Total support.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Row 15: Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f)) 15%. Row 16: Public support percentage from 2023 Schedule A, Part III, line 15 16%.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Description, Percentage. Row 17: Investment income percentage for 2024 (line 10c, column (f), divided by line 13, column (f)) 17%. Row 18: Investment income percentage from 2023 Schedule A, Part III, line 17 18%.

19a 33 1/3% support tests - 2024. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
b A family member of a person described on line 11a above?		
c A 35% controlled entity of a person described on line 11a or 11b above? <i>If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.</i>		
11a		
11b		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		
1		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No," provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
2a		
2b		
3a		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions.
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2024 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2024	(iii) Distributable Amount for 2024
1 Distributable amount for 2024 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2024 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2024			
a From 2019			
b From 2020			
c From 2021			
d From 2022			
e From 2023			
f Total of lines 3a through 3e			
g Applied to under distributions of prior years			
h Applied to 2024 distributable amount			
i Carryover from 2019 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2024 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2024 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2024, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2025. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2020			
b Excess from 2021			
c Excess from 2022			
d Excess from 2023			
e Excess from 2024			

**Schedule B
(Form 990)**

(Rev. December 2024)
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

Name of the organization

PHILANTHROFUND FOUNDATION INC.

Employer identification number

36-3567019

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization PHILANTHROFUND FOUNDATION INC.	Employer identification number 36-3567019
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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	<hr/> <hr/> <hr/>	\$ 303,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 124,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 90,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	<hr/> <hr/> <hr/>	\$ 160,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	<hr/> <hr/> <hr/>	\$ 211,214.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization PHILANTHROFUND FOUNDATION INC.	Employer identification number 36-3567019
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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	<hr/> <hr/> <hr/>	\$ 332,622.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ 115,257.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/>	\$ 194,801.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	<hr/> <hr/> <hr/>	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	<hr/> <hr/> <hr/>	\$ 70,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization PHILANTHROFUND FOUNDATION INC.	Employer identification number 36-3567019
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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
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____

Name of organization PHILANTHROFUND FOUNDATION INC.	Employer identification number 36-3567019
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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	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization **PHILANTHROFUND FOUNDATION INC.** Employer identification number **36-3567019**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year _____

4 Number of states where property subject to conservation easement is located _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year _____

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included on Form 990, Part VIII, line 1 \$ _____

(ii) Assets included in Form 990, Part X \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 \$ _____

b Assets included in Form 990, Part X \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).
- a** Public exhibition **d** Loan or exchange program
- b** Scholarly research **e** Other _____
- c** Preservation for future generations
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,249,181.	424,706.	405,500.	593,184.	532,627.
b Contributions	431,656.	789,336.			
c Net investment earnings, gains, and losses	68,655.	51,044.	28,212.	-76,802.	90,016.
d Grants or scholarships					
e Other expenditures for facilities and programs	18,357.	15,904.	9,006.	110,882.	29,459.
f Administrative expenses					
g End of year balance	1,731,135.	1,249,181.	424,706.	405,500.	593,184.

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment _____%
- b** Permanent endowment 95.0000 %
- c** Term endowment 5.0000 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---|-----|----------|
| (i) Unrelated organizations? | | X |
| (ii) Related organizations? | | X |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) **0.**

Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B))		

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PAYABLE TO ESTATE	192,470.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	192,470.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ...

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	3,491,659.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	72,855.	
b	Donated services and use of facilities	2b	8,495.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		81,350.
3	Subtract line 2e from line 1		3	3,410,309.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	6.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		6.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	3,410,315.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	3,069,836.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	8,495.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		8,495.
3	Subtract line 2e from line 1		3	3,061,341.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	6.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		6.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	3,061,347.

