

Form **990-PF**

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

OMB No. 1545-0047

**2023**

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

Open to Public Inspection

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

Name of foundation <b>PROG HOLDINGS FOUNDATION INC</b>		A Employer identification number <b>87-3802324</b>												
Number and street (or P.O. box number if mail is not delivered to street address) <b>256 W DATA DR</b>		B Telephone number (see instructions) <b>917-432-7015</b>												
Room/suite														
City or town, state or province, country, and ZIP or foreign postal code <b>DRAPER UT 84020-2315</b>		C If exemption application is pending, check here ... <input type="checkbox"/>												
G Check all that apply: <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	D 1. Foreign organizations, check here ..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . <input type="checkbox"/>
<input type="checkbox"/>	Initial return													
<input type="checkbox"/>	Final return													
<input type="checkbox"/>	Address change													
<input type="checkbox"/>	Initial return of a former public charity													
<input type="checkbox"/>	Amended return													
<input type="checkbox"/>	Name change													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>												
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>2,099,684</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) .....	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>												

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule) .....	<b>2,004,318</b>			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments .....	<b>123</b>	<b>123</b>	<b>123</b>	
	4 Dividends and interest from securities .....				
	5a Gross rents .....				
	b Net rental income or (loss) .....				
	6a Net gain or (loss) from sale of assets not on line 10 .....				
	b Gross sales price for all assets on line 6a .....				
	7 Capital gain net income (from Part IV, line 2) .....		<b>0</b>		
	8 Net short-term capital gain .....			<b>0</b>	
	9 Income modifications .....				
	10a Gross sales less returns and allowances .....				
b Less: Cost of goods sold .....					
c Gross profit or (loss) (attach schedule) .....					
11 Other income (attach schedule) .....					
12 <b>Total.</b> Add lines 1 through 11 .....	<b>2,004,441</b>	<b>123</b>	<b>123</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. ....	<b>0</b>			
	14 Other employee salaries and wages .....				
	15 Pension plans, employee benefits .....				
	16a Legal fees (attach schedule) <b>SEE STMT 1</b> .....	<b>5,155</b>			<b>5,155</b>
	b Accounting fees (attach schedule) <b>STMT 2</b> .....	<b>13,416</b>	<b>123</b>		<b>13,293</b>
	c Other professional fees (attach schedule) <b>STMT 3</b> .....	<b>12,741</b>			<b>12,741</b>
	17 Interest .....				
	18 Taxes (attach schedule) (see instructions) .....				
	19 Depreciation (attach schedule) and depletion .....				
	20 Occupancy .....	<b>46,789</b>			<b>46,789</b>
	21 Travel, conferences, and meetings .....	<b>2,741</b>			<b>2,741</b>
	22 Printing and publications .....				
	23 Other expenses (att. sch.) <b>STMT 4</b> .....	<b>58,307</b>			<b>58,307</b>
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 .....	<b>139,149</b>	<b>123</b>	<b>0</b>	<b>139,026</b>
	25 Contributions, gifts, grants paid .....	<b>291,115</b>			<b>291,115</b>
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 .....	<b>430,264</b>	<b>123</b>	<b>0</b>	<b>430,141</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements .....	<b>1,574,177</b>				
b <b>Net investment income</b> (if negative, enter -0-) .....		<b>0</b>			
c <b>Adjusted net income</b> (if negative, enter -0-) .....			<b>123</b>		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2023)

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash — non-interest-bearing	500,396	2,055,613	2,055,613
	2 Savings and temporary cash investments		12,623	12,623
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule)			
	Less: allowance for doubtful accounts	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		16,176	16,176
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach sch.)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach sch.)				
15 Other assets (describe <b>SEE STATEMENT 5</b> )		15,272	15,272	
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	500,396	2,099,684	2,099,684	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	554	25,665	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	554	25,665	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.</b> <input checked="" type="checkbox"/>			
	24 Net assets without donor restrictions	499,842	2,074,019	
	25 Net assets with donor restrictions			
	<b>Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30.</b> <input type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 <b>Total net assets or fund balances</b> (see instructions)	499,842	2,074,019		
30 <b>Total liabilities and net assets/fund balances</b> (see instructions)	500,396	2,099,684		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
1 Total net assets or fund balances at beginning of year — Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	499,842
2 Enter amount from Part I, line 27a	2	1,574,177
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,074,019
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 29	6	2,074,019

