

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning **OCT 1, 2014**, and ending **SEP 30, 2015**

Name of foundation PUBLIC WELFARE FOUNDATION, INC.		A Employer identification number 54-0597601
Number and street (or P O box number if mail is not delivered to street address) 1200 U STREET, NW	Room/suite	B Telephone number 202-965-1800
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20009-4443		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 482,933,144.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,068,214.	143,472.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		26,616,613.			STATEMENT 1
b Gross sales price for all assets on line 6a 124,414,451.					
7 Capital gain net income (from Part IV, line 2)			25,665,364.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,210,007.	10,879,576.		STATEMENT 3
12 Total. Add lines 1 through 11		33,894,834.	36,688,412.		
13 Compensation of officers, directors, trustees, etc		635,766.	41,077.		594,689.
14 Other employee salaries and wages		1,044,144.	0.		1,047,724.
15 Pension plans, employee benefits		301,450.	4,599.		292,412.
16a Legal fees STMT 4		15,453.	1,377.		14,212.
b Accounting fees STMT 5		61,018.	0.		61,018.
c Other professional fees STMT 6		1,218,403.	843,338.		375,065.
17 Interest		169,376.	0.		167,283.
18 Taxes STMT 7		<14,991.>	1,696.		194,974.
19 Depreciation and depletion		397,482.	0.		
20 Occupancy		293,107.	0.		300,389.
21 Travel, conferences, and meetings		119,645.	0.		119,645.
22 Printing and publications		26,175.	5,557.		37,941.
23 Other expenses STMT 8		452,121.	0.		478,315.
24 Total operating and administrative expenses. Add lines 13 through 23		4,719,149.	897,644.		3,683,667.
25 Contributions, gifts, grants paid		20,685,811.			20,604,626.
26 Total expenses and disbursements. Add lines 24 and 25		25,404,960.	897,644.		24,288,293.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,489,874.			
b Net investment income (if negative, enter -0-)			35,790,768.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			566,884.	369,044.	369,044.
	2 Savings and temporary cash investments			19,051,726.	14,260,641.	14,260,641.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			44,722.	79,839.	79,839.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 10			156,753,863.	128,981,225.	128,981,225.
	c Investments - corporate bonds STMT 11			125,355,839.	135,366,195.	135,366,195.
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 12				199,315,699.	192,974,155.	192,974,155.
14 Land, buildings, and equipment: basis ▶ 15,355,079.						
Less: accumulated depreciation STMT 13 ▶ 5,644,115.				9,946,927.	9,710,964.	9,710,964.
15 Other assets (describe ▶ STATEMENT 14)				10,502,271.	1,191,081.	1,191,081.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				521,537,931.	482,933,144.	482,933,144.
17 Accounts payable and accrued expenses				995,746.	255,250.	
18 Grants payable				3,805,315.	3,886,500.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable			10,800,000.	10,800,000.	
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			15,601,061.	14,941,750.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			505,936,870.	467,991,394.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			505,936,870.	467,991,394.		
31 Total liabilities and net assets/fund balances			521,537,931.	482,933,144.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	505,936,870.
2 Enter amount from Part I, line 27a	2	8,489,874.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	514,426,744.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	46,435,350.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	467,991,394.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PASS THROUGH FROM PARTNERSHIPS	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 99,712,317.		98,749,087.	963,230.
b 24,702,134.			24,702,134.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			963,230.
b			24,702,134.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	25,665,364.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	23,966,049.	493,829,403.	.048531
2012	23,514,779.	442,589,725.	.053130
2011	23,781,937.	433,906,361.	.054809
2010	25,629,582.	458,403,589.	.055911
2009	26,814,705.	435,655,811.	.061550

2 Total of line 1, column (d)	2	.273931
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.054786
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	499,791,068.
5 Multiply line 4 by line 3	5	27,381,553.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	357,908.
7 Add lines 5 and 6	7	27,739,461.
8 Enter qualifying distributions from Part XII, line 4	8	24,449,813.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax

6a 1,059,489.

6b

6c

6d

1 715,815.

2 0.

3 715,815.

4 0.

5 715,815.

7 1,059,489.

8 245.

10 343,429.

11 0.

343,429. Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

DC, CA, NY

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b X

5 X

6 X

7 X

8b X

9 X

10 X

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Part VII-A. Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **WWW.PUBLICWELFARE.ORG**

14 The books are in care of **PUBLIC WELFARE FOUNDATION, INC.** Telephone no. **202-965-1800**
 Located at **1200 U STREET, NW, WASHINGTON, DC** ZIP+4 **20009-4443**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No** **X**
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country **16**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 2a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		635,766.	93,682.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE CAMPER	COMMUNICATIONS OFFICER			
1200 U ST, NW, WASHINGTON, DC 20009	40.00	129,420.	29,147.	0.
KATAYOON MAJD	PROGRAM OFFICER			
1200 U ST, NW, WASHINGTON, DC 20009	40.00	128,160.	23,124.	0.
ROBERT SHULL	PROGRAM OFFICER			
1200 U ST, NW, WASHINGTON, DC 20009	40.00	127,522.	23,308.	0.
ELLEN GORDON	CONTROLLER			
1200 U ST, NW, WASHINGTON, DC 20009	40.00	123,000.	23,456.	0.
ALYSSA PICCIRILLI	MANAGER OF ADMINISTRATION			
1200 U ST, NW, WASHINGTON, DC 20009	40.00	84,500.	16,160.	0.

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

2

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMONFUND - 15 OLD DANBURY ROAD, PO BOX 812, WILTON, CT 06897-0812	INVESTMENT MANAGEMENT	319,841.
THE NORTHERN TRUST COMPANY - 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT CUSTODY	136,204.
BETH GRUPP & ASSOCIATES P.O. BOX 60185, WASHINGTON, DC 20039	PROGRAM CONSULTANT	100,000.
IRM - 100 FEDERAL STREET, 30TH FLOOR, BOSTON, MA 02110	INVESTMENT MANAGEMENT	79,707.
CF SSGA US AGGREGATE BOND INDEX - 15 OLD DANBURY ROAD, PO BOX 812, WILTON, CT	INVESTMENT MANAGEMENT	66,224.
Total number of others receiving over \$50,000 for professional services		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	104,751.
2 SEE STATEMENT 17	99,999.
3 SEE STATEMENT 18	35,350.
4 SEE STATEMENT 19	27,841.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	487,381,613.
b	Average of monthly cash balances	1b	18,641,330.
c	Fair market value of all other assets	1c	2,204,156.
d	Total (add lines 1a, b, and c)	1d	508,227,099.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	825,000.
3	Subtract line 2 from line 1d	3	507,402,099.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,611,031.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	499,791,068.
6	Minimum investment return. Enter 5% of line 5	6	24,989,553.

