

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2023

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Department of the Treasury Internal Revenue Service

Part I Summary: A For the 2023 calendar year, or tax year beginning, and ending; B Check if applicable; C Name of organization STARLIGHT CHILDREN'S FOUNDATION; D Employer identification number 95-3802159; E Telephone number (310) 479-1212; F Name and address of principal officer: MIKE OLSON 5855 GREEN VALLEY CIRCLE 107, CULVER CITY, CA; G Gross receipts \$ 18,080,790; H(a) Is this a group return for subordinates? Yes No; H(b) Are all subordinates included? Yes No; H(c) Group exemption number; I Tax-exempt status: X 501(c)(3); J Website: WWW.STARLIGHT.ORG; K Form of organization: X Corporation; L Year of formation: 1983; M State of legal domicile: CA

Part I Summary table with columns: Activities & Governance, Revenue, Expenses, Net Assets or Fund Balances. Rows include mission statement, governance checks, revenue breakdown (Total revenue: 17,692,549), expenses breakdown (Total expenses: 17,815,696), and net assets (Total assets: 19,230,995).

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 MIKE OLSON, CFO, Date 11/11/2024. Paid Preparer Use Only: Print/Type preparer's name LEWIS SHARPSTONE, Preparer's signature, Date 11/11/2024, Check self-employed, PTIN P02256953, Firm's name Lewis Sharpstone & Co., Firm's EIN 83-4701792, Firm's address 5074 Tendilla Ave, Woodland Hills, CA 91364, Phone no. (818) 570-1960.

May the IRS discuss this return with the preparer shown above? See instructions. X 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: SINCE 1983, STARLIGHT HAS BEEN DELIVERING HAPPINESS TO SERIOUSLY ILL CHILDREN AND THEIR FAMILIES.

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. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 11,552,561 including grants of \$ 10,041,921) (Revenue \$) STARLIGHT DELIVERIES: STARLIGHT OFFERS AN EASY-TO-USE ONLINE PLATFORM WHERE HOSPITALS CAN ORDER ITEMS DIRECTLY FROM STARLIGHT'S INVENTORY OF DONATED (GIFT IN-KIND) TOYS, BOOKS, GAMES, CRAFTING MATERIALS, AND OTHER URGENTLY NEEDED PRODUCTS THAT DELIVER HAPPINESS TO HOSPITALIZED KIDS AND THEIR FAMILIES. PRODUCTS ARE, BY DEFAULT, SHIPPED FREE-OF-CHARGE TO OUR MORE THAN 700 HOSPITAL AND HEALTH CARE FACILITY PARTNERS IN THE US, TO APPROXIMATELY 348,000 CHILDREN IN 2023.

4b (Code:) (Expenses \$ 1,526,222 including grants of \$ 1,318,544) (Revenue \$) STARLIGHT HOSPITAL WEAR: STARLIGHT GOWNS ARE HIGH-QUALITY, FUN, SOFT, AND COLORFUL HOSPITAL GOWNS THAT KIDS LOVE TO WEAR. THE GOWNS TIE ON THE SIDE (INSTEAD OF DOWN THE BACK) TO BETTER ACCOMMODATE A CHILD'S NEED FOR PRIVACY AND COMFORT, AND INCLUDE PLASTIC SNAPS ON BOTH SLEEVES TO ALLOW EASY ACCESS FOR MEDICAL PROCEDURES. IN 2021, STARLIGHT ADDED PAJAMA PANTS TO THE HOSPITAL WEAR PROGRAM TO FURTHER ENHANCE THE HOSPITAL EXPERIENCE FOR PATIENTS. IN 2023, APPROXIMATELY 80,000 CHILDREN RECEIVED ASSISTANCE.

4c (Code:) (Expenses \$ 441,282 including grants of \$ 381,235) (Revenue \$ 104,358) STARLIGHT GAMING: STARLIGHT GAMING DELIVERS HAPPINESS TO SERIOUSLY ILL CHILDREN BY PROVIDING THEM A SENSE OF NORMALCY AND DISTRACTION FROM THE STRESS AND ANXIETY THAT OFTEN COMES WITH BEING A CHILD IN A HOSPITAL. EACH STARLIGHT GAMING STATION COMES PRE-LOADED WITH NINTENDO VIDEO GAMES AND STREAMING PLATFORMS FOR HOURS OF ENTERTAINMENT, BUT ALSO GIVES EACH CHILD A WAY TO CONNECT WITH FRIENDS AND SIBLINGS DURING THEIR HOSPITAL STAY.