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

PFUND IS CLASSIFIED AS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, IS EXEMPT FROM PRIVATE FOUNDATION STATUS UNDER SECTION 509(A)(1) OF THE INTERNAL REVENUE CODE, AND IS SUBJECT TO INCOME TAXES ONLY ON NET UNRELATED BUSINESS INCOME. MANAGEMENT BELIEVES PFUND DID NOT HAVE ANY UNRELATED BUSINESS INCOME IN 2025 AND 2024. PFUND BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITIONS TAKEN, AND ACCORDINGLY, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		MOXIE (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	52,102.			52,102.
	2 Less: Contributions	39,435.			39,435.
	3 Gross income (line 1 minus line 2)	12,667.			12,667.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	6,330.			6,330.
	7 Food and beverages	21,766.			21,766.
	8 Entertainment	8,279.			8,279.
	9 Other direct expenses	11,434.			11,434.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				47,809.
11 Net income summary. Subtract line 10 from line 3, column (d)				-35,142.	

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)					

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____
- c If "Yes," enter the name and address of the third party:

Name _____

Address _____

16 Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: CREATIVE FUNDRAISING ADVISORS

(I) ADDRESS OF FUNDRAISER: 1041 GRAND AVE, SUITE 225, SAINT PAUL, MN 55105

PART I, LINE 2B, COLUMN (V):
PAYMENTS FOR GRANT WRITING

**SCHEDULE I
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization **PHILANTHROFUND FOUNDATION INC.** Employer identification number **36-3567019**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
ADVOCATES FOR REPRODUCTIVE EDUCATION - 615 OAK STREET - BRAINERD, MN 56401	81-3828875	501(C)3	7,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
AVENUES FOR YOUTH 1708 OAK PARK AVE N MINNEAPOLIS, MN 55441	41-1765140	501(C)3	10,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
BODY PRAYERS 450 VICTORIA ST. N SAINT PAUL, MN 55104		BUSINESS	15,000.	0.			SUPPORTING COMMUNITY BUILDING AND LEARNING EVENTS.
CHILDREN'S MINNESOTA 2530 CHICAGO AVE S MINNEAPOLIS, MN 55404	41-1754276	501(C)3	237,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
CLARE HOUSING 929 CENTRAL AVE NE MINNEAPOLIS, MN 55413	41-1794924	501(C)3	26,000.	0.			PROMOTING HOLISTIC HEALTH OF THE LOCAL COMMUNITY.
CLEAN RIVER PARTNERS 205 WATER ST S, SUITE 1 NORTHFIELD, MN 55057	41-1733974	501(C)3	9,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 166.

3 Enter total number of other organizations listed in the line 1 table 38.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (Rev. 12-2024)