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

1	Minimum investment return from Part X, line 6	1	24,989,553.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	715,815.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	715,815.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,273,738.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,273,738.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,273,738.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	24,288,293.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	161,520.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,449,813.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,449,813.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				24,273,738.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	5,379,768.			
b From 2010	3,181,007.			
c From 2011	2,199,063.			
d From 2012	3,744,959.			
e From 2013	486,983.			
f Total of lines 3a through e	14,991,780.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 24,449,813.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				24,273,738.
e Remaining amount distributed out of corpus	176,075.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,167,855.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	5,379,768.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	9,788,087.			
10 Analysis of line 9:				
a Excess from 2010	3,181,007.			
b Excess from 2011	2,199,063.			
c Excess from 2012	3,744,959.			
d Excess from 2013	486,983.			
e Excess from 2014	176,075.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ALLIANCE FOR JUSTICE ELEVEN DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	25,000.
APPALACHIAN CITIZENS' LAW CENTER 317 MAIN ST WHITESBURG, KY 41858		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK ROAD SUITE 405B PHOENIX, AZ 85016		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH 1319 F STREET, NW SUITE 303 WASHINGTON, DC 20004		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total	SEE CONTINUATION SHEET(S)			20,604,626.
b Approved for future payment				
PUBLIC HEALTH ADVOCACY INSTITUTE 360 HUNTINGTON AVENUE, SUITE 117CU BOSTON, MA 02115		PUBLIC CHARITY	SEE STATEMENT	195,000.
CAMPAIGN FOR YOUTH JUSTICE 1220 L STREET NW, SUITE 605 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	375,000.
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE., NW, #150-513 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	250,000.
Total	SEE CONTINUATION SHEET(S)			3,886,500.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMPAIGN FOR YOUTH JUSTICE 1220 L STREET NW, SUITE 605 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	425,000.
CARLETON COLLEGE ONE NORTH COLLEGE ST. NORTHFIELD, MN 55057		PUBLIC CHARITY	SEE STATEMENT	15,000.
CASA DE ESPERANZA PO BOX 40115 ST. PAUL, MN 55104		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CATHOLIC LEGAL IMMIGRATION NETWORK 8757 GEORGIA AVENUE, SUITE 850 SILVER SPRING, MD 20910		PUBLIC CHARITY	SEE STATEMENT	150,000.
CENTRO DE LOS DERECHOS DEL MIGRANTE 519 N. CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	2,000.
CENTRO DE LOS DERECHOS DEL MIGRANTE 519 N. CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
CHILDREN OF UGANDA P.O. BOX 659 CHARLES TOWN, WV 25414		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CHILDREN'S LAW CENTER - DC 616 H STREET, NW, SUITE 300 WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CHORAL SOCIETY OF DURHAM 120 MORRIS ST. DURHAM, NC 27701		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CITIZENS FOR JUVENILE JUSTICE 44 SCHOOL STREET, SUITE 400 BOSTON, MA 02108		PUBLIC CHARITY	GENERAL SUPPORT	130,000.
Total from continuation sheets				20,454,626.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION OF IMMOKALEE WORKERS 110 S 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	GENERAL SUPPORT	125,000.
COLORADO JUVENILE DEFENDER CENTER 2062 STOUT STREET DENVER, CO 80205		PUBLIC CHARITY	GENERAL SUPPORT	125,000.
COMMUNITY ORIENTED CORRECTIONAL HEALTH SERVICES 675 61ST ST. OAKLAND, CA 94609		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
COUNCIL OF STATE GOVERNMENTS JUSTICE CENTER 100 WALL STREET, 20TH FLOOR NEW YORK, NY 10007		PUBLIC CHARITY	GENERAL SUPPORT	300,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202		PUBLIC CHARITY	GENERAL SUPPORT	39,500.
D.C. EMPLOYMENT JUSTICE CENTER 1413 K ST NW 5TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
DC VOTE 1100 H STREET, NW SUITE M-100 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
DEMOCRACY NORTH CAROLINA 1821 GREEN ST. DURHAM, NC 27705		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
DEMOCRACY NOW! 207 W 25TH ST, 11TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL SUPPORT	76.
EPISCOPAL FARMWORKER MINISTRY PO BOX 160 NEWTON GROVE, NC 28366-0160		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EQUAL JUSTICE UNDER LAW 916 G STREET NW #701 WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
FARMWORKER JUSTICE 1126 16TH STREET NW SUITE 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
FOUNDATION CENTER 32 OLD SLIP NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL SUPPORT	30,000.
FRONT RANGE ECONOMIC STRATEGY CENTER 7760 W. 38TH AVE., SUITE 200 WHEAT RIDGE, CO 80033		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
GARFIELD CENTER FOUNDATION 210 HIGH ST. PO BOX 37 CHESTERTOWN, MD 21620		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE, 2ND FLOOR BROOKLYN, NY 11238		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	6,100.
HEALTH THROUGH WALLS 12555 BISCAYNE BLVD.#955 NORTH MIAMI, FL 33181		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST. NW WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE, MD 21218		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTER-AMERICAN DIALOGUE 1211 CONNECTICUT AVE. SUITE 510 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
INTERFAITH WORKER JUSTICE 1020 W BRYN MAWR AVENUE CHICAGO, IL 60660		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
JAIL PROJECT OF TEXAS 1712 E. RIVERSIDE DR. BOX 190 AUSTIN, TX 78741		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
JAMES W. FOLELY LEGACY FOUNDATION 16 VICTORIA CIRCLE ROCHESTER, NH 03867		PUBLIC CHARITY	GENERAL SUPPORT	200.
JUSTICE FOR FAMILIES 1913 AZALEA STREET SULPHUR, LA 70663		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
JUSTICE POLICY INSTITUTE 1012 14TH STREET, SUITE 600 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	150,000.
JUVENILE JUSTICE INITIATIVE OF ILLINOIS 518 DAVIS STREET, SUITE 211 EVANSTON, IL 60201		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
LEUKEMIA & LYMPHOMA SOCIETY OF MINNESOTA 1711 BROADWAY ST. NE MINNEAPOLIS , MN 55413		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT	1,600.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT	200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARCH ON WASHINGTON FILM FESTIVAL 1341 G ST. 5TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD SUITE 206 BELLEVUE, WA 98005		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
MY SISTER'S PLACE PO BOX 29596 WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES 25 MASSACHUSETTS AVE NW SUITE 500 WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, N.W. SUITE 200 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	40,000.
NATIONAL COSH P. O. BOX 60893 LONGMEADOW, MA 01116-0893		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
NATIONAL MS SOCIETY 1800 M STREET NW SUITE 750 SOUTH WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	200.
NORTH HOUSE FOLK SCHOOL PO BOX 759, 500 MINNESOTA HWY 61 W GRAND MARAIS, MN 55604		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
OAKWOOD FRIENDS SCHOOL 22 SPACKENKILL ROAD POUGHKEEPSIE, NY 12603		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
PARTNERSHIP FOR WORKING FAMILIES 1939 HARRISON ST., SUITE 150 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
PRETRIAL JUSTICE INSTITUTE 305 MAIN ST. SUITE 200 GAITHERSBURG, MD 20878		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
PYRAMID ATLANTIC 8230 GEORGIA AVE. NW SILVER SPRING, MD 20910		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
RAISE THE FLOOR ALLIANCE 1 N LASALLE ST. SUITE 1275 CHICAGO, IL 60602		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
ROC UNITED 275 SEVENTH AVE, SUITE 1703 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
ROCKEFELLER PHILANTHROPY ADVISORS 575 MARKET STREET SUITE 3625 SAN FRANCISCO, CA 94105		PUBLIC CHARITY	GENERAL SUPPORT	120,000.
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 W. NC HIGHWAY 54, STE. 101 DURHAM, NC 27707		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPCA OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT	200.
THE SENTENCING PROJECT 1705 DESALES ST., NW, 8TH FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	350,000.
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT	115,000.
UNITED WORKERS ASSOCIATION PO BOX 41547 BALTIMORE, MD 21203		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
VIOLENCE POLICY CENTER 1730 RHODE ISLAND AVE., NW STE 1014 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
WASHINGTON GRANTMAKERS 1400 SIXTEENTH ST, N.W. STE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	26,350.
WESTERN CENTER ON LAW AND POVERTY 3701 WILSHIRE BLVD. SUITE 208 LOS ANGELES, CA 10010-2826		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
WORKERS DEFENSE PROJECT 5604 MANOR ROAD AUSTIN, TX 78723		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
WORKING AMERICA EDUCATION FUND 815 16TH STREET, NW WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
WORKSAFE 55 HARRISON ST., STE. 400 OAKLAND, CA 94607		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ADVANCEMENT PROJECT 1220 L STREET, NW, #850 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	125,000.
ALLIANCE FOR JUSTICE ELEVEN DUPONT CIR NW SECOND FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	100,000.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 1050 CONNECTICUT AVE, NW, STE 400" WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	75,000.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 1050 CONNECTICUT AVE, NW, STE 400" WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	200,000.
AMERICAN BAR FOUNDATION 750 N. LAKE SHORE DRIVE 4TH FLOOR CHICAGO, IL 60611		PUBLIC CHARITY	SEE STATEMENT	65,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	SEE STATEMENT	150,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	SEE STATEMENT	115,000.
AMERICAN UNIVERSITY - WASHINGTON COLLEGE OF LAW 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016		PUBLIC CHARITY	SEE STATEMENT	75,000.
APPALACHIAN CITIZENS' LAW CENTER 317 MAIN ST WHITESBURG, KY 41858		PUBLIC CHARITY	SEE STATEMENT	50,000.
ARKANSAS ADVOCATES FOR CHILDREN AND FAMILIES 1400 WEST MARKHAM STREET, SUITE 306 LITTLE ROCK, AR 72201		PUBLIC CHARITY	SEE STATEMENT	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BEYOND OSHA 360 HUNTINGTON AVENUE, SUITE 117CU BOSTON, MA 02115		PUBLIC CHARITY	SEE STATEMENT	195,000.
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN 55413		PUBLIC CHARITY	SEE STATEMENT	175,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	100,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	50,000.
CENTER FOR COMMUNITY CHANGE 1536 U ST NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	100,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE NW SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	52,000.
CENTER FOR EFFECTIVE GOVERNMENT 2040 S STREET NW, 2ND FLOOR WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	100,000.
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY 11237		PUBLIC CHARITY	SEE STATEMENT	175,000.
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE., NW, #150-513 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	250,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	150,000.
Total from continuation sheets				

PUBLIC WELFARE FOUNDATION, INC.

54-0597601

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	300,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	75,000.
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	400,000.
CHILDREN'S ACTION ALLIANCE 4001 NORTH 3RD STREET SUITE 160 PHOENIX, AZ 85012		PUBLIC CHARITY	SEE STATEMENT	65,000.
CHILDREN'S DEFENSE FUND - NY 15 MAIDEN LANE, SUITE 1200 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	100,000.
CIESLA FOUNDATION 5005 LINNEAN AVE NW WASHINGTON, DC 20008		PUBLIC CHARITY	SEE STATEMENT	25,000.
CITY YEAR - WASHINGTON, DC 1875 CONNECTICUT AVE, NW STE 1130 WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	5,000.
CIVIC ASSETS 2716 BENVENUE AVENUE BERKELEY, CA 94705		PUBLIC CHARITY	SEE STATEMENT	10,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET NW WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	500,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET NW WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	45,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION OF IMMOKALEE WORKERS 110 S 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	SEE STATEMENT	125,000.
COLORADO CRIMINAL DEFENSE INSTITUTE 955 BANNOCK STREET SUITE 200 DENVER, CO 80204		PUBLIC CHARITY	SEE STATEMENT	300,000.
COLOROPCHANGE.ORG EDUCATION FUND 1714 FRANKLIN ST. STE. 100-136 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	50,000.
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET 7TH FLOOR BRONX, NY 10455		PUBLIC CHARITY	SEE STATEMENT	175,000.
COMMUNITY LAW IN ACTION, INC. 520 WEST FAYETTE STREET SUITE 140 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	200,000.
DEACONESS FOUNDATION 211 NORTH BROADWAY, SUITE 1260 ST. LOUIS, MO 63102-2733		PUBLIC CHARITY	SEE STATEMENT	75,000.
DRUG POLICY ALLIANCE 131 WEST 33RD STREET 15TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	SEE STATEMENT	250,000.
DWIGHT HALL AT YALE 67 HIGH STREET P.O. BOX 209008 NEW HAVEN, CT 06520		PUBLIC CHARITY	SEE STATEMENT	5,000.
FJC-A FOUNDATION OF PHILANTHROPIC FUNDS 520 EIGHTH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SEE STATEMENT	20,000.
FOUNDATION FOR CRIMINAL JUSTICE 1660 L ST NW, 12TH FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GAMALIEL FOUNDATION 221 N. LASALLE ST., S. 1320 CHICAGO, IL 60601		PUBLIC CHARITY	SEE STATEMENT	20,500.
GEORGETOWN UNIVERSITY 36TH & O STREETS, N.W. BOX 571168 WASHINGTON, DC 20057-1168		PUBLIC CHARITY	SEE STATEMENT	200,000.
GOODSPEED MUSICALS 6 MAIN ST., P.O. BOX A EAST HADDAM, CT 06423-0281		PUBLIC CHARITY	SEE STATEMENT	10,000.
GREENE STREET FRIENDS SCHOOL 5511 GREENE ST. PHILADELPHIA, PA 19144		PUBLIC CHARITY	SEE STATEMENT	7,000.
HARTLEY FILM FOUNDATION 49 RICHMONDVILLE AVE SUITE 204 WESTPORT, CT 06880		PUBLIC CHARITY	SEE STATEMENT	10,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FL. 33RD ST. NEW YORK, NY 10118		PUBLIC CHARITY	SEE STATEMENT	200,000.
IN THESE TIMES 2040 N. MILWAUKEE AVE. CHICAGO, IL 60647		PUBLIC CHARITY	SEE STATEMENT	80,000.
JFA INSTITUTE 720 KEARNEY ST. DENVER, CO 80220		PUBLIC CHARITY	SEE STATEMENT	100,000.
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET, NW, SUITE 150 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	125,000.
JUSTICE POLICY INSTITUTE 1012 14TH STREET, SUITE 600 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	75,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUVENILE LAW CENTER 1315 WALNUT ST. - 4TH FLOOR PHILADELPHIA, PA 19107		PUBLIC CHARITY	SEE STATEMENT	265,000.
KANSAS APPLESEED CENTER FOR LAW AND JUSTICE, INC. 1535 W 15TH ST LAWRENCE, KS 66045		PUBLIC CHARITY	SEE STATEMENT	125,000.
KENTUCKY EQUAL JUSTICE CENTER 201 W. SHORT STREET, SUITE 310 LEXINGTON, KY 40507		PUBLIC CHARITY	SEE STATEMENT	80,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVE, SUITE A CHARLOTTESVILLE, VA 22903		PUBLIC CHARITY	SEE STATEMENT	200,000.
LEGAL SERVICES CORPORATION 3333 K STREET NW WASHINGTON, DC 20007		PUBLIC CHARITY	SEE STATEMENT	100,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE LOS ANGELES, CA 90017		PUBLIC CHARITY	SEE STATEMENT	350,000.
LOUISIANA CENTER FOR CHILDREN'S RIGHTS 1100-B MILTON STREET NEW ORLEANS, LA 70122		PUBLIC CHARITY	SEE STATEMENT	170,000.
MACALASTER GROVELAND LIVING AT HOME BLOCK NURSE PROGRAM INC. 1671 SUMMIT AVE. ST. PAUL, MN 55105		PUBLIC CHARITY	SEE STATEMENT	2,500.
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN 55105		PUBLIC CHARITY	SEE STATEMENT	2,500.
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237		PUBLIC CHARITY	SEE STATEMENT	75,000.
Total from continuation sheets				