4d Other program services (Describe on Schedule O.) (Expenses \$ 607,299 including grants of \$ 262,779) (Revenue \$ 0)

4e Total program service expenses 14,127,364

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions.	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	X	
b Did the organization report an amount for investments—other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	X	
c Did the organization report an amount for investments—program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions.		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows 22-38 covering various organizational requirements and reporting obligations.

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 number, Yes, No. Rows 1a-1c regarding Form 1096, W-2G forms, and gaming winnings.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)		Yes	No		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	38		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O.</i>	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a			
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O.</i>	14b			
15	Is the organization 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? If "Yes," see the instructions and file Form 4720, Schedule N.	15			X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16			X
17	Section 501(c)(21) organizations. Did the trust, or any disqualified or other person, engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17			

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. [X]

Section A. Governing Body and Management

Table with 5 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, management delegation, significant changes, asset diversion, members, and meeting documentation.

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

Table with 5 columns: Question, Yes, No. Rows include questions about local chapters, written policies, conflict of interest, whistleblower, document retention, compensation, and joint ventures.

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include questions about state filing requirements, public inspection of forms, and disclosure of governing documents.

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 dotted 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) ADAM GARONE ----- CEO	40.00 0.00			X				362,818	0	25,534
(2) MIKE OLSON CPA ----- CFO	40.00 0.00			X				192,123	0	19,846
(3) CINDEE STARKIE ----- VP OF MARKETING & COMMUNICATIONS	40.00 0.00					X		149,018	0	11,847
(4) AIMEE FINN ----- SR. DIRECTOR INDIVIDUAL GIVING	40.00 0.00					X		128,109	0	9,964
(5) CHRISTINE SOLDNER ----- SR. DIRECTOR CORP. DEVELOPMENT	40.00 0.00					X		124,328	0	13,290
(6) JOHN ROSENBERG ----- CHAIR	1.00 0.00	X		X				0	0	0
(7) ALISA BOWEN (SEE SCH. O) ----- BOARD VICE CHAIR	1.00 0.00	X		X				0	0	0
(8) DEBRA JOHNSON ----- TREASURER	1.00 0.00	X		X				0	0	0
(9) HOWARD COHL ----- SECRETARY	1.00 0.00	X		X				0	0	0
(10) KIRA GOLDBERG ----- DIRECTOR	1.00 0.00	X						0	0	0
(11) SHAWN HARPEN ----- DIRECTOR	1.00 0.00	X						0	0	0
(12) PETER SAMUELSON ----- DIRECTOR	1.00 0.00	X						0	0	0
(13) CHRIS HELFRICH ----- DIRECTOR	1.00 0.00	X						0	0	0
(14) ARNIE MENDOZA, CPA ----- DIRECTOR	1.00 0.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted 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			
(15) PAUL NAVARRO DIRECTOR (FROM JAN. 2023 TO DEC. 11, 2023)	1.00 0.00	X						0	0	0
(16) REHELLE PORTER, CCLS DIRECTOR	1.00 0.00	X						0	0	0
(17) PAULA WHITEMAN DIRECTOR	1.00 0.00	X						0	0	0
(18) DAWN WILCOX VERRECCHIA DIRECTOR	1.00 0.00	X						0	0	0
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Subtotal							956,396	0	80,481	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							956,396	0	80,481	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 5

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual.</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual.</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person.</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CARGO ZONE 6200 N 16TH ST OMAHA, NE 68110	HANDLING, STORAGE, AND	1,205,986
PIGEON ROAD 330 N LA LUNA AVE OJAI, CA 93023	PHOTOGRAPHY & VIDEO S	173,104
DANIEL EDELMAN 21992 NETWORK PLACE CHICAGO, IL 60673	PUBLIC RELATIONS	125,000
ADTHEORENT INC. P.O. BOX 392302 PITTSBURGH, PA 15251	ADVERTISING SERVICES	123,250
		0