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COACH BASTIAN LLC 8441 ASHFORD RD WOODBURY, MN 55125		BUSINESS	7,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
DRIFTLESS SEED SUPPLY 115 N CEDAR ST MABEL, MN 55954		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
FAMILY TREE CLINIC 1919 NICOLLET AVE MINNEAPOLIS, MN 55403	23-7133742	501(C)3	295,000.	0.			PROMOTING HOLISTIC HEALTH OF THE LOCAL COMMUNITY.
FORGE PO BOX 1272 MILWAUKEE, WI 53201	20-1750620	501(C)3	10,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
GAY-LESBIAN-BISEXUAL TRANSGENDER PRIDE-TWIN CITIES - 1619 HARMON PLACE - MINNEAPOLIS, MN 55403	41-1808096	501(C)3	11,000.	0.			SUPPORT FOR CONVENINGS AND EVENTS FOR LOCAL NONPROFITS.
GSAFE 122 E OLIN AVE ST 100 MADISON, WI 53713	20-4088208	501(C)3	10,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
IOWA SAFE SCHOOLS PO BOX 704 DES MOINES, IA 50303	73-1710056	501(C)3	20,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
JEWISH FAMILY & CHILDREN SERVICE OF MINNEAPOLIS - 5905 GOLDEN VALLEY ROAD - GOLDEN VALLEY, MN 55422	41-0693860	501(C)3	6,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
LAVENDER LEGAL CENTER PO BOX 31 CEDAR RAPIDS, IA 52406	85-3467956	501(C)3	31,500.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LGBT CENTER OF SE WISCONSIN 1456 JUNCTION AVE RACINE, WI 53403	26-3743532	501(C)3	15,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
LGBT COMMUNITY CENTER OF THE CHIPPEWA VALLEY - 505 S DEWEY ST, SUITE 204 MAILBOX 10 - EAU CLAIRE, WI 54701	39-2018270	501(C)3	10,500.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
LGBTQ IOWA ARCHIVES & LIBRARY 450 HWY 1W #126 IOWA CITY, IA 52246	46-4168572	501(C)3	12,500.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
LGBTQ+ FAMILY CONNECTIONS CENTER INC - 377 WANDERING LANE - HEDGESVILLE, WV 25427	86-1663733	501(C)3	37,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
LITTLE NATURALISTS 1042 N CHURCHILL ST. SAINT PAUL, MN 55103		BUSINESS	10,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
M HEALTH FAIRVIEW 2450 RIVERSIDE AVE MINNEAPOLIS, MN 55454	41-0991680	501(C)3	238,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
MINNESOTA DODGEBALL LLC 4817 ZENITH AVE S MINNEAPOLIS, MN 55410		BUSINESS	13,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
MISFIT BRAZILIAN JIU-JITSU LLC 759 LATHROP DR NORTHFIELD, MN 55057		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
MOTIVPT 227 E 7TH STREET DULUTH, MN 55805		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MUDLUK POTTERY 4149 CHICAGO AVENUE MINNEAPOLIS, MN 55407		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
ND HUMAN RIGHTS COALITION PO BOX 1961 FARGO, ND 58107	76-0714441	501(C)3	19,000.	0.			SPONSORSHIP CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
NIPINET 3842 ALDRICH AVE N MINNEAPOLIS, MN 55412		BUSINESS	30,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
ONE IOWA EDUCATION FUND PO BOX 1419 DES MOINES, IA 50305	72-1612937	501(C)3	10,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
OUR SPACE PO BOX 7024 MINNEAPOLIS, MN 55407	87-3082674	501(C)3	20,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
OUTFRONT MINNESOTA 2446 UNIVERSITY AVE W, SUITE 112 ST. PAUL, MN 55114	36-3550489	501(C)3	31,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
PHILADELPHIA COMMUNITY FARM PO BOX 668 OSCEOLA, WI 54020	39-1711164	501(C)3	10,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
PLANNED PARENTHOOD NORTH CENTRAL STATES - 671 VANDALIA - SAINT PAUL, MN 55409	41-0948382	501(C)3	10,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
Q-MUNITY MN 12651-5473 SAN PABLO AVE RICHMOND, CA 94805	46-1323531	FISCALLY SPONSOR	10,000.	0.			PROMOTING HOLISTIC HEALTH OF THE LOCAL COMMUNITY.

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
QUEERMUNITY COLLABORATIVE 3036 HENNEPIN AVE MINNEAPOLIS, MN 55408		BUSINESS	15,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
QUEERSPACE COLLECTIVE P.O. BOX 11455 , MINNEAPOLIS, MN 55411	86-3249777	501(C)3	15,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
RAAN 300 E ST GERMAIN ST STE 220 ST. CLOUD, MN 56304	41-1784355	501(C)3	20,000.	0.			PROMOTING HOLISTIC HEALTH OF THE LOCAL COMMUNITY.
RECLAIM 2446 UNIVERSITY AVE W, SUITE 104 ST. PAUL, MN 55114	80-0829665	501(C)3	41,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
RED RIVER RAINBOW SENIORS PO BOX 1474 FARGO, ND 58107	46-0517923	501(C)3	12,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
SECURUS ACCOUNTING SERVICES 111 MARQUETTE AVE S, 1005 MINNEAPOLIS, MN 55401		BUSINESS	25,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
SITTING BULL COLLEGE 9299 NORTH DAKOTA 24 FORT YATES, ND 58538	23-7373765	501(C)3	15,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
SMALLKIMS ART 55 LIVINGSTON AVE, #205 SAINT PAUL, MN 55107		BUSINESS	15,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
ST. MARK'S LUTHERAN CHURCH 417 MAIN AVE, SUITE 401 FARGO, ND 58103	32-0593305	501(C)3	8,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TELLING QUEER HISTORY 3140 10TH AVE S MINNEAPOLIS, MN 55407	84-3928844	501(C)3	6,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
THE ALIVENESS PROJECT 3808 NICOLLET AVE MINNEAPOLIS, MN 55409	41-1593900	501(C)3	105,000.	0.			PROMOTING HOLISTIC HEALTH OF THE LOCAL COMMUNITY.
THE LINK 1210 GLENWOOD AVE MINNEAPOLIS, MN 55405	41-1920649	501(C)3	10,000.	0.			CAPACITY BUILDING AND PROGRAM SUPPORT FOR LOCAL NONPROFITS.
THE LITTLE WEDDING COMPANY 2224 CENTRAL AVE NE MINNEAPOLIS, MN 55418		BUSINESS	15,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
THE MESS RECORDS 1341 THOMAS AVE N MINNEAPOLIS, MN 55411		BUSINESS	15,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
THE TRANSFORMATION PROJECT 500 N WESTERN AVE, SUITE 300 SIOUX SIOUX FALLS, SD 57104	84-1843518	501(C)3	20,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
THE TRANSGENDA 729 E 5TH ST APT 2 DULUTH, MN 55805		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
TRANS NORTHLAND 2501 LEONARD STREET, #302 DULUTH, MN 55811	92-0329039	501(C)3	20,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
TRANSFORMING GENERATIONS 2356 UNIVERSITY AVE W, SUITE 230 SAINT PAUL, MN 55117	84-4049359	501(C)3	6,000.	0.			SUPPORT FOR CONVENINGS AND EVENTS FOR LOCAL NONPROFITS.