PUBLIC WELFARE FOUNDATION, INC.

54-0597601

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH 11 BEACON STREET, SUITE 500 BOSTON, MA 02108		PUBLIC CHARITY	SEE STATEMENT	55,000.
MEXICAN AMERICAN BAR FOUNDATION 8383 WILSHIRE BLVD, SUITE 655 BEVERLY HILLS, CA 90211		PUBLIC CHARITY	SEE STATEMENT	2,000.
MOVEMENT STRATEGY CENTER 436 14TH ST, 5TH FLOOR OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	50,000.
NAACP LEGAL DEFENSE & EDUCATIONAL FUND - NY 40 RECTOR ST. 5TH FLR NEW YORK, NY 10006		PUBLIC CHARITY	SEE STATEMENT	2,500.
NATIONAL ASSOCIATION OF COUNTIES RESEARCH FOUNDATION 25 MASSACHUSETTS AVE, NW STE 500 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	150,000.
NATIONAL ASSOCIATION OF IOLTA PROGRAMS 615 N. ALABAMA, SUITE 122 INDIANAPOLIS, IN 46204		PUBLIC CHARITY	SEE STATEMENT	75,000.
NATIONAL CENTER FOR STATE COURTS 300 NEWPORT AVENUE WILLIAMSBURG, VA 23185		PUBLIC CHARITY	SEE STATEMENT	200,000.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER, CO 80230		PUBLIC CHARITY	SEE STATEMENT	100,000.
NATIONAL CRIMINAL JUSTICE ASSOCIATION 720 7TH STREET NW WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	50,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	200,000.
Total from continuation sheets				

PUBLIC WELFARE FOUNDATION, INC.

54-0597601

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	400,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	175,000.
NATIONAL HEALTH LAW PROGRAM 3701 WILSHIRE BLVD. SUITE 750 LOS ANGELES, CA 90010		PUBLIC CHARITY	SEE STATEMENT	15,000.
NATIONAL LEGAL AID AND DEFENDER ASSOCIATION 1901 PENNSYLVANIA AVE, NW, STE 500 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	200,000.
NATIONAL PEOPLE'S ACTION 810 N. MILWAUKEE AVE. CHICAGO, IL 60642		PUBLIC CHARITY	SEE STATEMENT	25,000.
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUBLIC INTEREST 941 O STREET, SUITE 920 LINCOLN, NE 68508		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	37,500.
NEO PHILANTHROPY 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SEE STATEMENT	50,000.
NEW MEXICO CENTER ON LAW AND POVERTY 924 PARK AVENUE SW, SUITE C ALBUQUERQUE, NM 87102		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	325,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	50,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	300,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	300,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	25,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	895,000.
NEW YORK LAW SCHOOL 185 WEST BROADWAY NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	10,000.
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	SEE STATEMENT	100,000.
NORTHWESTERN UNIVERSITY 750 NORTH LAKE SHORE DR, 7TH FLOOR CHICAGO, IL 60611-3008		PUBLIC CHARITY	SEE STATEMENT	180,000.
ORGANIZATION FOR YOUTH EMPOWERMENT 3128 19TH STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	SEE STATEMENT	20,000.
PACIFICA FOUNDATION, DBA WPFW 1819 L ST NW WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRISON FELLOWSHIP MINISTRIES 44180 RIVERSIDE PARKWAY LANSLOWNE, VA 20176		PUBLIC CHARITY	SEE STATEMENT	300,000.
PRISON POLICY INITIATIVE 69 GARFIELD AVE FLOOR 1 EASTHAMPTON, MA 01027		PUBLIC CHARITY	SEE STATEMENT	100,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH ST NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	150,000.
PUBLIC JUSTICE CENTER 1 N CHARLES ST STE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	300,000.
PUBLIC JUSTICE CENTER 1 N CHARLES ST STE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	50,000.
RECOVERY NETWORK OF PROGRAMS 2 TRAP FALLS ROAD SHELTON, CT 06484		PUBLIC CHARITY	SEE STATEMENT	90,000.
SEATTLE UNIVERSITY SCHOOL OF LAW 901 12TH AVE. PO BOX 222000 SEATTLE, WA 98122		PUBLIC CHARITY	SEE STATEMENT	1,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS RD SUITE A CALABASAS, CA 91302		PUBLIC CHARITY	SEE STATEMENT	1,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104		PUBLIC CHARITY	SEE STATEMENT	100,000.
STATE INNOVATION EXCHANGE 220 MONTGOMERY STREET SUITE 975 SAN FRANCISCO, CA 94105		PUBLIC CHARITY	SEE STATEMENT	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEXANS CARE FOR CHILDREN 1106 CLAYTON LN, SUITE 111 WEST AUSTIN, TX 78723		PUBLIC CHARITY	SEE STATEMENT	50,000.
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVENUE STE. 400 AUSTIN, TX 78701		PUBLIC CHARITY	SEE STATEMENT	300,000.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	50,000.
THE EMPLOYEE RIGHTS ADVOCACY INSTITUTE FOR LAW AND POLICY 2201 BROADWAY SUITE 402 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	25,000.
THE PRAXIS PROJECT 7731 ALASKA AVENUE, NW WASHINGTON, DC 20012		PUBLIC CHARITY	SEE STATEMENT	50,000.
THIRD SECTOR NEW ENGLAND 89 SOUTH STREET SUITE 700 BOSTON, MA 02111		PUBLIC CHARITY	SEE STATEMENT	9,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	SEE STATEMENT	200,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	SEE STATEMENT	50,000.
TREATMENT ALTERNATIVES FOR SAFE COMMUNITIES (TASC) 700 S. CLINTON CHICAGO, IL 60607		PUBLIC CHARITY	SEE STATEMENT	400,000.
TRINITY BOSTON FOUNDATION 206 CLARENDON ST. BOSTON, MA 02116		PUBLIC CHARITY	SEE STATEMENT	3,000.
Total from continuation sheets				

PUBLIC WELFARE FOUNDATION, INC.

54-0597601

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467		PUBLIC CHARITY	SEE STATEMENT	23,500.
TWIN CITIES RISE! 800 WASHINGTON AVE N., SUITE 203 MINNEAPOLIS, MN 55401		PUBLIC CHARITY	SEE STATEMENT	5,000.
VERA INSTITUTE OF JUSTICE 233 BROADWAY NEW YORK, NY 10279		PUBLIC CHARITY	SEE STATEMENT	100,000.
VERA INSTITUTE OF JUSTICE 233 BROADWAY NEW YORK, NY 10279		PUBLIC CHARITY	SEE STATEMENT	185,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET, SUITE 800 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	200,000.
WASHINGTON BALLET 3515 WISCONSIN AVE NW WASHINGTON, DC 20016		PUBLIC CHARITY	SEE STATEMENT	10,000.
WASHINGTON PERFORMING ARTS 2000 L STREET, N.W., SUITE 510 WASHINGTON, DC 20036-4907		PUBLIC CHARITY	SEE STATEMENT	2,500.
WASHINGTON STATE BAR FOUNDATION 1325 4TH AVE STE 600 SEATTLE, WA 98101		PUBLIC CHARITY	SEE STATEMENT	25,000.
WISDOM 3195 S. SUPERIOR STREET, #313 MILWAUKEE, WI 53235		PUBLIC CHARITY	SEE STATEMENT	75,000.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 112 SAN JOSE, CA 95125		PUBLIC CHARITY	SEE STATEMENT	100,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLORADO JUVENILE DEFENDER CENTER 2062 STOUT STREET DENVER, CO 80205		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET, 7TH FLOOR BRONX, NY 10455		PUBLIC CHARITY	SEE STATEMENT	150,000.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE, 2ND FLOOR BROOKLYN, NY 11238		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
INSTITUTE FOR PUBLIC AFFAIRS 2040 N. MILWAUKEE AVE. CHICAGO, IL 60647		PUBLIC CHARITY	SEE STATEMENT	80,000.
INTERFAITH WORKER JUSTICE 1020 W BRYN MAWR AVENUE CHICAGO, IL 60660		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET, NW, SUITE 150 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	125,000.
KANSAS APPLESEED CENTER FOR LAW AND JUSTICE, INC. 1535 W 15TH ST LAWRENCE, KS 66045		PUBLIC CHARITY	SEE STATEMENT	125,000.
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI 48915		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
NATIONAL COUNCIL FOR OCCUPATIONAL SAFETY AND HEALTH P. O. BOX 60893 LONGMEADOW, MA 01116		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
Total from continuation sheets				3,066,500.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL TRAINING AND INFORMATION CENTER 810 N. MILWAUKEE AVE. CHICAGO, IL 60642		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	37,500.
NEW VENTURE FUND 1201 CONNECTICUT AVE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	425,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	49,000.
PRETRIAL JUSTICE INSTITUTE 305 MAIN ST. SUITE 200 GAITHERSBURG, MD 20878		PUBLIC CHARITY	GENERAL SUPPORT	760,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH ST NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	150,000.
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PARKWAY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT	115,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALLIANCE FOR JUSTICE