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 6

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	1a	Federated campaigns	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	17,233,113				
	g	Noncash contributions included in lines 1a-1f	1g	\$ 8,954,413				
	h	Total. Add lines 1a-1f			17,233,113			
Program Service Revenue				Business Code				
	2a	-----		0				
	b	-----		0				
	c	-----		0				
	d	-----		0				
	e	-----		0				
	f	All other program service revenue		0				
g	Total. Add lines 2a-2f		0					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		366,165			366,165	
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a			(i) Real	(ii) Personal			
		6a	Gross rents					
		6b	Less: rental expenses					
	6c	Rental income or (loss)		0	0			
	d	Net rental income or (loss)		0				
	7a			(i) Securities	(ii) Other			
		7a	Gross amount from sales of assets other than inventory		0	319		
		7b	Less: cost or other basis and sales expenses		0	11,406		
	7c	Gain or (loss)		0	-11,087			
	d	Net gain or (loss)		-11,087			-11,087	
	8a							
		8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18		0			
8b		Less: direct expenses		0				
c	Net income or (loss) from fundraising events		0					
9a								
	9a	Gross income from gaming activities. See Part IV, line 19		0				
	9b	Less: direct expenses		0				
c	Net income or (loss) from gaming activities		0					
10a								
	10a	Gross sales of inventory, less returns and allowances		481,193				
	10b	Less: cost of goods sold		376,835				
c	Net income or (loss) from sales of inventory		104,358	104,358				
Miscellaneous Revenue				Business Code				
	11a	-----		0				
	b	-----		0				
	c	-----		0				
	d	All other revenue		0				
e	Total. Add lines 11a-11d		0					
12	Total revenue. See instructions			17,692,549	104,358	0	355,078	

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	0			
2	Grants and other assistance to domestic individuals. See Part IV, line 22	12,004,479	12,004,479		
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	616,429	369,858	176,109	70,462
6	Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	2,492,798	1,031,681	154,445	1,306,672
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	50,452	20,036	2,113	28,303
9	Other employee benefits	239,365	103,090	19,262	117,013
10	Payroll taxes	222,666	99,878	23,055	99,733
11	Fees for services (nonemployees):				
a	Management	0			
b	Legal	9,022		9,022	
c	Accounting	37,485		37,485	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Schedule O.)	5,387	5	1,024	4,358
12	Advertising and promotion	1,087,796	278,855		808,941
13	Office expenses	49,224	12,428	9,425	27,371
14	Information technology	253,946	106,737	70,864	76,345
15	Royalties	0			
16	Occupancy	98,760	6,584	7,967	84,209
17	Travel	283,966	60,092	46,773	177,101
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	62,399	603	889	60,907
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	110,578	27,265	27,202	56,111
23	Insurance	26,454	2,970	5,322	18,162
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	FEES AND REGISTRATION	102,277	2,203	23,268	76,806
b	PRODUCTS AND PRINTING	62,213	600	887	60,726
c		0			
d		0			
e	All other expenses	0			
25	Total functional expenses. Add lines 1 through 24e	17,815,696	14,127,364	615,112	3,073,220
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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	3,249,368	1	1,578,791
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	97,177	3	960,282
	4 Accounts receivable, net	0	4	0
	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	0	5	0
	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	5,440,918	8	7,681,011
	9 Prepaid expenses and deferred charges	1,513,912	9	238,970
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 544,311		
	b Less: accumulated depreciation	10b 402,416	247,527	10c 141,895
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	8,265,374	12	8,437,763
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	27,490	14	192,283
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 33)	18,841,766	16	19,230,995	
Liabilities	17 Accounts payable and accrued expenses	410,557	17	781,358
	18 Grants payable	0	18	0
	19 Deferred revenue	5,000	19	42,599
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	156,956	25	213,236
	26 Total liabilities. Add lines 17 through 25	572,513	26	1,037,193
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	9,877,780	27	9,201,123
	28 Net assets with donor restrictions	8,391,473	28	8,992,679
	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	0	29	0
	30 Paid-in or capital surplus, or land, building, or equipment fund	0	30	0
	31 Retained earnings, endowment, accumulated income, or other funds	0	31	0
32 Total net assets or fund balances	18,269,253	32	18,193,802	
33 Total liabilities and net assets/fund balances	18,841,766	33	19,230,995	

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	17,692,549
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,815,696
3	Revenue less expenses. Subtract line 2 from line 1	3	-123,147
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	18,269,253
5	Net unrealized gains (losses) on investments	5	47,696
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	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	18,193,802

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
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. <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?		X
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		

**SCHEDULE A
(Form 990)**

Public Charity Status and Public Support

OMB No. 1545-0047

2023

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Attach to Form 990 or Form 990-EZ.

