

CHANGE OF ACCOUNTING PERIOD
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to public inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning **NOV 1, 2012**, and ending **SEP 30, 2013**

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, and ZIP 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) \$ 488,153,146.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	2,724,539.	1,274,060.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,229,121.			STATEMENT 1
	b Gross sales price for all assets on line 6a	109,069,115.			
	7 Capital gain net income (from Part IV, line 2)		16,675,918.		
	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	11,242,010.	8,378,847.		STATEMENT 3	
12 Total. Add lines 1 through 11	42,195,670.	26,328,825.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	557,542.	8,901.		548,641.
	14 Other employee salaries and wages	926,486.	0.		926,486.
	15 Pension plans, employee benefits	306,483.	1,028.		304,721.
	16a Legal fees STMT 4	88,113.	32,283.		47,147.
	b Accounting fees STMT 5	75,394.	0.		69,469.
	c Other professional fees STMT 6	975,373.	705,136.		285,674.
	17 Interest	160,705.	0.		155,861.
	18 Taxes STMT 7	747,640.	308.		178,195.
	19 Depreciation and depletion	353,847.	0.		
	20 Occupancy	248,465.	0.		247,378.
	21 Travel, conferences, and meetings	124,298.	0.		131,890.
	22 Printing and publications	24,380.	4,388.		17,286.
	23 Other expenses STMT 8	248,559.	0.		252,589.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,837,285.	752,044.		3,165,337.
	25 Contributions, gifts, grants paid	19,368,252.			20,192,300.
26 Total expenses and disbursements. Add lines 24 and 25	24,205,537.	752,044.		23,357,637.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	17,990,133.				
b Net investment income (if negative, enter -0-)		25,576,781.			
c Adjusted net income (if negative, enter -0-)			N/A		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. PUBLIC WELFARE FOUNDATION, INC.	Employer identification number (EIN) or 54-0597601
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1200 U STREET, NW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20009-4443	

Enter the Return code for the return that this application is for (file a separate application for each return) 014

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PUBLIC WELFARE FOUNDATION, INC.

• The books are in the care of ▶ **1200 U STREET, NW - WASHINGTON, DC 20009-4443**
 Telephone No. ▶ **202-965-1800** FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ▶ calendar year _____ or
 ▶ tax year beginning **NOV 1, 2012**, and ending **SEP 30, 2013**

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

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	335040.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	335040.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions PUBLIC WELFARE FOUNDATION, INC.	Employer identification number (EIN) or 54-0597601
	Number, street, and room or suite no. If a P.O. box, see instructions. 1200 U STREET, NW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20009-4443	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PUBLIC WELFARE FOUNDATION, INC.

• The books are in the care of **1200 U STREET, NW - WASHINGTON, DC 20009-4443**
Telephone No. **202-965-1800** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **AUGUST 15, 2014**.

5 For calendar year , or other tax year beginning **NOV 1, 2012**, and ending **SEP 30, 2013**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	335,040.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	335,040.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

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	97,219.	174,655.	174,655.
	2 Savings and temporary cash investments	12,519,053.	13,192,624.	13,192,624.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	3,317.		
	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	40,030.	52,696.	52,696.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	193,487,953.	170,661,556.	170,661,556.
	c Investments - corporate bonds STMT 11	75,040,345.	102,986,715.	102,986,715.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	171,257,077.	189,778,107.	189,778,107.	
14 Land, buildings, and equipment: basis ▶ 15,395,523.				
Less: accumulated depreciation STMT 13 ▶ 5,229,198.	10,341,531.	10,166,325.	10,166,325.	
15 Other assets (describe ▶ STATEMENT 14)	984,221.	1,140,468.	1,140,468.	
16 Total assets (to be completed by all filers)	463,770,746.	488,153,146.	488,153,146.	
Liabilities	17 Accounts payable and accrued expenses	1,553,513.	1,817,685.	
	18 Grants payable	4,187,500.	3,395,000.	
	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)	16,541,013.	16,012,685.		
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	447,229,733.	472,140,461.	
	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	447,229,733.	472,140,461.		
31 Total liabilities and net assets/fund balances	463,770,746.	488,153,146.		

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	447,229,733.
2 Enter amount from Part I, line 27a	2	17,990,133.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	6,920,595.
4 Add lines 1, 2, and 3	4	472,140,461.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	472,140,461.