BOLDER ADVOCACY INITIATIVE GENERAL SUPPORT

NAME OF RECIPIENT - CARLETON COLLEGE

GENERAL SUPPORT TO THE CARLETON COLLEGE ENDOWMENT

NAME OF RECIPIENT - CATHOLIC LEGAL IMMIGRATION NETWORK

GENERAL SUPPORT AND THE TECHNOLOGY WORKING GROUP

NAME OF RECIPIENT - JUSTICE POLICY INSTITUTE

GENERAL SUPPORT TO ADVANCE RESEARCH FOR THE BROADER CRIMINAL JUSTICE
REFORM FIELD AND PROJECT SUPPORT FOR SENTENCING REFORM ADVOCACY IN
VIRGINIA.

NAME OF RECIPIENT - ADVANCEMENT PROJECT

SUPPORT FOR YOUTH ORGANIZING FOR POLICE REFORM IN TARGETED LOCATIONS
AROUND THE COUNTRY

NAME OF RECIPIENT - ALLIANCE FOR JUSTICE

SUPPORT FOR THE BOLDER ADVOCACY INITIATIVE

NAME OF RECIPIENT - AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND
EDUCATIONSUPPORT TO CONTINUE AND COMPLETE THE WORK OF THE EXPANSION FOR THE
STATE-BASED ACCESS TO JUSTICE COMMISSIONS.NAME OF RECIPIENT - AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND
EDUCATION

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SUPPORT TO CONTINUE THE ACCESS TO JUSTICE COMMISSIONS EXPANSION
PROJECT.

NAME OF RECIPIENT - AMERICAN BAR FOUNDATION

PROJECT SUPPORT FOR INCREASING ACCESS TO JUSTICE THROUGH EXPANDED ROLES
BEYOND LAWYERS: DEVELOPING AND TESTING AN EVALUATION FRAMEWORK

NAME OF RECIPIENT - AMERICAN CIVIL LIBERTIES UNION FOUNDATION

SUPPORT TO ADVANCE SENTENCING REFORM IN TWO SOUTHERN STATES.

NAME OF RECIPIENT - AMERICAN CIVIL LIBERTIES UNION FOUNDATION

SUPPORT TO ADVOCATE FOR STATE POLICY REFORMS TO REDUCE YOUTH
INCARCERATION RATES, END THE PRACTICE OF TRYING YOUTH AS ADULTS AND
REDUCE RACIAL AND ETHNIC DISPARITIES IN THE JUVENILE JUSTICE SYSTEM.

NAME OF RECIPIENT - AMERICAN UNIVERSITY - WASHINGTON COLLEGE OF LAW

SUPPORT TO THE PRETRIAL RACIAL JUSTICE INITIATIVE.

NAME OF RECIPIENT - APPALACHIAN CITIZENS' LAW CENTER

SUPPORT FOR THE COAL MINER HEALTH AND SAFETY PROJECT.

NAME OF RECIPIENT - ARKANSAS ADVOCATES FOR CHILDREN AND FAMILIES

SUPPORT TO ADVANCE REFORMS TO REDUCE THE USE OF YOUTH INCARCERATION IN
ARKANSAS

NAME OF RECIPIENT - BEYOND OSHA

SUPPORT FOR OCCUPATIONAL SAFETY AND HEALTH RESEARCH, POLICY DESIGN, AND
TECHNICAL ASSISTANCE FOR ADVOCATES.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BLUEGREEN ALLIANCE FOUNDATION

SUPPORT TO PROMOTE OCCUPATIONAL SAFETY AND HEALTH.

NAME OF RECIPIENT - BRENNAN CENTER FOR JUSTICE

SUPPORT FOR RESEARCH AND ADVOCACY TO REFORM POLICIES CONTRIBUTING TO
OVERINCARCERATION.

NAME OF RECIPIENT - BRENNAN CENTER FOR JUSTICE

SUPPORT TO USE RESEARCH, COMMUNICATIONS AND ADVOCACY TO REDUCE
INCARCERATION IN AMERICA THROUGH A FOCUS ON FISCAL INCENTIVES AND
FUNDING STREAMS.

NAME OF RECIPIENT - CENTER FOR COMMUNITY CHANGE

SUPPORT TO THE POVERTY INITIATIVE'S CAMPAIGNS FOR JOB QUALITY

NAME OF RECIPIENT - CENTER FOR ECONOMIC AND POLICY RESEARCH

SUPPORT FOR THE WORKING GROUP ON DOMESTIC CONTRACTING

NAME OF RECIPIENT - CENTER FOR EFFECTIVE GOVERNMENT

SUPPORT FOR RESEARCH AND ADVOCACY TO IMPROVE THE REGULATORY PROCESS.

NAME OF RECIPIENT - CENTER FOR POPULAR DEMOCRACY

SUPPORT FOR THE ECONOMIC JUSTICE INITIATIVE

NAME OF RECIPIENT - CENTER FOR PROGRESSIVE REFORM

PROGRAM SUPPORT FOR WINNING SAFER WORKPLACES, LESSONS FROM THE PAST,
REFORMS FOR THE FUTURE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT FOR A WORKERS' RIGHTS REPORTING BEAT.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT FOR A WORKERS' RIGHTS REPORTING BEAT.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT TO CONDUCT INDEPENDENT INVESTIGATIVE REPORTING ON JUVENILE
JUSTICE ISSUES.

NAME OF RECIPIENT - CENTER ON BUDGET AND POLICY PRIORITIES

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE ON FISCAL AND BUDGET ISSUES TO
STATE ADVOCATES ADVANCING YOUTH DECARCERATION REFORMS.

NAME OF RECIPIENT - CHILDREN'S ACTION ALLIANCE

SUPPORT FOR THE JUSTICE FOR ARIZONA YOUTH PROGRAM

NAME OF RECIPIENT - CHILDREN'S DEFENSE FUND - NY

SUPPORT TO ADVOCATE FOR MOVE DEVELOPMENTALLY-APPROPRIATE JUVENILE
JUSTICE POLICIES IN NEW YORK

NAME OF RECIPIENT - CIESLA FOUNDATION

SUPPORT FOR DISTRIBUTION AND OUTREACH ACTIVITIES AROUND THE FILM
ROSENWALD.

NAME OF RECIPIENT - CITY YEAR - WASHINGTON, DC

SUPPORT TO THE VOICES FOR NATIONAL SERVICE FOR POLLING

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CIVIC ASSETS

SUPPORT TO EVENTS TO COMMEMORATE THE 25TH ANNIVERSARY OF THE NATIONAL
AND COMMUNITY SERVICE ACT AND THE COMMISSION ON NATIONAL AND COMMUNITY
SERVICE

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

SUPPORT FOR THE NATIONAL JUVENILE JUSTICE NETWORK

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

TO SUPPORT AN INDEPENDENT EVALUATION OF THE NATIONAL JUVENILE JUSTICE
NETWORK'S YOUTH JUSTICE LEADERSHIP INSTITUTE

NAME OF RECIPIENT - COALITION OF IMMOKALEE WORKERS

SUPPORT FOR ADDITIONAL FUNDRAISING CAPACITY.

NAME OF RECIPIENT - COLORADO CRIMINAL DEFENSE INSTITUTE

SUPPORT FOR ADVOCACY TO REDUCE OVER-INCARCERATION IN COLORADO THROUGH
PRETRIAL DETENTION REFORM.

NAME OF RECIPIENT - COLOROFCHANGE.ORG EDUCATION FUND

PROGRAM SUPPORT TO UTILIZE CUTTING-EDGE TECHNOLOGICAL INNOVATIONS IN
ONLINE ORGANIZING TO ENGAGE MORE PEOPLE OF COLOR IN CRIMINAL JUSTICE
REFORM ADVOCACY.

NAME OF RECIPIENT - COMMUNITY CONNECTIONS FOR YOUTH

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE ON BUILDING COMMUNITY CAPACITY
TO PROVIDE ALTERNATIVES TO YOUTH INCARCERATION AND REDUCE RACIAL AND

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

ETHNIC DISPARITIES IN THE JUVENILE JUSTICE SYSTEMS.NAME OF RECIPIENT - COMMUNITY LAW IN ACTION, INC.SUPPORT FOR A CAMPAIGN TO END THE AUTOMATIC PROSECUTION OF YOUTH IN
ADULT COURTS FOR CERTAIN CRIMES IN MARYLAND.NAME OF RECIPIENT - DEACONESS FOUNDATIONSUPPORT FOR YOUTH ORGANIZING FOR POLICE REFORM IN FERGUSON, MISSOURI.NAME OF RECIPIENT - DRUG POLICY ALLIANCESUPPORT TO ADVANCE SENTENCING AND PRETRIAL DETENTION REFORMS THAT WOULD
REDUCE INCARCERATION RATES IN NEW JERSEY.NAME OF RECIPIENT - DWIGHT HALL AT YALESUPPORT FOR STUDENT-LED SOCIAL JUSTICE ACTIVITIESNAME OF RECIPIENT - FJC-A FOUNDATION OF PHILANTHROPIC FUNDSSUPPORT FOR THE STEPHEN C. ROSE LEGACY FUND.NAME OF RECIPIENT - FOUNDATION FOR CRIMINAL JUSTICESUPPORT FOR THE CLEMENCY PROJECT.NAME OF RECIPIENT - GAMALIEL FOUNDATIONSUPPORT FOR ADVOCACY TO IMPROVE ACCESS TO FEDERALLY-FUNDED CONSTRUCTION
JOBS FOR WOMEN AND PEOPLE OF COLOR.NAME OF RECIPIENT - GEORGETOWN UNIVERSITYSUPPORT TO THE CENTER FOR JUVENILE JUSTICE REFORM TO CONVENE THE

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

JUVENILE JUSTICE LEADERSHIP NETWORK

NAME OF RECIPIENT - GOODSPEED MUSICALS

PROJECT SUPPORT TO THE ARTS EDUCATION COLLABORATION

NAME OF RECIPIENT - GREENE STREET FRIENDS SCHOOL

SUPPORT TO A CAPITAL CAMPAIGN FOR A MULTIPURPOSE BUILDING

NAME OF RECIPIENT - HARTLEY FILM FOUNDATION

SUPPORT FOR PRODUCTION COSTS FOR THE FILM "THE PSALM OF HOWARD
THURMAN."