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

Department of the Treasury
Internal Revenue Service

Name of the organization STARLIGHT CHILDREN'S FOUNDATION	Employer identification number 95-3802159
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Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total					0	0

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

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First 5 years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2023 (44.15%); 15 Public support percentage from 2022 Schedule A, Part II, line 14 (45.51%); 16a 33 1/3% support test—2023 (checked X); 16b 33 1/3% support test—2022; 17a 10%-facts-and-circumstances test—2023; 17b 10%-facts-and-circumstances test—2022; 18 Private foundation.

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: Calendar year (or fiscal year beginning in), (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 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. Add lines 1 through 5; 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 (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (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 (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 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 3 columns: Line number, Description, Percentage. Row 15: Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f)) 0.00%. Row 16: Public support percentage from 2022 Schedule A, Part III, line 15 0.00%.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Line number, Description, Percentage. Row 17: Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f)) 0.00%. Row 18: Investment income percentage from 2022 Schedule A, Part III, line 17 0.00%.

- 19a 33 1/3% support tests—2023. 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—2022. 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>		
3b	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>		
3c	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>		
4b	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>		
4c	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>		
5b	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?		
5c	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>		
9b	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>		
9c	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>		
10b	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?	11a	
b	A family member of a person described on line 11a above?	11b	
c	A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .	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? 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.	1	
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? 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.	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)? 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).	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?	1	
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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	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		Yes	No
	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? 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.	2a	
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? 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.	2b	
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? If "Yes" or "No," provide details in Part VI .	3a	
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	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		
2	Recoveries of prior-year distributions		
3	Other gross income (see instructions)		
4	Add lines 1 through 3.	0	0
5	Depreciation and depletion		
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)		
7	Other expenses (see instructions)		
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	0	0
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		
b	Average monthly cash balances		
c	Fair market value of other non-exempt-use assets		
d	Total (add lines 1a, 1b, and 1c)	0	0
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets		
3	Subtract line 2 from line 1d.	0	0
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	0	0
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	0	0
6	Multiply line 5 by 0.035.	0	0
7	Recoveries of prior-year distributions	0	0
8	Minimum Asset Amount (add line 7 to line 6)	0	0
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)		0
2	Enter 0.85 of line 1.		0
3	Minimum asset amount for prior year (from Section B, line 8, column A)		0
4	Enter greater of line 2 or line 3.		0
5	Income tax imposed in prior year		
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).		0
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—provide details in Part VI)	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 (provide details in Part VI). See instructions.	8
9	Distributable amount for 2023 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-2023	(iii) Distributable Amount for 2023
1	Distributable amount for 2023 from Section C, line 6		0
2	Underdistributions, if any, for years prior to 2023 (reasonable cause required—explain in Part VI). See instructions.		
3	Excess distributions carryover, if any, to 2023		
a	From 2018		
b	From 2019		
c	From 2020		
d	From 2021		
e	From 2022		
f	Total of lines 3a through 3e	0	
g	Applied to underdistributions of prior years		0
h	Applied to 2023 distributable amount		0
i	Carryover from 2018 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.	0	
4	Distributions for 2023 from Section D, line 7: \$ 0		
a	Applied to underdistributions of prior years		0
b	Applied to 2023 distributable amount		0
c	Remainder. Subtract lines 4a and 4b from line 4.	0	
5	Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.		0
6	Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.		0
7	Excess distributions carryover to 2024. Add lines 3j and 4c.	0	
8	Breakdown of line 7:		
a	Excess from 2019	0	
b	Excess from 2020	0	
c	Excess from 2021	0	
d	Excess from 2022	0	
e	Excess from 2023	0	

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Part II Section B Line 10, EXPLANATION OF OTHER INCOME: MISCELLANEOUS REVENUE - 2019

AMOUNT: \$4,633. 2020 AMOUNT: \$254. 2021 AMOUNT: \$1,327. 2022: AMOUNT: \$565.