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a <b>N/A</b>				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				

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2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3

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

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

**Part VI-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition .....		<b>X</b>
If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? .....		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. \$ _____ <b>(2)</b> On foundation managers. \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? .....		<b>X</b>
If "Yes," attach a detailed description of the activities.		
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .....		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? .....		<b>N/A</b>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		<b>X</b>
If "Yes," attach the statement required by <i>General Instruction T</i> .		
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? .....	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV .....	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. <b>UT</b> .....		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation .....	<b>X</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See instructions for Part XIII. If "Yes," complete Part XIII .....	<b>X</b>	
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		<b>X</b>
<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions .....		<b>X</b>
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions .....		<b>X</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	<b>X</b>	
Website address <b>PROGFOUNDATION.ORG</b>		
<b>14</b> The books are in care of <b>BETH MARTIAL</b> Telephone no. <b>917-432-7015</b> <b>256 W DATA DR</b>		
Located at <b>DRAPER</b> <b>UT</b> ZIP+4 <b>84020-2315</b>		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> — check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year .....	<b>15</b>	
<b>16</b> At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....		<b>X</b>
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN MICHAELS 256 WEST DATA DRIVE DRAPER UT 84020	CHAIRMAN 0.10	0	0	0
BRIAN GARNER 256 WEST DATA DRIVE DRAPER UT 84020	TREASURER 0.10	0	0	0
CURT DOMAN 256 WEST DATA DRIVE DRAPER UT 84020	DIRECTOR 0.10	0	0	0
DEBRA FIORI 256 WEST DATA DRIVE DRAPER UT 84020	DIRECTOR 0.10	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 <b>SEE STATEMENT 6</b>	<b>430,264</b>
2	
3	
4	

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

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

	Amount
1 <b>N/A</b>	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>0</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>373,414</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>11,860</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>385,274</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>385,274</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	<b>4</b>	<b>5,779</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3	<b>5</b>	<b>379,495</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5	<b>6</b>	<b>18,975</b>

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

<b>1</b>	Minimum investment return from Part IX, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2022 from Part V, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2022. (This does not include the tax from Part V.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	<b>7</b>	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	<b>430,141</b>
<b>b</b>	Program-related investments — total from Part VIII-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4	<b>4</b>	<b>430,141</b>



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

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019				
c From 2020				
d From 2021				
e From 2022				
f <b>Total</b> of lines 3a through e				
4 Qualifying distributions for 2023 from Part XI, line 4: \$ <b>430,141</b>				
a Applied to 2022, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2023 distributable amount				
e Remaining amount distributed out of corpus	<b>430,141</b>			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>430,141</b>			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions				
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)				
9 <b>Excess distributions carryover to 2024.</b> Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021				
d Excess from 2022				
e Excess from 2023				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling		<b>10/18/22</b>			
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section		<input checked="" type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2023</b>	<b>(b) 2022</b>	<b>(c) 2021</b>	<b>(d) 2020</b>	
	<b>123</b>				<b>123</b>
<b>b</b> 85% (0.85) of line 2a	<b>105</b>				<b>105</b>
<b>c</b> Qualifying distributions from Part XI, line 4, for each year listed	<b>430,141</b>	<b>1,158</b>			<b>431,299</b>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	<b>430,141</b>	<b>1,158</b>			<b>431,299</b>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test — enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test — enter <sup>2/3</sup> of minimum investment return shown in Part IX, line 6, for each year listed	<b>12,650</b>	<b>693</b>			<b>13,343</b>
<b>c</b> "Support" alternative test — enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**N/A**
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
**N/A**
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:  
**SEE STATEMENT 7**
- b** The form in which applications should be submitted and information and materials they should include:  
**SEE STATEMENT 8**
- c** Any submission deadlines:  
**NONE.**
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE.**