NAME OF RECIPIENT - HUMAN RIGHTS WATCH

SUPPORT FOR RESEARCH AND ADVOCACY TO REDUCE THE NUMBER OF YOUTH TRIED
AS ADULTS IN CALIFORNIA.

NAME OF RECIPIENT - IN THESE TIMES

SUPPORT FOR ORIGINAL NEWS COVERAGE AND COMMENTARY ON WORKERS' RIGHTS
ISSUES IN IN THESE TIMES MAGAZINE AND ONLINE IN THE BLOG WORKING IN
THESE TIMES.

NAME OF RECIPIENT - JFA INSTITUTE

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE AND RESEARCH IN EFFORTS TO
REDUCE PRISON AND JAIL INCARCERATION IN TARGET STATES AND IN
PARTNERSHIP WITH AMERICANS FOR SAFETY AND JUSTICE.

NAME OF RECIPIENT - JOBS WITH JUSTICE EDUCATION FUND

SUPPORT FOR THE FUTURE OF WORK PROGRAM

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - JUSTICE POLICY INSTITUTE

SUPPORT TO PROVIDE STATE DECARCERATION CAMPAIGNS WITH TECHNICAL
ASSISTANCE ON DEVELOPING POLICY REPORTS.

NAME OF RECIPIENT - JUVENILE LAW CENTER

SUPPORT FOR LITIGATION CHALLENGES TO LAWS ALLOWING YOUTH TO BE TRIED
AND SENTENCED AS ADULTS AND WORK TO REDUCE LENGTH OF STAY FOR
INCARCERATED YOUTH.

NAME OF RECIPIENT - KANSAS APPLESEED CENTER FOR LAW AND JUSTICE, INC.

SUPPORT FOR A CAMPAIGN TO REFORM THE STATE'S JUVENILE JUSTICE SYSTEM.

NAME OF RECIPIENT - KENTUCKY EQUAL JUSTICE CENTER

SUPPORT FOR ADVOCACY, LITIGATION, AND COALITION BUILDING TO ADVANCE
POLICY REMEDIES FOR WAGE THEFT.

NAME OF RECIPIENT - LEGAL AID JUSTICE CENTER

SUPPORT FOR ADVOCACY TO PROMOTE ALTERNATIVES TO YOUTH INCARCERATION

NAME OF RECIPIENT - LEGAL SERVICES CORPORATION

SUPPORT TO FURTHER IMPROVE DATA COLLECTION AND ANALYSIS FOR ITS
GRANTEES TO MORE EFFECTIVELY MANAGE THEIR RESPECTIVE OPERATIONS AND
INCREASE FINANCIAL SUPPORT FOR THEIR WORK.

NAME OF RECIPIENT - LOS ANGELES ALLIANCE FOR A NEW ECONOMY

SUPPORT FOR THE CLEAN AND SAFE PORTS CAMPAIGN, A COORDINATED NATIONAL
CAMPAIGN TO IMPROVE EMPLOYMENT CONDITIONS AND END MISCLASSIFICATION OF

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TRUCKERS OPERATING AT THE PORTS.

NAME OF RECIPIENT - LOUISIANA CENTER FOR CHILDREN'S RIGHTS

SUPPORT FOR AN ADVOCACY CAMPAIGN TO RAISE THE AGE OF JUVENILE COURT
JURISDICTION IN LOUISIANA AND TO REMOVE YOUTH FROM ADULT JAIL IN NEW
ORLEANS.

NAME OF RECIPIENT - MACALASTER GROVELAND LIVING AT HOME BLOCK NURSE
PROGRAM INC.

SUPPORT FOR THE LIVING AT HOME/BLOCK NURSE PROGRAM, WHICH HELPS SENIORS
WHO ARE 65 AND OLDER STAY HEALTHY AND INDEPENDENT IN THEIR HOMES BY
PROVIDING SERVICE COORDINATION, CHORE SERVICES AND CAREGIVER SUPPORT.

NAME OF RECIPIENT - MACALESTER COLLEGE
SUPPORT FOR STUDENT FINANCIAL AID

NAME OF RECIPIENT - MAKE THE ROAD NEW YORK
SUPPORT FOR THE WORKPLACE JUSTICE PROGRAM.

NAME OF RECIPIENT - MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH
SUPPORT FOR THE MASSACHUSETTS CRIMINAL JUSTICE REFORM COALITION

NAME OF RECIPIENT - MEXICAN AMERICAN BAR FOUNDATION
SUPPORT TO PROVIDE LAW SCHOOL SCHOLARSHIPS FOR LATINO LAW STUDENTS IN
LOS ANGELES SCHOOLS.

NAME OF RECIPIENT - MOVEMENT STRATEGY CENTER
SUPPORT TO BLACKBIRD.

Part XV Supplementary Information**3a** Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NAACP LEGAL DEFENSE & EDUCATIONAL FUND - NY
PROJECT SUPPORT FOR THE JOHN A. PAYTON HUMAN RIGHTS FELLOWSHIP &
ADVOCACY FUND

NAME OF RECIPIENT - NATIONAL ASSOCIATION OF COUNTIES RESEARCH FOUNDATION
SUPPORT TO EDUCATE THE ORGANIZATION'S MEMBERS, COUNTY GOVERNMENT
OFFICIALS, ABOUT OPPORTUNITIES TO MANAGE LOCAL JAIL POPULATIONS USING
PRETRIAL DETENTION REFORM, RISK ASSESSMENT AND OTHER FRONT-END
DIVERSION PRACTICES.

NAME OF RECIPIENT - NATIONAL ASSOCIATION OF IOLTA PROGRAMS
SUPPORT TO PROMOTE CIVIL LEGAL AID TO PRIVATE PHILANTHROPY THROUGH
IOLTA PROGRAM LEADERSHIP AND ENGAGEMENT.

NAME OF RECIPIENT - NATIONAL CENTER FOR STATE COURTS
SUPPORT TO FOSTER STATE COURT EDUCATION AND LEADERSHIP ON PRETRIAL
DETENTION REFORM RIGHTS.

NAME OF RECIPIENT - NATIONAL CONFERENCE OF STATE LEGISLATURES
SUPPORT FOR EFFORTS TO ADVANCE UNDERSTANDING OF AND SUPPORT FOR
PRETRIAL REFORM STRATEGIES AMONG KEY STATE LAWMAKERS.

NAME OF RECIPIENT - NATIONAL CRIMINAL JUSTICE ASSOCIATION
SUPPORT TO ASSIST TARGET STATE ADMINISTERING AGENCIES IN TAKING A
LEADERSHIP ROLE ON PRETRIAL REFORM IN THEIR JURISDICTIONS.

NAME OF RECIPIENT - NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SUPPORT FOR THE ORGANIZATION'S WORK WITH DIGNITY PROGRAM, WHICH PROVIDES SUPPORT TO WORKERS' RIGHTS GROUPS AND ALSO PROVIDES NATIONAL COORDINATION AND LEADERSHIP ON WORKERS' COMPENSATION REFORM.

NAME OF RECIPIENT - NATIONAL EMPLOYMENT LAW PROJECT

SUPPORT FOR A COORDINATED NATIONAL CAMPAIGN WITH COMMUNITY LEGAL SERVICES, A SUB-GRANTEE, TO REDUCE UNNECESSARY STRUCTURAL BARRIERS TO EMPLOYMENT FOR PEOPLE WITH CRIMINAL RECORDS.

NAME OF RECIPIENT - NATIONAL EMPLOYMENT LAW PROJECT

SUPPORT FOR ADVOCACY AND TECHNICAL SUPPORT ON WORKER HEALTH AND SAFETY, AND STRATEGIC COMMUNICATIONS ON CONTRACTED JOBS.

NAME OF RECIPIENT - NATIONAL HEALTH LAW PROGRAM

SUPPORT TO TRAIN AND ASSIST LEGAL ADVOCATES SEEKING TO ENFORCE MEDICAID PROVISIONS IN THE FACE OF THE NEW CASE LAW AFFECTING ACCESS TO THE COURTS IN STATE AND LOCAL JURISDICTIONS.

NAME OF RECIPIENT - NATIONAL LEGAL AID AND DEFENDER ASSOCIATION

SUPPORT FOR TRAINING AND TECHNICAL ASSISTANCE TO INCREASE ACCESS TO FEDERAL RESOURCES FOR CIVIL LEGAL SERVICES ORGANIZATIONS NATIONALLY

NAME OF RECIPIENT - NATIONAL PEOPLE'S ACTION

SUPPORT TO MERGE THREE COMMUNITY ORGANIZING AND ADVOCACY NETWORKS INTO ONE NATIONAL ENTITY WITH INCREASED CAPACITY TO DRIVE SUBSTANTIVE CAMPAIGNS FOR ECONOMIC AND RACIAL EQUALITY.