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SCHEDULE D (Form 990)

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

2023

Open to Public Inspection

Name of the organization: STARLIGHT CHILDREN'S FOUNDATION; Employer identification number: 95-3802159

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for values, 5-6 for Yes/No questions.

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

Multiple choice and table questions regarding conservation easements, including a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Questions 1a-2b regarding reporting of art and historical treasures, including dollar amounts.

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
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange program
 - e** Other
- 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 0 |
- 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	0	0	0	0	0

- 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 _____ %
 - c** Term endowment _____ %
- 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 | 3a(i) | |
| (ii) Related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 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	0	0	0	0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	0	127,404	79,713	47,691
e Other	0	416,907	322,703	94,204

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) 141,895

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	0	
(2) Closely held equity interests	0	
(3) Other U.S. TREASURY NOTES AND BILLS	8,437,763	F
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
Total. (Column (b) must equal Form 990, Part X, line 12, col. (B)).	8,437,763	

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. (Column (b) must equal Form 990, Part X, line 13, col. (B)).	0	

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)).	0

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	0
(2) RIGHT OF USE - LEASE LIAB.	213,236
(3) OTHER LIABILITIES	0
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B)).	213,236

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	18,372,914
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	47,696
b	Donated services and use of facilities	2b	255,834
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	376,835
e	Add lines 2a through 2d	2e	680,365
3	Subtract line 2e from line 1	3	17,692,549
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	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	17,692,549

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	18,448,365
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	255,834
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	376,835
e	Add lines 2a through 2d	2e	632,669
3	Subtract line 2e from line 1	3	17,815,696
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	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	17,815,696

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 THE FOUNDATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3)-----
 PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED ("IRC" OR "THE CODE") AND-----
 SIMILAR PROVISIONS OF THE STATE OF CALIFORNIA REVENUE AND TAXATION CODES. THE FOUNDATION-----
 ALSO HAS BEEN CLASSIFIED AS AN ENTITY THAT IS NOT A PRIVATE FOUNDATION WITHIN THE MEANING-----
 OF IRC 509(A) AND QUALIFIES FOR DEDUCTIBLE CONTRIBUTIONS AS PROVIDED IN IRC-----
 170(B)(1)(A)(VI). THE FOUNDATION EVALUATES ITS TAX PROVISIONS FOR ANY POTENTIAL UNCERTAIN-----
 TAX POSITIONS. THE FOUNDATION BELIEVES ITS TAX POSITIONS ARE MORE LIKELY THAN NOT TO BE-----
 SUSTAINED IF CHALLENGED BY TAX AUTHORITIES.-----
 Part XI Line 2D AMOUNT REPRESENTS COST OF SALES FOR INVENTORY SALES SHOWN AS AN EXPENSE ON-----
 AUDITED FINANCIAL STATEMENT (AND SHOWN ON PART VIII FOR FORM 990)-----
 Part XII Line 2D AMOUNT REPRESENTS COST OF SALES FOR INVENTORY SALES SHOWN AS AN EXPENSE-----
 ON AUDITED FINANCIAL STATEMENT (AND SHOWN ON PART VIII FOR FORM 990)-----

Part XIII Supplemental Information *(continued)*

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**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

Attach to Form 990.

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

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Name of the organization

STARLIGHT CHILDREN'S FOUNDATION

Employer identification number

95-3802159

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
North America	0	0	PROGRAM SERVICES	GAMING STATION SALES	
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Subtotal	0	0			0
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			0

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as a tax exempt 501(c)(3) organization by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities 0

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Electronic Filing Only

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see the Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see the Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations. (see the Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see the Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships. (see the Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see the Instructions for Form 5713; don't file with Form 990)* Yes No

Electronic Filing Only

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

Part I Line 3 STARLIGHT CHILDREN'S FOUNDATION DOES NOT DIRECTLY MAINTAIN OFFICES,
EMPLOYEES OR AGENTS IN FOREIGN COUNTRIES. FOREIGN ACTIVITIES CONSIST OF SALES OF GAMING
STATIONS TO INDEPENDENT FOREIGN AFFILIATE ORGANIZATION IN CANADA IN THE AMOUNT OF
\$100,000. PLUS \$20,980 GIFT IN-KIND AND \$10,000 DISTRIBUTION GRANT FROM STUDIO MDHR
ENTERTAINMENT INC. AND SPIN MASTER LTD. DONATED A COMBINATION OF \$46,200 GIFT IN-KIND PLUS
\$10,000 DISTRIBUTION GRANT.