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITING RESILIENCE 1329 EGLIN ST, #271 RAPID CITY, SD 57701	84-3023840	501(C)3	22,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.
VALLEY SELF-DEFENSE 500 EAST GRANT STREET UNIT 2408 MINNEAPOLIS, MN 55404		BUSINESS	10,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
WHOLESOME MANAGEMENT 4145 MONROE ST NE COLUMBIA HEIGHTS, MN 55421		BUSINESS	20,000.	0.			SUPPORTING ECONOMIC DEVELOPMENT AND ENTREPRENEURSHIP.
YOUTH EMPOWERMENT SUPPORT & SAFETY 1001 1ST ST S VIRGINIA, MN 55792	85-3055064	501(C)3	8,000.	0.			CAPACITY BUILDING FOR RURAL SERVING NONPROFIT ORGANIZATIONS.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
SCHOLARSHIPS	60	200,750.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

PFUND FOUNDATION SCHOLARSHIP APPLICANTS ARE REQUIRED TO COMPLETE AN APPLICATION ESTABLISHING THEIR ELIGIBILITY FOR A SCHOLARSHIP. UPON RECEIVING APPLICATIONS FOR FUNDING, PFUND CONDUCTS DUE DILIGENCE ON EACH ORGANIZATION'S MISSION, FINANCES, AND PAST ACTIVITIES TO CONFIRM POTENTIAL GRANTEES HAVE THE CAPACITY TO CARRY OUT THE PURPOSES OF THE GRANT. FOR INDIVIDUALS, APPLICATIONS ARE PUT THROUGH A DUE DILIGENCE PROCESS INCLUDING FINANCIAL NEED, GPA, CONNECTION TO THE MISSION. PFUND'S STAFF RECOMMENDS GRANTS AND SCHOLARSHIPS TO THE BOARD, WHO REVIEWS AND APPROVES GRANTS AND SCHOLARSHIPS. PFUND REQUIRES ALL GRANTEES TO SIGN A WRITTEN GRANT AGREEMENT GOVERNING USE OF GRANT FUNDS, INCLUDING REQUIRING GRANT FUNDS TO BE USED EXCLUSIVELY FOR CHARITABLE PURPOSES AND TO RETURN ANY GRANT FUNDS USED IN BREACH OF THE AGREEMENT. DURING THE GRANT PERIOD FOR ORGANIZATIONS, PFUND HAS MONTHLY MEETINGS TO COLLECT INFORMATION FROM GRANTEES ABOUT THEIR ACTIVITIES, GRANT PROGRESS, AND USE OF GRANT FUNDS. PFUND ALSO RECEIVES WRITTEN PROGRAMMATIC AND FINANCIAL REPORTS DESCRIBING THE USE OF THE GRANT FUNDS. PFUND REVIEWS EACH REPORT CAREFULLY TO CONFIRM THE USE OF ITS GRANT FUNDS COMPLY WITH THE TERMS OF THE GRANT AGREEMENT AND PURPOSE OF THE

**SCHEDULE O
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

PHILANTHROFUND FOUNDATION INC.