NAME OF RECIPIENT - NEBRASKA APPLESEED CENTER FOR LAW IN THE PUBLIC

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

INTERESTSUPPORT TO IMPROVE HEALTH AND SAFETY POLICIES FOR MEATPACKING WORKERS.NAME OF RECIPIENT - NEIGHBORHOOD FUNDERS GROUPSUPPORT FOR THE WORKING GROUP ON LABOR AND COMMUNITY PARTNERSHIPS
PROGRAM.NAME OF RECIPIENT - NEO PHILANTHROPYSUPPORT TO OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR LEGAL
EXPERTISE, TECHNICAL ASSISTANCE AND ADVOCACY ON WORKPLACE HEALTH AND
SAFETY.NAME OF RECIPIENT - NEW MEXICO CENTER ON LAW AND POVERTYSUPPORT FOR THE LEGAL PROTECTIONS FOR NEW MEXICO'S POOREST WORKERS
PROJECTNAME OF RECIPIENT - NEW VENTURE FUNDSUPPORT FOR AMERICANS FOR SAFETY AND JUSTICE, A MULTI-STATE ADVOCACY
CAMPAIGN SEEKING TO SIGNIFICANTLY REDUCE THE U.S. PRISON POPULATION IN
TARGET STATES, AND BUILD MOMENTUM FOR REFORM NATIONALLY.NAME OF RECIPIENT - NEW VENTURE FUNDSUPPORT FOR JUSTLEADERSHIPUSANAME OF RECIPIENT - NEW VENTURE FUNDSUPPORT TO BRING THE SELF-REPRESENTED LITIGATION NETWORK TO SCALE.NAME OF RECIPIENT - NEW VENTURE FUND

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SUPPORT TO BRING THE SELF-REPRESENTED LITIGATION NETWORK TO SCALE.

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT TO THE SELF-REPRESENTED LITIGATION NETWORK FOR THE DEVELOPMENT
OF A NATIONAL ONLINE TOOL FOR THE SELF-REPRESENTED LITIGATION SERVICE
INNOVATION.

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT TO YOUTH FIRST!, A NATIONAL INITIATIVE TO END YOUTH
INCARCERATION AND REDIRECT RESOURCES TO COMMUNITY PROGRAMS.

NAME OF RECIPIENT - NEW YORK LAW SCHOOL

SUPPORT FOR THE RIGHT TO COUNSEL FOR LOW-INCOME TENANTS FACING EVICTION
PROGRAM

NAME OF RECIPIENT - NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND

SUPPORT FOR A STATE POLICY COALITION FOCUSED ON WORKERS' RIGHTS.

NAME OF RECIPIENT - NORTHWESTERN UNIVERSITY

SUPPORT TO PROMOTE MORE EFFECTIVE AND FAIR JUVENILE JUSTICE POLICIES IN
ILLINOIS.

NAME OF RECIPIENT - ORGANIZATION FOR YOUTH EMPOWERMENT

SUPPORT TO HIGH SCHOOL AND UNIVERSITY SCHOLARSHIPS AND LEADERSHIP
TRAINING FOR AT-RISK HONDURAN YOUTH FROM ECONOMICALLY DISADVANTAGED
BACKGROUNDS.

NAME OF RECIPIENT - PACIFICA FOUNDATION, DBA WPFW

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SUPPORT FOR WPFW 89.3 FM

NAME OF RECIPIENT - PRISON FELLOWSHIP MINISTRIES

SUPPORT TO MOBILIZE GRASSROOTS PRISON MINISTRY VOLUNTEERS FOR ADVOCACY
IN STATES TARGETED BY THE AMERICANS FOR SAFETY AND JUSTICE SENTENCING
REFORM CAMPAIGN.

NAME OF RECIPIENT - PRISON POLICY INITIATIVE

SUPPORT TO CONDUCT RESEARCH AND DATA ANALYSIS IN SUPPORT OF THE
NATIONAL CRIMINAL JUSTICE REFORM MOVEMENT

NAME OF RECIPIENT - PUBLIC CITIZEN FOUNDATION

SUPPORT FOR COMPREHENSIVE ADVOCACY TO IMPROVE STANDARDS FOR WORKERS'
HEALTH AND SAFETY.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER

SUPPORT FOR THE ORGANIZATION'S WORKPLACE JUSTICE PROJECT.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER

SUPPORT TO IMPLEMENT A TARGETED FUNDRAISING STRATEGY TO BOLSTER AND
SUSTAIN THE NATIONAL COALITION FOR A RIGHT TO CIVIL COUNSEL

NAME OF RECIPIENT - RECOVERY NETWORK OF PROGRAMS

SUPPORT FOR A PILOT PROJECT TO DIVERT FROM JAIL DETENTION PREVIOUSLY
UNINSURED PEOPLE WITH SUBSTANCE ABUSE AND MENTAL HEALTH NEEDS BY
PROVIDING COMMUNITY-BASED TREATMENT.

NAME OF RECIPIENT - SEATTLE UNIVERSITY SCHOOL OF LAW

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SUPPORT FOR THE SEATTLE YOUTH TRAFFIC COURTNAME OF RECIPIENT - SOCIAL AND ENVIRONMENTAL ENTREPRENEURSSUPPORT FOR BREAKOUT!NAME OF RECIPIENT - SOUTHERN POVERTY LAW CENTERSUPPORT FOR THE FLORIDA CAMPAIGN TO STOP TRYING CHILDREN AS ADULTSNAME OF RECIPIENT - STATE INNOVATION EXCHANGESUPPORT TO ORGANIZE AND SUPPORT PROGRESSIVE STATE LEGISLATORS ACROSS
THE COUNTRY THROUGH THE ORGANIZATION'S WORKERS' RIGHTS PROJECT.NAME OF RECIPIENT - TEXANS CARE FOR CHILDRENSUPPORT FOR ADVOCACY TO REDUCE YOUTH INCARCERATION AND RAISE THE AGE OF
JUVENILE COURT JURISDICTION IN TEXAS.NAME OF RECIPIENT - TEXAS PUBLIC POLICY FOUNDATIONSUPPORT FOR THE TEXAS PUBLIC POLICY FOUNDATION CENTER FOR EFFECTIVE
JUSTICE TO CONTINUE CRIMINAL JUSTICE REFORM EFFORTS IN TEXAS AND
GENERATE NATIONAL SUPPORT FOR CRIMINAL JUSTICE REFORM.NAME OF RECIPIENT - THE CONSTITUTION PROJECTSUPPORT FOR THE RIGHT-LEFT JUSTICE WORKING GROUP TO LEVERAGE MOMENTUM
AND ADVOCATE FOR FEDERAL CRIMINAL JUSTICE REFORM.NAME OF RECIPIENT - THE EMPLOYEE RIGHTS ADVOCACY INSTITUTE FOR LAW AND
POLICYSUPPORT TO IMPLEMENT A STRATEGIC PUBLIC EDUCATION CAMPAIGN TO END

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

FORCED ARBITRATION OF EMPLOYMENT CLAIMS.

NAME OF RECIPIENT - THE PRAXIS PROJECT

SUPPORT FOR #BLACKLIVESMATTER

NAME OF RECIPIENT - THIRD SECTOR NEW ENGLAND

SUPPORT TO THE INTERNATIONAL COMMISSION ON VIOLENCE AGAINST WOMEN AND
GIRLS

NAME OF RECIPIENT - TIDES CENTER

SUPPORT FOR CALIFORNIANS FOR SAFETY AND JUSTICE.

NAME OF RECIPIENT - TIDES CENTER

SUPPORT FOR THE ECONOMIC INEQUALITY VIDEO PROJECT

NAME OF RECIPIENT - TREATMENT ALTERNATIVES FOR SAFE COMMUNITIES (TASC)

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE AND ESTABLISH PILOT PROGRAMS TO
DIVERT PRETRIAL DEFENDANTS FROM JAIL TO MEDICAID-FUNDED COMMUNITY-BASED
BEHAVIORAL HEALTH TREATMENT.

NAME OF RECIPIENT - TRINITY BOSTON FOUNDATION

SUPPORT TO BOSTONIANS FOR YOUTH 2015 FUNDRAISING GALA THAT SUPPORTS THE
FOUNDATION'S PROGRAMS AND ONGOING OPERATIONS.

NAME OF RECIPIENT - TRUSTEES OF BOSTON COLLEGE

SUPPORT FOR RESEARCH AND A REPORT WITH POLICY RECOMMENDATIONS FOR
REDUCING INCARCERATION OF GIRLS IN THE JUVENILE JUSTICE SYSTEM.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - TWIN CITIES RISE!

SUPPORT FOR THE ORGANIZATION'S WORK SKILLS TRAINING PROGRAM FOR LOW
INCOME ADULTS IN THE TWIN CITIES AREA.

NAME OF RECIPIENT - VERA INSTITUTE OF JUSTICE

SUPPORT TO COMMON JUSTICE, A PROJECT THAT PROMOTES A SIGNIFICANT
INCREASE IN FEDERAL VICTIMS' ASSISTANCE FUNDS TO ADVANCE RACIAL
EQUALITY IN THE JUSTICE SYSTEM.

NAME OF RECIPIENT - VERA INSTITUTE OF JUSTICE

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE TO THE ILLINOIS DEPARTMENT OF
JUVENILE JUSTICE ON IMPROVING AFTERCARE SERVICES FOR YOUTH.

NAME OF RECIPIENT - W. HAYWOOD BURNS INSTITUTE

TO SUPPORT RESEARCH ON EFFECTIVE ALTERNATIVE-TO-INCARCERATION PROGRAMS
FOR YOUTH OF COLOR.

NAME OF RECIPIENT - WASHINGTON BALLET

PROJECT SUPPORT TO DANCE DC

NAME OF RECIPIENT - WASHINGTON PERFORMING ARTS

PROGRAM SUPPORT OF EDUCATION PROGRAMS

NAME OF RECIPIENT - WASHINGTON STATE BAR FOUNDATION

SUPPORT FOR THE ACCESS TO JUSTICE BOARD

NAME OF RECIPIENT - WISDOM

SUPPORT FOR STATEWIDE GRASSROOTS EDUCATION AND ADVOCACY ACTIVITIES TO

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

ADVANCE CRIMINAL JUSTICE REFORM IN WISCONSIN.

NAME OF RECIPIENT - WORKING PARTNERSHIPS USA

SUPPORT FOR RESEARCH AND ADVOCACY ON WORKPLACE POLICY ISSUES.

NAME OF RECIPIENT - YOUTH ADVOCATE PROGRAMS, INC.