Electronic Filing Only

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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 the latest information.

Name of the organization

Employer identification number

STARLIGHT CHILDREN'S FOUNDATION

95-3802159

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 non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 0

3 Enter total number of other organizations listed in the line 1 table 0

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

Schedule I (Form 990) 2023

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 HOSPITALIZED CHILDREN	348,000		12,004,479	FMV	TOYS, BOOKS, GAMES, COSTUMES
2					
3					
4					
5					
6					
7					

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 THE ORGANIZATION RECEIVES AND DISTRIBUTES NONCASH GOODS AND MAINTAINS RECORDS AS TO THE QUANTITY AND ESTIMATED VALUE OF EACH ITEM. THE HOSPITALS TO WHICH THE FOUNDATION SHIPS NONCASH GOODS ARE WELL KNOWN AND REPUTABLE IN THEIR COMMUNITIES, THE FOUNDATION RELIES ON EACH HOSPITAL TO DISTRIBUTE THE ITEMS TO CHILDREN STAYING AT THE HOSPITAL AND ACCORDINGLY, THIS DOES NOT NECESSITATE FURTHER REPORTING BACK TO THE FOUNDATION.

Part III Line 1 THE NUMBER ON COLUMN B REPRESENTS AN ESTIMATE OF THE NUMBER OF HOSPITALIZED CHILDREN WHO RECEIVED ASSISTANCE DURING 2023. STARLIGHT PROVIDED SUCH ASSISTANCE TO CHILDREN IN OVER 700 HOSPITALS.

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.

2023

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

STARLIGHT CHILDREN'S FOUNDATION

95-3802159

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in or receive payment from a supplemental nonqualified retirement plan?
- c** Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	ADAM GARONE CEO	(i) 362,818			11,126	14,408	388,352	
	(ii)						0	
2	MIKE OLSON CPA CFO	(i) 192,123			6,005	13,841	211,969	
	(ii)						0	
3	CINDEE STARKIE VP OF MARKETING & COMMUNICA	(i) 149,018			3,150	8,697	160,865	
	(ii)						0	
4		(i)						
	(ii)							
5		(i)						
	(ii)							
6		(i)						
	(ii)							
7		(i)						
	(ii)							
8		(i)						
	(ii)							
9		(i)						
	(ii)							
10		(i)						
	(ii)							
11		(i)						
	(ii)							
12		(i)						
	(ii)							
13		(i)						
	(ii)							
14		(i)						
	(ii)							
15		(i)						
	(ii)							
16		(i)						
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2023

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
Attach to Form 990.

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization STARLIGHT CHILDREN'S FOUNDATION	Employer identification number 95-3802159
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archaeological artifacts				
25 Other (<u>GAMES, TOYS, BOC</u>)	X	37	8,954,413	SEE PART II
26 Other (.)				
27 Other (.)				
28 Other (.)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part V, Donee Acknowledgement	29
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	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Part I Line 25 THE NUMBER ON LINE 25B REPRESENTS THE TOTAL NUMBER OF CONTRIBUTIONS
RECEIVED FROM DONORS, NOT THE NUMBER OF ITEMS CONTRIBUTED.

Part I Line 25 THE VALUE PER ITEM DONATED IS ESTIMATED AT EITHER WHOLESAL VALUE IF THIS
INFORMATION FOR THE ITEM IS AVAILABLE, OR 70% OF RETAIL VALUE IF THE WHOLESAL VALUE IS
NOT AVAILABLE.

Electronic Filing Only

**SCHEDULE O
(Form 990)**

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 the latest information.