Employer identification number

36-3567019

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TRANSGENDER, QUEER AND ALLIED COMMUNITIES BY PROVIDING GRANTS AND
SCHOLARSHIPS, DEVELOPING LEADERS, AND INSPIRING GIVING.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

MEETING THE NEEDS OF THE LGBTQ+ POPULATION.

PFUND FOUNDATION AWARDED GRANTS TO 34 NONPROFIT ORGANIZATIONS WHO
SUPPORT TRANSGENDER AND GENDER NONCONFORMING COMMUNITIES ACROSS THE
UPPER MIDWEST.

PFUND FOUNDATION AWARDED FUNDS TO 13 NONPROFIT ORGANIZATIONS WHO NEEDED
EMERGENCY SUPPORT THROUGH READINESS AND RESILIENCE GRANTS.

PFUND FOUNDATION AWARDED FUNDS TO 65 NONPROFIT ORGANIZATIONS FOR EVENT
SPONSORSHIPS ACROSS THE REGION.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS PREPARED BY PFUND'S OUTSIDE TAX ACCOUNTANTS. THE FORM IS
REVIEWED BY MANAGEMENT AND THE TREASURER. IT IS THEN SENT TO ALL VOTING
MEMBERS OF THE BOARD PRIOR TO FILING. THE BOARD CHAIR, EXECUTIVE DIRECTOR,
TREASURER, OR OTHER DESIGNATED SIGNATORIES ARE AUTHORIZED TO SIGN THE FORM
990.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH PFUND DIRECTOR AND STAFF MEMBER SHALL ANNUALLY COMPLETE A DISCLOSURE
FORM IDENTIFYING ANY RELATIONSHIPS, POSITIONS OR CIRCUMSTANCES IN WHICH THE
PFUND PERSON IS INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A
CONFLICT OF INTEREST. DETAILED PROCEDURES FOR MONITORING AND ENFORCING THE
CONFLICT OF INTEREST POLICY ARE IN THE WRITTEN POLICY.

FORM 990, PART VI, SECTION B, LINE 15:

PFUND FOUNDATION IS COMMITTED IN PRINCIPLE TO PAYING MARKET WAGES INSOFAR
AS POSSIBLE. IN COMPENSATING EMPLOYEES, PFUND WILL CONSIDER THE FOLLOWING:
1. THE EMPLOYEE'S RELEVANT EDUCATION AND EXPERIENCE; 2. THE EMPLOYEE'S
ON-THE-JOB PERFORMANCE; 3. THE COMPENSATION OF OTHER EMPLOYEES WITH SIMILAR
QUALIFICATIONS; 4. THE COMPENSATION PAID BY OTHER ORGANIZATIONS TO
EMPLOYEES WITH THE SAME POSITION AND SIMILAR QUALIFICATIONS; 5. THE
EMPLOYEE'S OVERALL CONTRIBUTION TO THE ORGANIZATION; AND 6. PFUND
FOUNDATION'S ABILITY TO PAY. THE EXECUTIVE DIRECTOR SHALL HAVE SOLE
DISCRETION IN DETERMINING EMPLOYEE COMPENSATION. THE EXECUTIVE DIRECTOR'S
SALARY AND BENEFITS ARE DETERMINED BY THE BOARD EXECUTIVE COMMITTEE. PFUND
FOUNDATION CONDUCTS PERFORMANCE REVIEWS ANNUALLY. A PERFORMANCE REVIEW DOES
NOT NECESSARILY IMPLY AN INCREASE IN PAY.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY
AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE
FOUNDATION'S ANNUAL FINANCIAL STATEMENTS ARE ALSO POSTED ON THE
FOUNDATION'S WEBSITE, WWW.PFUNDFOUNDATION.ORG.

FORM 990, PART XII, LINE 2C:

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

Schedule O (Form 990) (Rev. 12-2024)