SUPPORT FOR THE POLICY AND ADVOCACY CENTER WHICH WORKS TO PROMOTE MORE
EFFECTIVE, COMMUNITY-BASED ALTERNATIVES TO YOUTH INCARCERATION.

NAME OF RECIPIENT - YOUTH LAW CENTER

SUPPORT TO REDUCE UNNECESSARY INCARCERATION AND TRANSFER TO ADULT COURT
OF YOUTH IN CALIFORNIA

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PUBLIC HEALTH ADVOCACY INSTITUTE

SUPPORT FOR OCCUPATIONAL SAFETY AND HEALTH RESEARCH, POLICY DESIGN, AND
TECHNICAL ASSISTANCE FOR ADVOCATES.

NAME OF RECIPIENT - CENTER FOR PROGRESSIVE REFORM

PROGRAM SUPPORT FOR WINNING SAFER WORKPLACES, LESSONS FROM THE PAST,
REFORMS FOR THE FUTURE

NAME OF RECIPIENT - COMMUNITY CONNECTIONS FOR YOUTH

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE ON BUILDING COMMUNITY CAPACITY
TO PROVIDE ALTERNATIVES TO YOUTH INCARCERATION AND REDUCE RACIAL AND
ETHNIC DISPARITIES IN THE JUVENILE JUSTICE SYSTEMS.

NAME OF RECIPIENT - INSTITUTE FOR PUBLIC AFFAIRS

SUPPORT FOR ORIGINAL NEWS COVERAGE AND COMMENTARY ON WORKERS' RIGHTS
ISSUES IN IN THESE TIMES MAGAZINE AND ONLINE IN THE BLOG WORKING IN
THESE TIMES.

NAME OF RECIPIENT - JOBS WITH JUSTICE EDUCATION FUND

SUPPORT FOR THE FUTURE OF WORK PROGRAM

NAME OF RECIPIENT - KANSAS APPLESEED CENTER FOR LAW AND JUSTICE, INC.

SUPPORT FOR A CAMPAIGN TO REFORM THE STATE'S JUVENILE JUSTICE SYSTEM.

NAME OF RECIPIENT - NATIONAL TRAINING AND INFORMATION CENTER

SUPPORT TO MERGE THREE COMMUNITY ORGANIZING AND ADVOCACY NETWORKS INTO
ONE NATIONAL ENTITY WITH INCREASED CAPACITY TO DRIVE SUBSTANTIVE
CAMPAIGNS FOR ECONOMIC AND RACIAL EQUALITY.

Part XV: Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NEIGHBORHOOD FUNDERS GROUP

SUPPORT FOR THE WORKING GROUP ON LABOR AND COMMUNITY PARTNERSHIPS
PROGRAM.

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT FOR AMERICANS FOR SAFETY AND JUSTICE, A MULTI-STATE ADVOCACY
CAMPAIGN SEEKING TO SIGNIFICANTLY REDUCE THE U.S. PRISON POPULATION IN
TARGET STATES, AND BUILD MOMENTUM FOR REFORM NATIONALLY.

NAME OF RECIPIENT - PUBLIC CITIZEN FOUNDATION

SUPPORT FOR COMPREHENSIVE ADVOCACY TO IMPROVE STANDARDS FOR WORKERS'
HEALTH AND SAFETY.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,712,317.	97,797,838.	0.	0.	1,914,479.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASS THROUGH FROM PARTNERSHIPS				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,702,134.	0.	0.	0.	24,702,134.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
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TOTAL TO FORM 990-PF, PART I, LINE 6A	26,616,613.
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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CF EUROPEAN EQUITY FUND	209,604.	0.	209,604.	0.	
CF GLOBAL EQUITY FUND	849,387.	0.	849,387.	0.	
CF QUANTITATIVE FOCUS FUND	170,718.	0.	170,718.	0.	
CF SSGA GLOBAL NATURAL RESOURCES	4,002.	0.	4,002.	0.	
CF SSGA US AGGREGATE BOND INDEX	1,779.	0.	1,779.	0.	
CFI CASH	758.	0.	758.	758.	

CFI GLOBAL BOND LLC	504,742.	0.	504,742.	0.
CFI MULTI-STRATEGY COMMODITIES	32,206.	0.	32,206.	32,206.
CITY FIRST CD	919.	0.	919.	919.
HARDING LOEVNER	108,172.	0.	108,172.	108,172.
INVESTMENTS	22.	0.	22.	22.
MERRILL LYNCH	205.	0.	205.	205.
NORTHERN TRUST	1,190.	0.	1,190.	1,190.
SS EQUITY FUND	184,510.	0.	184,510.	0.
TO PART I, LINE 4	2,068,214.	0.	2,068,214.	143,472.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET PARTNERSHIP INCOME/LOSS	7,047,009.	7,047,009.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS	<1,802,980.>	3,787,951.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	<78,638.>	0.	
CLASS ACTION	44,120.	44,120.	
OTHER INCOME	496.	496.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,210,007.	10,879,576.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	15,453.	1,377.		14,212.
TO FM 990-PF, PG 1, LN 16A	15,453.	1,377.		14,212.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	61,018.	0.		61,018.
TO FORM 990-PF, PG 1, LN 16B	61,018.	0.		61,018.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTING MANAGEMENT	69,040.	0.		69,040.
FEES-INVESTMENTS	831,976.	831,976.		0.
COMMUNICATIONS CONSULTANT	58,236.	0.		58,236.
PROGRAM CONSULTANT	241,156.	0.		241,156.
OTHER CONSULTANT	17,995.	11,362.		6,633.
TO FORM 990-PF, PG 1, LN 16C	1,218,403.	843,338.		375,065.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	100,503.	0.		100,503.
FEDERAL EXCISE TAX	715,815.	0.		0.
TAXES - STATE	1,232.	0.		0.
DEFERRED FEDERAL INCOME TAX	<928,708.>	0.		0.
PAYROLL TAXES	96,167.	1,696.		94,471.
TO FORM 990-PF, PG 1, LN 18	<14,991.>	1,696.		194,974.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	49,161.	0.		50,638.
PROFESSION DEVELOPMENT	13,281.	0.		18,281.
OTHER EXPENSES	29,991.	0.		29,991.
PAYROLL & FSA FEES	4,549.	0.		4,549.
POSTAGE	2,400.	0.		2,436.
TELEPHONE	47,605.	0.		47,605.
INSURANCE	26,500.	0.		29,647.
BUILDING OPERATIONS	243,492.	0.		244,713.
BANK FEES	5,511.	0.		5,511.
EMPLOYEE RECRUITMENT	639.	0.		639.
HOSTING SERVICES	28,992.	0.		44,305.
TO FORM 990-PF, PG 1, LN 23	452,121.	0.		478,315.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
NET UNREALIZED GAINS AND (LOSSES) ON INVESTMENTS	46,435,350.
TOTAL TO FORM 990-PF, PART III, LINE 5	46,435,350.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CF SSG DIVERSIFYING COMPANY A30 FUND	0.	0.
CFI STRATEGIC SOLUTIONS EQUITY	8,247,282.	8,247,282.
CFI MULTI-STRATEGY COMMODITIES	6,608,314.	6,608,314.
HARDING LOEVNER GLOBAL EQUITY FUND	17,562,570.	17,562,570.
CF GLOBAL NATURAL RESOURCES STOCK INDEX	15,297,569.	15,297,569.
CF SSG DIVERSIFYING COMPANY A01 FUND	10,482,269.	10,482,269.
CF EUROPEAN EQUITY FUND	25,977,014.	25,977,014.
CF GLG GLOBAL EQUITY FUND	31,937,810.	31,937,810.
CF SSGA MSCI JAPAN INDEX FUND	9,717,926.	9,717,926.
CF EM QUANTITATIVE FOCUS FUND	3,150,471.	3,150,471.
TOTAL TO FORM 990-PF, PART II, LINE 10B	128,981,225.	128,981,225.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CFI GLOBAL BOND FUND	13,705,144.	13,705,144.
IRM CORE BOND FUND	42,190,781.	42,190,781.
WESTERN ASSET MACRO OPPORTUNITIES	10,004,247.	10,004,247.
CF SSGA US AGGREGATE BOND INDEX	39,714,618.	39,714,618.
BRIGADE LEVERAGED CAPITAL STRUCTURES OFFSHORE	9,470,322.	9,470,322.
CF ALL BLUE LTD	10,232,383.	10,232,383.
CF HUDSON BAY INTERNATIONAL	10,048,700.	10,048,700.
TOTAL TO FORM 990-PF, PART II, LINE 10C	135,366,195.	135,366,195.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, LP	FMV	85,979,612.	85,979,612.
BLAKENEY MANAGEMENT, LP	FMV	12,141,770.	12,141,770.
CARMEL PARTNERS INV FUND III, LP	FMV	6,061,839.	6,061,839.
CARMEL PARTNERS INVESTMENT FUND	FMV	50,785.	50,785.
CARMEL PROPERTIES INV. FUND II, LP	FMV	2,082,467.	2,082,467.
COMMONFUND CAPITAL INTN'L PRTRNS. IV, LP	FMV	1,633,612.	1,633,612.
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	FMV	834,843.	834,843.
COMMONFUND GLOBAL DISTR DEBT PTNRS III, LP	FMV	2,071,345.	2,071,345.
COMMONFUND PRIVATE EQUITY V	FMV	2,103,802.	2,103,802.
COMMONFUND GLOBAL DISTRESSED INV IV, LP	FMV	1,655,700.	1,655,700.
COMMONFUND CAPITAL VENTURE PTNRS IX, LP	FMV	12,040,094.	12,040,094.
GOLDMAN SACHS EVENT DRIVEN	FMV	53,417.	53,417.
LIQUID REALTY PARTNERS IV	FMV	868,482.	868,482.
LIQUID REALTY PARTNERS IV TE AIVLP	FMV	219,559.	219,559.
MERIT ENERGY PARTNERS F-II, LP	FMV	1,977,661.	1,977,661.
MERIT ENERGY PARTNERS C-II, LP	FMV	3,098,666.	3,098,666.
MERIT ENERGY PARTNERS D-II, LP	FMV	3,453,641.	3,453,641.
MERIT ENERGY CANADA, LP	FMV	2,571,421.	2,571,421.
MERIT PARTNERS CANADA II, LP	FMV	48,312.	48,312.
TIFF PARTNERS IV	FMV	705,754.	705,754.
TIFF PARTNERS V, INTERNATIONAL	FMV	730,312.	730,312.
TIFF PARTNERS V, US	FMV	986,447.	986,447.
TIFF REALTY & RESOURCE PARTNERS, I, LLC	FMV	1,239,901.	1,239,901.