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Name of the organization

STARLIGHT CHILDREN'S FOUNDATION

Employer identification number

95-3802159

Form 990, Part III, Line 4d: Program Service Expenses: 198,535, Grants and allocations:

171,520, Revenue: 0 STARLIGHT EDUCATION: STARLIGHT EDUCATION PROVIDES SCHOOL SUPPLIES AND
RESOURCES TO PATIENTS AND THEIR FAMILIES. FROM UNEXPECTED INJURIES TO ONGOING TREATMENT FOR
SEVERE ILLNESSES, EVEN A BRIEF HOSPITALIZATION CAN CAUSE A CHILD TO MISS SCHOOL, IMPACTING
THEIR OVERALL MENTAL HEALTH AND EDUCATIONAL DEVELOPMENT. STARLIGHT EDUCATION PROVIDED SUPPORT
TO PEDIATRIC PATIENTS BY PROVIDING FREE STARLIGHT SCHOOL SUPPLIES CONTAINING ESSENTIAL SCHOOL
ITEMS, SUCH AS BACKPACKS, NOTEBOOKS, COLORED PENCILS AND RULERS. IN 2023, APPROXIMATELY 10,000
CHILDREN RECEIVED ASSISTANCE.

Form 990, Part III, Line 4d: Program Service Expenses: 129,821, Grants and allocations:

91,259, Revenue: 0 STARLIGHT VIRTUAL REALITY (VR): THE FIRST GENERAL USE VR SOLUTION FOR
PEDIATRIC SETTINGS WITH PATIENTS 13 YEARS OLD AND OVER, STARLIGHT VR COMES PRELOADED WITH 20+
CURATED EXPERIENCES TO HELP ENTERTAIN AND DISTRACT CHILDREN DURING DIFFICULT MEDICAL
PROCEDURES.

Form 990, Part III, Line 4d: Program Service Expenses: 278,943, Grants and allocations: 0,

Revenue: 0 MISCELLANEOUS OTHER PROGRAM SERVICES: STARLIGHT MISSION DELIVERY STAFF LABOR AND
SOFTWARE COSTS RELATED TO OPERATING THE STARLIGHT HUB INVENTORY ORDERING SYSTEM.

Form 990, Part VI, Section B, Line 11B: THE FOUNDATION'S STAFF WORKS CLOSELY WITH AN
INDEPENDENT ACCOUNTING FIRM ENGAGED TO PREPARE THE RETURN. THE FINAL DRAFT OF FORM 990 IS ALSO
REVIEWED BY THE CFO AND CEO. A COMPLETE COPY OF THE FINAL FORM 990 IS THEN REVIEWED BY THE
AUDIT COMMITTEE PRIOR TO IT BEING PROVIDED TO ALL VOTING BOARD MEMBERS VIA EMAIL FOR REVIEW
AND COMMENT PRIOR TO FILING WITH THE IRS.

Form 990, Part VI, Section B, Line 12C: THE CONFLICT OF INTEREST POLICY IS MONITORED BY THE
OPERATIONS DEPARTMENT. PURSUANT TO THE POLICY, ALL COVERED PERSONS (I.E., BOARD MEMBERS,
OFFICERS, EXECUTIVE LEADERSHIP AND OTHER EMPLOYEES), WHEN THEY BECOME A COVERED PERSON AND
ANNUALLY THEREAFTER, ARE REQUIRED TO SIGN A CONFLICT OF INTEREST AND ETHICS ASSURANCE