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> <b>UNITED STATES FUND FOR UNICEF</b> 125 MAIDEN LANE NEW YORK NY 10038	N/A	501C3 GENERAL	SUPPORT	1,798
<b>MARINE TOYS FOR TOTS</b> 18251 QUANTICO GATEWAY DR TRIANGLE VA 22172	N/A	501C3 GENERAL	SUPPORT	75
<b>THE HOPE HERO</b> 953 WIND RIVER WAY KAYSVILLE UT 84037	N/A	501C3 GENERAL	SUPPORT	100
<b>FAMILY SERVICE ASSOCIATION OF SAN</b> 702 SAN PEDRO AVENUE SAN ANTONIO TX 78212	N/A	501C3 GENERAL	SUPPORT	10,000
<b>WOMEN OF THE WORLD</b> 415 E 3900 S SALT LAKE CITY UT 84104	N/A	501C3 DOLLARS FOR DOING	FOR DOING	350
<b>VERSATILE IMAGE CO</b> 177 E 900 S #200 SALT LAKE CITY UT 84111	N/A	501C3 DOLLARS FOR DOING	FOR DOING	1,000
<b>ONE TAIL AT A TIME</b> 3303 W AINSLIE, STE 3 CHICAGO IL 60625	N/A	501C3 DOLLARS FOR DOING	FOR DOING	2,000
<b>ST. MARY'S FOOD BANK</b> 2831 N 31ST AVE PHOENIX AZ 85009	N/A	501C3 DOLLARS FOR DOING	FOR DOING	1,300
<b>UTAH PRIDE CENTER</b> PO BOX 1078 SALT LAKE CITY UT 84110	N/A	501C3 DOLLARS FOR DOING	FOR DOING	25,250
<b>SUCCESS IN EDUCATION FOUNDATION</b> 111 E BROADWAY, SUITE 900 SALT LAKE CITY UT 84111	N/A	501C3 DOLLARS FOR DOING	FOR DOING	10,100
<b>Total</b>			3a	291,115
b <i>Approved for future payment</i> N/A				
<b>Total</b>			3b	

**Part XV-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	123	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		123	0
13 Total. Add line 12, columns (b), (d), and (e)				13	123

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

Table with 2 main columns: Question/Description and Yes/No. Includes questions 1, a, b, c, d regarding transfers and transactions.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: N/A

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: N/A

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: RICHARD SCORESBY, CPA; Title: DIRECTOR

Paid Preparer Use Only: Print/Type preparer's name: RICHARD SCORESBY, CPA; Preparer's signature: RICHARD SCORESBY, CPA; Date: 05/10/24; Firm's name: LARSON & COMPANY, PC; Firm's address: 11240 S RIVER HEIGHTS DR STE 300 SOUTH JORDAN, UT 84095-5123; PTIN: P00573067; Firm's EIN: 87-0516083; Phone no.: 801-313-1900

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> <b>RFK KENOSHA</b> PO BOX 580425 PLEASANT PRAIRIE WI 53158	N/A	501C3	DOLLARS FOR DOING	2,000
<b>FREE TO RUN, INC.</b> PO BOX 91 MYSTIC CT 06355	N/A	501C3	DOLLARS FOR DOING	400
<b>THAI COMMUNITY DEVELOPMENT CENTER</b> 6376 YUCCA STREET, STE B LOS ANGELES CA 90028	N/A	501C3	DOLLARS FOR DOING	275
<b>GRANITE EDUCATION FOUNDATION</b> 2500 S STATE ST D-108 SOUT SALT LAKE UT 84102	N/A	501C3	DOLLARS FOR DOING	525
<b>PARADISE VALLEY CHAPTER NSDAR</b> 13553 N 91ST WAY SCOTTSDALE AZ 85260	N/A	501C3	DOLLARS FOR DOING	3,400
<b>AVONDALE LITTLE LEAGUE</b> 7332 W MAGNOLIA ST PHOENIZ AZ 85043	N/A	501C3	DOLLARS FOR DOING	1,000
<b>HACEMOS SCHOLARSHIP FOUNDATION</b> 255 E CHICAGO ST ELGIN IL 60120	N/A	501C3	ERG	5,500
<b>STUDENT LEADERSHIP NETWORK</b> 322 EIGHTH AVE, 4TH FLOOR NEW YORK NY 10001	N/A	501C3	ERG	2,000
<b>WOMEN FOR WOMEN INTERNATIONAL</b> 2000 M STREET NW, SUITE WASHINGTON DC 20036	N/A	501C3	ERG	2,000
<b>PAWS FOR REFLECTION RANCH</b> 5431 MONTGOMERY RD MIDLOTHIAN TX 76065	N/A	501C3	ERG	2,000
<b>Total</b>				<b>3a</b>
b <i>Approved for future payment</i> N/A				
<b>Total</b>				<b>3b</b>