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TUCKERBROOK SB GLOBAL DISTRESSED FND I, LP	FMV	4,250,705.	4,250,705.
COMMONFUND CAPITAL INTN'L PRTNRS. VII, LP	FMV	3,399,655.	3,399,655.
TUCKERBROOK - MEDLEY	FMV	577,239.	577,239.
TUCKERBROOK - STYX	FMV	57,315.	57,315.
COMMONFUND CAPITAL VENTURE PTNRS X, LP	FMV	4,332,053.	4,332,053.
COMMONFUND CAPITAL NATURAL RESOURCE IX, LP	FMV	3,174,906.	3,174,906.
COMMONFUND SS CORE RE	FMV	7,884,482.	7,884,482.
COMMONFUND SS REAL ESTATE OPPORTUNITIES 2011	FMV	7,706,078.	7,706,078.
COMMONFUND PRIVATE EQUITY VII	FMV	8,713,029.	8,713,029.
COMMONFUND PRIVATE EQUITY VIII	FMV	3,187,661.	3,187,661.
COMMONFUND CAPITAL NATURAL RESOURCES X, LP	FMV	58,720.	58,720.
COMMONFUND CAPITAL VENTURE PTNRS XI, LP	FMV	557,224.	557,224.
COMMONFUND SS REAL ESTATE OPPORTUNITIES 2014	FMV	4,874,414.	4,874,414.
COMMONFUND SS GLOBAL PRIVATE EQUITY	FMV	1,439,335.	1,439,335.
GOLDMAN SACHS RELATIVE VALUE	FMV	1.	1.
TUCKERBROOK SB GLBL SPCL SITUATIONS FUND, LP	FMV	151,896.	151,896.
TOTAL TO FORM 990-PF, PART II, LINE 13		192,974,155.	192,974,155.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND, BLDG AND EQUIPMENT	15,355,079.	5,644,113.	9,710,966.
TOTAL TO FM 990-PF, PART II, LN 14	15,355,079.	5,644,113.	9,710,966.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEFERRED FEDERAL EXCISE TAXES RECEIVABLE	14,430.	377,558.	377,558.
DUE FROM NORTHERN TRUST	10,422,242.	537,090.	537,090.
ACCRUED INTEREST RECEIVABLE	164.	109.	109.
EMPLOYEE INVESTMENT - 457(B)	51,266.	52,320.	52,320.
DEFERRED INCOME RECEIVABLE - 457(B)	14,169.	7,527.	7,527.

DEFERRED TAXES RECEIVABLE	0.	216,477.	216,477.
TO FORM 990-PF, PART II, LINE 15	10,502,271.	1,191,081.	1,191,081.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY MCCLYMONT C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	PRESIDENT 40.00	330,000.	47,750.	0.
PHILLIPA TAYLOR C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CFAO 40.00	245,766.	45,932.	0.
STEPHANIE BELL ROSE C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
JACKIE CLEGG C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
DAVID DODSON C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
LYDIA MARSHALL C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CHAIR 1.00	6,000.	0.	0.
YOLANDA OROZCO C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	2,000.	0.	0.
SHIRLEY SAGAWA C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
CRAIG AASE C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.

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MARIA OTERO C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
LANDIS ZIMMERMAN C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
COLIN DIVER C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
CLIFF SLOAN C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		635,766.	93,682.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY ONE

CIVIL LEGAL AID: PURPOSE OF THE ACTIVITY WAS TO CONTINUE TO RAISE PRIVATE PHILANTHROPY AWARENESS AND UNDERSTANDING ABOUT THE FIELD OF CIVIL LEGAL AID TO FOSTER MORE SUPPORT AND ENHANCE PRIVATE DONOR UNDERSTANDING OF CIVIL LEGAL AID THAT WILL HELP GRANTEEES ENCOURAGE MORE INVESTMENT IN THIS ARENA. ACTIVITIES INCLUDED EDUCATIONAL OUTREACH AT FUNDER EVENTS INCLUDING DONOR MEETINGS, WEBINARS, BLOGS, FUNDER CONFERENCES AND OTHER PHILANTHROPIC ACTIVITIES; COMMISSIONED EXPERTS TO CONDUCT WORKSHOPS FOR AND PROVIDE TECHNICAL ASSISTANCE TO FOUNDATION GRANTEEES; COMMISSIONED FURTHER TARGETED RESEARCH AND REPORTS THAT DISCUSSED THE IMPORTANCE OF CIVIL LEGAL AID TO OUR SOCIETY AND PHILANTHROPY.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

104,751.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 17
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ACTIVITY TWO

WORKERS' RIGHTS: PURPOSE OF THE ACTIVITY WAS TO BUILD FUNDRAISING CAPACITY OF FOUNDATION GRANTEE ADVOCATING FOR WORKERS' RIGHTS, WHICH WILL ULTIMATELY ENHANCE THE CAPACITY OF GRANTEE TO ADVANCE WORKERS' RIGHTS REFORM EFFORTS. ACTIVITIES INCLUDED A CONVENING OF GRANTEE ORGANIZATIONS TO PROVIDE CONSULTING EXPERTISE AND TRAINING IN FUNDRAISING STRATEGY AND MATERIALS FOR SHORT-TERM FUNDRAISING GOALS AND LONGER-TERM CAPACITY BUILDING GOALS; TECHNICAL ASSISTANCE RESOURCES WERE PROVIDED FOR GRANTEE FUNDRAISING PLAN IMPLEMENTATION AND GUIDANCE ON ANNUAL APPEAL LETTERS AND OUTREACH EFFORTS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

99,999.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 18
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ACTIVITY THREE

PRETRIAL DETENTION REFORM: PURPOSE OF THE ACTIVITY WAS TO FOSTER GREATER COMMUNICATION AND EDUCATION WITHIN THE CRIMINAL JUSTICE FIELD ON THE ISSUES OF SENTENCING AND PRETRIAL DETENTION REFORM. ACTIVITIES INCLUDED CONVENING ADVOCATES, FUNDERS, STAKEHOLDERS, AND EXPERTS, INCLUDING SUPPORT FOR THE LAUNCH OF A NATIONAL SENTENCING REFORM CAMPAIGN AND A SERIES OF PRETRIAL REFORM CABINET MEETINGS WITH KEY FUNDERS, ADVOCATES, AND STAKEHOLDERS TO STRATEGIZE ABOUT NEXT STEPS AND GAPS IN THE FIELD. THESE EVENTS FACILITATED PARTNERSHIPS BETWEEN GROUPS, EDUCATED MEMBERS IN THE FIELD OF SENTENCING AND PRETRIAL REFORM ON KEY ISSUES, AND ENHANCED COLLABORATION ON FUTURE REFORM EFFORTS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

35,350.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 19

ACTIVITY FOUR

JUVENILE JUSTICE - MULTI-ISSUE: PURPOSE OF THE ACTIVITY WAS A SERIES OF CONVENINGS HELD TO ALLOW FOR STRATEGIZING AND CAPACITY BUILDING AROUND DECARCERATION, TRANSFER REFORM, AND OVERCOMING IMPLICIT BIAS IN THE JUSTICE SYSTEM. THESE CONVENINGS OF JUVENILE JUSTICE GRANTEEES, ADVOCATES, LITIGATORS AND EXPERTS ENCOURAGED CONVERSATION AND COLLABORATIVE ACTION TO DISCUSS STRATEGY AND RESEARCH GAPS IN THE JUVENILE JUSTICE SYSTEM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

27,841.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 20
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS MANAGEMENT
1200 U STREET, NW
WASHINGTON, DC 20009

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
202-965-1800	GRANTS MANAGEMENT, 1200 U STREET NW, WASHINGTON, DC 20009

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD COMPLETE AN ONLINE LETTER OF INQUIRY IN WHICH YOU PROVIDE A BASIC INTRODUCTION TO YOUR PROJECT AND ORGANIZATION AND PROVIDE THE PURPOSE OF YOUR GRANT REQUEST. ALL APPLICANTS MUST COMPLETE AN ONLINE LETTER OF INQUIRY WHICH ARE ACCEPTED ON A ROLLING BASIS. IF AFTER REVIEWING THE ONLINE LETTER OF INQUIRY, THE FOUNDATION DETERMINES THAT THE PROJECT FITS ITS FUNDING GOALS, AN INVITATION TO SUBMIT A FULL PROPOSAL IS SENT VIA EMAIL. IF AN APPLICANT RECEIVES AN EMAIL REQUESTING THE SUBMISSION OF A FULL PROPOSAL, THE APPLICANT SHOULD FOLLOW THE INSTRUCTIONS AT THE FOUNDATION'S WEBSITE AT [HTTP://WWW.PUBLICWELFARE.ORG/APPLYGRANT/FULLPROPOSAL.ASPX](http://www.publicwelfare.org/applygrant/fullproposal.aspx).

ANY SUBMISSION DEADLINES

LETTERS OF INQUIRY ARE EXAMINED ON A ROLLING BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE PUBLIC WELFARE FOUNDATION SUPPORTS EFFORTS TO ENSURE FUNDAMENTAL RIGHTS AND OPPORTUNITIES FOR PEOPLE IN NEED. WE LOOK FOR CAREFULLY DEFINED POINTS WHERE OUR FUNDS CAN MAKE A DIFFERENCE IN BRINGING ABOUT SYSTEMIC CHANGES THAT CAN IMPROVE LIVES. WE FOCUS IN THREE PROGRAM AREAS: CRIMINAL JUSTICE, JUVENILE JUSTICE, AND WORKERS' RIGHTS.

FORM 990-PF

OTHER REVENUE

STATEMENT 21

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
NET PARTNERSHIP INCOME/LOSS			14	7,047,009.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS			14	3,787,951.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	523000	<78,638.>			
CLASS ACTION			01	44,120.	
OTHER INCOME			01	496.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS			14	<5,590,931.>	
TOTAL TO FORM 990-PF, PG 12, LN 11		<78,638.>		5,288,645.	