STATEMENT AFFIRMING THAT HE/SHE HAS READ, UNDERSTANDS AND AGREES TO COMPLY WITH THE CONFLICT

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

Schedule O (Form 990) 2023

Name of the organization

Employer identification number

STARLIGHT CHILDREN'S FOUNDATION

95-3802159

OF INTEREST POLICY. ALL COVERED PERSONS ARE ALSO REQUIRED TO COMPLETE AN ANNUAL QUESTIONNAIRE AIMED AT IDENTIFYING ANY RELATED PARTY TRANSACTIONS THAT MAY POSE A POTENTIAL CONFLICT OF INTEREST. THE COMPLETED QUESTIONNAIRES ARE REVIEWED BY THE OPERATIONS DEPARTMENT. UNDER THE BYLAWS, RELATED PARTY TRANSACTIONS MAY BE APPROVED BY THE BOARD IF SPECIFIED STANDARDS ARE MET AND PROCEDURES FOLLOWED, INCLUDING FULL DISCLOSURE OF THE MATERIAL FACTS CONCERNING THE TRANSACTION, A MAJORITY VOTE WITHOUT COUNTING THE VOTE (AND OUTSIDE THE PRESENCE) OF THE INTERESTED PARTY AND A DETERMINATION BY THE BOARD IN GOOD FAITH THAT STARLIGHT CHILDREN'S FOUNDATION COULD NOT HAVE OBTAINED A MORE ADVANTAGEOUS ARRANGEMENT WITH REASONABLE EFFORT UNDER THE CIRCUMSTANCES. IN ADDITION, RELATED PARTY TRANSACTIONS MAY BE RATIFIED BY THE BOARD (OR A COMMITTEE OR PERSON AUTHORIZED BY THE BOARD) SUBJECT TO THE SAME STANDARDS AND PROCEDURAL PROTECTIONS WHEN IT IS NOT REASONABLY PRACTICABLE TO OBTAIN BOARD APPROVAL IN ADVANCE. SUCH APPROVAL IS NOT REQUIRED FOR EMPLOYMENT AGREEMENTS OR FOR REIMBURSEMENT OF DIRECTORS OR OFFICERS FOR LEGAL FEES AND EXPENSES REASONABLY INCURRED IN THE PERFORMANCE OF THEIR OBLIGATIONS OR FOR INDEMNIFICATION PERMITTED UNDER THE BYLAWS.

Form 990, Part VI, Section B, Line 15: THE HUMAN RESOURCES AND COMPENSATION COMMITTEE (HRCC) IS ACCOUNTABLE FOR RECOMMENDATIONS TO THE BOARD FOR ITS APPROVAL OF THE COMPENSATION PACKAGES FOR THE CEO AND CFO. NO MEMBER OF THE HRCC HAS A CONFLICT OF INTEREST WITH RESPECT TO COMPENSATION ARRANGEMENTS. THE HRCC PROCESS INCLUDES: (1) ESTABLISHING GOALS AND OBJECTIVES, CONSISTENT WITH THE FOUNDATION'S MISSION AND CORPORATE STRATEGY, WITH WHICH TO EVALUATE THE CEO'S ANNUAL PERFORMANCE; (2) MONITORING THE CEO'S AND CFO'S PERFORMANCE AGAINST THE MISSION AND CORPORATE GOALS AND STRATEGIES; (3) REVIEW OF THE TERMS OF COMPENSATION PACKAGES FOR THE CEO AND CFO; AND (4) EVALUATION OF PUBLICLY AVAILABLE COMPARABILITY DATA UTILIZING NATIONAL NONPROFIT COMPENSATION SURVEYS.

Form 990, Part VI, Section C, Line 18: THE ORGANIZATION'S FORM 990 IS POSTED ON THE ORGANIZATION'S WEBSITE. THE FORM 990 AND FORM 1023 ARE ALSO AVAILABLE UPON REQUEST.

Form 990, Part VI, Section C, Line 19: THE FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC ON THE ORGANIZATION'S WEBSITE. THE GOVERNING DOCUMENTS AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

Name of the organization STARLIGHT CHILDREN'S FOUNDATION	Employer identification number 95-3802159
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Form 990, Part XII, Line 2C: THE BOARD OF DIRECTORS HAS CONSTITUTED AN AUDIT COMMITTEE WITH THE RESPONSIBILITY FOR RECOMMENDING TO THE BOARD THE RETENTION OF THE INDEPENDENT AUDITORS AND SUPERVISING THE EXTERNAL AUDIT. THE OVERSIGHT OF INTERNAL AND FINANCIAL CONTROLS REMAINS THE SAME.

Form 990, Part VII, Section A, Line 7: ALISA BOWEN WAS A DIRECTOR FOR THE WHOLE OF 2023 AND BECAME VICE CHAIR IN JANUARY 2023.

Form 990, Part I, Line 1 and 13: IN THE PRIOR YEAR FORM 990, GRANTS AND SIMILAR AMOUNTS PAID IN THE AMOUNT OF \$7,761,931 WERE PRESENTED WITHIN OTHER EXPENSES ON LINE 17. THIS AMOUNT HAS BEEN PRESENTED ON LINE 13 IN THE CURRENT YEAR TO CONFORM TO THE 2023 PRESENTATION.

Form 990, Part XI, Line 9: DONATED PROFESSIONAL SERVICES REVENUE AND EXPENSE ARE EXCLUDED FROM TAX RETURN (\$255,834).