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> <b>UAACC CHARITABLE FOUNDATION</b> 350 E 400 S #432 SALT LAKE CITY UT 84111	N/A	501C3	ERG	2,000
<b>PACIFIC ISLAND KNOWLEDGE 2 ACTION</b> 3616 GOOSEBERRY COURT TAYLORSVILLE UT 84129	N/A	501C3	ERG	2,000
<b>SEMA HADITHI AFRICAN-AMERICAN</b> 3150 SOUTH 900 WEST SALT LAKE CITY UT 84119	N/A	501C3	ERG	2,000
<b>DEBORAH'S PLACE</b> 2822 W JACKSON BLVD CHICAGO IL 60612	N/A	501C3	ERG	2,000
<b>KNOW YOUR LEMONS FOUNDATION</b> 2026 S 900 E BOUNTIFUL UT 84010	N/A	501C3	ERG	1,000
<b>WTC ED DBA WOMEN TECH COUNCIL</b> 32 W 200 S # 158 SALT LAKE CITY UT 84101	N/A	501C3	ERG	750
<b>UTAH PACIFIC ISLANDER CHAMBER OF</b> 1840 S 900 W LEHI UT 84043	N/A	501C3	ERG	2,000
<b>HOMES FOR OUR TROOPS INC.</b> 6 MAIN STREET TAUNTON MA 02780	N/A	501C3	ERG	2,000
<b>THE ROAD HOME</b> 1415 S MAIN ST. SALT LAKE CITY UT 84115	N/A	501C3	ERG	2,000
<b>HOUSE OF LITTLE DOGS</b> 13137 WALLIN MOUNTAIN RD WEST FORK AR 72774	N/A	501C3	GENERAL SUPPORT	250
<b>Total</b>			<b>3a</b>	
b <i>Approved for future payment</i> N/A				
<b>Total</b>			<b>3b</b>	

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <b>WEST JORDAN COMMUNITY TROOP</b> 7511 S 4730 W WEST JORDAN UT 84084	N/A	501C3	GENERAL SUPPORT	2,000
<b>NATIONAL BRAIN TUMOR SOCIETY</b> 55 CHAPEL ST, STE 006 NEWTON MA 02458	N/A	501C3	GENERAL SUPPORT	1,000
<b>THE MICHAEL J. FOX FOUNDATION FOR GRAND CENTRAL STATION PO</b> NEW YORK NY 10163	N/A	501C3	GENERAL SUPPORT	52
<b>ALVEUS SANCTUARY INC.</b> 5900 BALCONES DR AUSTIN TX 78731	N/A	501C3	GENERAL SUPPORT	75
<b>WOMEN IN GOLF FOUNDATION INC.</b> 4217 RIVER RD ELLENWOOD GA 30294	N/A	501C3	GENERAL SUPPORT	1,000
<b>UNIVERSITY OF UTAH</b> 332 S 1400 E, STE 160 SALT LAKE CITY UT 84112	N/A	501C3	GENERAL SUPPORT	50
<b>PLANNED PARENTHOOD ASSOCIATION OF</b> 654 S 900 E SALT LAKE CITY UT 84102	N/A	501C3	GENERAL SUPPORT	100
<b>U.C. BERKELEY FOUNDATION</b> 1955 UNIVERSITY AVE, STE BERKELEY CA 94704	N/A	501C3	GENERAL SUPPORT	1,000
<b>UTAH FOOD BANK</b> 3150 S 900 W SALT LAKE CITY UT 84119	N/A	501C3	GENERAL SUPPORT	1,172
<b>FARMINGTON AREA BASEBALL</b> 421 MILLER WAY FARMINGTON UT 84025	N/A	501C3	GENERAL SUPPORT	1,000
<b>Total</b>				<b>3a</b>
b <i>Approved for future payment</i> N/A				
<b>Total</b>				<b>3b</b>



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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <b>WHITEFIELD ACADEMY ASSOCIATION</b> 8929 HOLMES ROAD KANSAS CITY MO 64131	N/A	501C3	GENERAL SUPPORT	1,000
<b>GIVE HOPE CAT RESCUE INC</b> 21270 HAZELWOOD LANE BOCA RATON FL 33428	N/A	501C3	GENERAL SUPPORT	511
<b>SPRINGVILLE MUSEUM OF ART</b> 126 E 400 S SPRINGVILLE UT 84663	N/A	501C3	GENERAL SUPPORT	206
<b>MAKE-A-WISH UTAH</b> 771 E WINCHESTER ST. MURRAY UT 84107	N/A	501C3	GENERAL SUPPORT	100
<b>WHOLIVES</b> 10102 S COPPER KING LANE SOUTH JORDAN UT 84095	N/A	501C3	GENERAL SUPPORT	1,000
<b>UTAH GLOBAL DIPLOMACY</b> 151 E 5600 S, STE 206 SALT LAKE CITY UT 84107	N/A	501C3	GENERAL SUPPORT	1,000
<b>BELLRINGER</b> 500 FIRST ST NW WASHINGTON DC 20001	N/A	501C3	GENERAL SUPPORT	103
<b>MT BETHEL ELEMENTARY SCHOOL</b> 1210 JOHNSON FERRY ROAD MARIETTA GA 30068	N/A	501C3	GENERAL SUPPORT	500
<b>CHILDREN'S TUMOR FOUNDATION</b> PO BOX 7247 PHILADELPHIA PA 19170	N/A	501C3	GENERAL SUPPORT	1,000
<b>FAIRLANDS PTA</b> 4151 W LAS POSITAS BLVD PLEASANTON CA 94588	N/A	501C3	GENERAL SUPPORT	324
<b>Total</b>			<b>3a</b>	
b <i>Approved for future payment</i> N/A				
<b>Total</b>			<b>3b</b>	

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <b>PALESTINE CHILDRENS RELIEF FUND</b> PO BOX 1926 KENT OH 44240	N/A	501C3	GENERAL SUPPORT	600
<b>DOCTORS WITHOUT BORDERS - MEDECINS</b> 40 RECTOR STREET, 16TH NEW YORK NY 10006	N/A	501C3	GENERAL SUPPORT	50
<b>THE HUMANE SOCIETY OF THE UNITED</b> 1255 23RD STREET, NW STE WASHINGTON DC 20037	N/A	501C3	GENERAL SUPPORT	60
<b>FRIENDS OF THE ISRAEL DEFENSE FORCE</b> 60 EAST 42ND STREET NEW YORK NY 10165	N/A	501C3	GENERAL SUPPORT	540
<b>GRANITE EDUCATION FOUNDATION</b> 2500 S STATE ST D-108 SOUTH SALT LAKE UT 84102	N/A	501C3	GENERAL SUPPORT	36,314
<b>ALZHEIMER'S ASSOCIATION</b> 12894 S PONY EXPRESS RD, DRAPER UT 84020	N/A	501C3	GENERAL SUPPORT	5,000
<b>UTAH STEM FOUNDATION</b> 3848 S WEST TEMPLE, STE SALT LAKE CITY UT 84115	N/A	501C3	GENERAL SUPPORT	5,000
<b>AMERICAN FOUNDATION FOR SUICIDE</b> 199 WATER STREET, FL 11 NEW YORK NY 10038	N/A	501C3	GENERAL SUPPORT	2,500
<b>ST. CHRISTOPHER'S FOUNDATION FOR</b> 1800 JOHN F KENNEDY BLVD. PHILADELPHIA PA 19103	N/A	501C3	GENERAL SUPPORT	5,000
<b>WEHERO</b> 611 GATEWAY BLVD. SUITE SOUTH SAN FRANCISCO CA 94	N/A	501C3	STRATEGIC INITIATIVES	32,000
<b>Total</b>			<b>3a</b>	
b <i>Approved for future payment</i> N/A				
<b>Total</b>			<b>3b</b>	

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

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <b>BIG BROTHERS BIG SISTERS OF UTAH</b> 2121 S STATE ST STE 201 SALT LAKE CITY UT 84115	N/A	501C3 STRATEGIC INITIATIVES		55,000
<b>PHOENIX PRIDE INCORPORATED</b> PO BOX 16847 PHOENIX AZ 85011	N/A	501C3 STRATEGIC INITIATIVES		25,000
<b>ROOTS CHARTER HIGH SCHOOL</b> 2250 S 1300 W STE C WEST VALLEY CITY UT 84119	N/A	501C3 DEVELOPMENT PROGRAM		3,750
<b>BOYS &amp; GIRLS CLUBS OF GREATER</b> PO BOX 57071 MURRAY UT 84107	N/A	501C3 DEVELOPMENT PROGRAM		20,035
<b>Total</b>			<b>3a</b>	
b <i>Approved for future payment</i> <b>N/A</b>				
<b>Total</b>			<b>3b</b>	

Schedule B (Form 990)

Schedule of Contributors

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

2023

Name of the organization

Employer identification number

PROG HOLDINGS FOUNDATION INC

87-3802324

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[ ] 501(c)( ) (enter number) organization

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

[ ] 527 political organization

Form 990-PF

[X] 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

[X] 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

**PROG HOLDINGS FOUNDATION INC**

Employer identification number

**87-3802324**

**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	PROGRESSIVE LEASING 256 WEST DATA DRIVE DRAPER UT 84020	\$ 2,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ .....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ .....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ .....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ .....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ .....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

## Federal Statements

**Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	\$ 5,155	\$	\$	\$ 5,155
TOTAL	\$ 5,155	\$ 0	\$ 0	\$ 5,155

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 13,416	\$ 123	\$	\$ 13,293
TOTAL	\$ 13,416	\$ 123	\$ 0	\$ 13,293

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PUBLIC RELATIONS	\$ 195	\$	\$	\$ 195
OTHER PROFESSIONAL FEES	12,546			12,546
TOTAL	\$ 12,741	\$ 0	\$ 0	\$ 12,741

**Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
DEVELOPMENT PROGRAM	23,197			23,197
INSURANCE	8,797			8,797
MEALS & ENTERTAINMENT	9,417			9,417
OFFICE EXPENSE	7,194			7,194
SWAG PURCHASES	9,702			9,702
TOTAL	\$ 58,307	\$ 0	\$ 0	\$ 58,307

## Federal Statements

### Statement 5 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
SECURITY DEPOSITS	\$	\$ 15,272	\$ 15,272
TOTAL	\$ 0	\$ 15,272	\$ 15,272

### Statement 6 - Form 990-PF, Part VIII-A, Line 1 - Summary of Direct Charitable Activities

#### Description

THE PROG HOLDINGS FOUNDATION CONTINUES TO WORK CLOSELY WITH COMMUNITY STAKEHOLDERS IN THE GREATER WEST VALLEY CITY TO IDENTIFY ACTIVITIES AND RESOURCES TO PROVIDE A BREAK FROM BARRIERS TO OPPORTUNITY IN THE COMMUNITY. WE CONTINUE BUILDING THE PROG DEVELOPMENT CENTER AND NAVIGATING A COMMUNITY-BASED PARTICIPATORY PROCESS, ENGAGING OUR YOUTH ADVISORY AND STEERING COUNCILS, AND ENGAGING WITH CROSS-SECTOR PARTNERS TO CO-DESIGNING PROGRAMS TO SERVE AN URBAN CENTER OF UTAH THAT WILL PROVIDE THE YOUTH THE ABILITY TO ENHANCE SOCIO-ECONOMIC OPPORTUNITY.

THE FOUNDATION HAS RECENTLY STARTED GRANTING FUNDS TO ORGANIZATIONS RECOGNIZED BY THE IRS AS ORGANIZATIONS EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT SUPPORT OUR MISSION: DEVELOP THE PEOPLE AND RESOURCES NECESSARY TO LEVEL THE PLAYING FIELD THROUGH TECHNOLOGY, EDUCATION, AND DEVELOPMENT THAT ENHANCES SOCIO-ECONOMIC OPPORTUNITY.

PROG HOLDINGS DONATED \$483,512 OF EMPLOYEE TIME AND OTHER SERVICES TO THE FOUNDATION AND HAS ALSO ENGAGED IN PROVIDING SUPPORT THROUGH VOLUNTEERING EFFORTS FOR 501(C)(3) AND COMMUNITY ORGANIZATIONS THROUGH VARIOUS SERVICE PROJECTS ACROSS THE NATION.

### Statement 7 - Form 990-PF, Part XIV, Line 2a - Name, Address and Email for Applications

#### Description

BETH MARTIAL 917-432-7015  
256 W DATA DR DRAPER UT 84020-2315  
BETH.MARTIAL@PROGLEASING.COM

### Statement 8 - Form 990-PF, Part XIV, Line 2b - Application Format and Required Contents

#### Description

THE PROG FOUNDATION HAS ESTABLISHED A PROCESS TO RECRUIT AND ORIENT GIVING COMMITTEE MEMBERS, AND HAVE MADE OUR DECISION-MAKING PROCESS SOPHISTICATED IN A VARIETY OF WAYS. FOR EACH APPLICANT, WE CHECK WHETHER COMMITTEE MEMBERS HAVE ANY CONFLICT OF INTERESTS, AND IF THEY DO, THEY DO NOT PARTICIPATE IN THE VOTE ON THAT GRANT AWARD. WE HAVE DEVELOPED A SCORING GUIDE/RUBRIC FOR EVALUATING POTENTIAL GRANT RECIPIENTS AND MAKING GRANT

**Statement 8 - Form 990-PF, Part XIV, Line 2b - Application Format and Required Contents**  
**(continued)**

Public Inspection Copy

Description

RECOMMENDATIONS, SCHEDULED A REOCCURRING TIME TO CONVENE AND DISCUSS REQUESTS MONTHLY, AND ESTABLISHED POLICIES REQUIRING ADDITIONAL APPROVALS OR DUE DILIGENCE REQUIREMENTS FOR GRANTS ABOVE CERTAIN SIZE THRESHOLDS.

BESIDES INCLUDING BASIC INFORMATION ABOUT A GRANTEE'S SECTION 501(C)(3) AND PUBLIC CHARITY STATUS, THE RUBRIC ASKS FOR DETAILS ABOUT THINGS LIKE THE AMOUNT AND TYPE OF SUPPORT REQUESTED, HOW THE SUPPORT WILL LEVEL THE ECONOMIC PLAYING FIELD, HOW THE GRANT WILL FILL NEEDS THAT WOULD NOT BE MET OTHERWISE, WHETHER THERE WILL BE AN OPPORTUNITY FOR PROG-RELATED INDIVIDUALS TO VOLUNTEER IN CONNECTION WITH THE SUPPORTED ACTIVITY, AND SO FORTH.

ALL REQUESTS ARE MADE EXTERNALLY VIA WWW.PROFOUNDATION.ORG (IMPACT TAB) OR THROUGH AN INTERNAL PROCESS THAT GOES THROUGH A SERVICE NOW TICKET FOR THE GIVING COMMITTEE'S CONSIDERATION. ONCE THE GIVING COMMITTEE DECIDES IF THE ORGANIZATION IS A 501(C)(3) OR SUPPORTS TECHNOLOGY, EDUCATION, AND DEVELOPMENT WITHIN THE USA A 501(C)(3) LETTER, FORM W9, AND FORM THAT OUTLINES WHERE FUNDS ARE TO BE SENT TO ARE REQUESTED.

**Form 990-PF, Part XIV, Line 2c - Submission Deadlines**

Description

NONE.

**Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations**

Description

NONE.