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 95,399,025.		92,393,197.	3,005,828.
b 13,670,090.			13,670,090.
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			3,005,828.
b			13,670,090.
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	16,675,918.
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))
2011	23,781,937.	433,906,361.	.054809
2010	25,629,582.	458,403,589.	.055911
2009	26,814,705.	435,655,811.	.061550
2008	25,687,382.	399,975,625.	.064222
2007	25,248,258.	534,683,421.	.047221

2 Total of line 1, column (d)	2	.283713
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	.056743
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	442,589,725.
5 Multiply line 4 by line 3	5	25,113,869.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	255,768.
7 Add lines 5 and 6	7	25,369,637.
8 Enter qualifying distributions from Part XII, line 4	8	23,514,779.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	511,536.
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-)		2	0.
3 Add lines 1 and 2		3	511,536.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	511,536.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	720,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	720,040.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	208,504.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 208,504. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i> SEE STATEMENT 22	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ, CA, CO, CT, DC, FL, GA, HI, ID, IL, LA, MD, MN, MO, MS, NC, NM, NY, OK, RI, DE		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PUBLICWELFARE.ORG	13	X	
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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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 <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 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? **SEE STATEMENT 16** 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? Yes No
 If "Yes" to 6b, file Form 8870.

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		557,542.	87,973.	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
SEEMA GAJWANI 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	110,184.	32,704.	0.
DIANE CAMPER 1200 U ST, NW, WASHINGTON, DC 20009	COMMUNICATIONS OFFICER 40.00	114,779.	21,876.	0.
ROBERT SHULL 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	110,184.	22,963.	0.
KATAYOON MAJD 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	104,175.	22,832.	0.
ELLEN GORDON 1200 U ST, NW, WASHINGTON, DC 20009	CONTROLLER 40.00	102,208.	13,687.	0.
Total number of other employees paid over \$50,000				0

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 - 14 OLD DANBURY ROAD, PO BOX 812, WILTON, CT 06897-0812	INVESTMENT MANAGEMENT	276,919.
THE NORTHERN TRUST COMPANY - 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT CUSTODY	91,900.
CAPLIN & DRYSDALE, CHARTERED - ONE THOMAS CIRCLE, NW SUITE 1100, WASHINGTON, DC 20005	LEGAL SERVICES	74,778.
LAKE RESEARCH PARTNERS - 1726 M STREET, NW, SUITE 1100, WASHINGTON, DC 20036	PROGRAM CONSULTING	70,000.
BDO SEIDMAN, LLP - 7101 WISCONSIN AVE, STE 800, BETHESDA, MD 20814-4827	AUDIT/ HR CONSULTING SERVICES	61,972.
Total number of others receiving over \$50,000 for professional services		1

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 17	100,000.
2 SEE STATEMENT 18	59,800.
3 SEE STATEMENT 19	9,813.
4	

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	433,348,801.
b	Average of monthly cash balances	1b	14,350,610.
c	Fair market value of all other assets	1c	2,455,259.
d	Total (add lines 1a, b, and c)	1d	450,154,670.
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	449,329,670.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,739,945.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	442,589,725.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	20,249,808.

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	20,249,808.
2a Tax on investment income for 2012 from Part VI, line 5		2a	511,536.
b Income tax for 2012. (This does not include the tax from Part VI.)		2b	
c	Add lines 2a and 2b	2c	511,536.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,738,272.
4	Recoveries of amounts treated as qualifying distributions	4	31,548.
5	Add lines 3 and 4	5	19,769,820.
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	19,769,820.

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	23,357,637.
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	157,142.
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	23,514,779.
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	23,514,779.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				19,769,820.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	6,078,923.			
c From 2009	5,379,768.			
d From 2010	3,181,007.			
e From 2011	2,199,063.			
f Total of lines 3a through e	16,838,761.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 23,514,779.				
a Applied to 2011, 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 2012 distributable amount				19,769,820.
e Remaining amount distributed out of corpus	3,744,959.			
5 Excess distributions carryover applied to 2012 (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	20,583,720.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	20,583,720.			
10 Analysis of line 9:				
a Excess from 2008	6,078,923.			
b Excess from 2009	5,379,768.			
c Excess from 2010	3,181,007.			
d Excess from 2011	2,199,063.			
e Excess from 2012	3,744,959.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 20

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
A BETTER CHANCE 253 WEST 35TH ST., 6TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE. LOS ANGELES, CA 90011		PUBLIC CHARITY	GENERAL SUPPORT.	2,250.
ADVOCATES FOR YOUTH EDUCATION P.O. BOX 32360 CINCINNATI, OH 45232		PUBLIC CHARITY	GENERAL SUPPORT.	10,000.
ALABAMA CENTER FOR RURAL ENTERPRISE COMMUNITY DEVELOPMENT CORPORATION 122 COMMERCE STREET MONTGOMERY, AL 36104		PUBLIC CHARITY	GENERAL SUPPORT.	10,000.
AMERICAN PILGRIMS ON THE CAMINO 1514 CHANNING AVE PALO ALTO, CA 94303-2801		PUBLIC CHARITY	GENERAL SUPPORT.	100.
Total	SEE CONTINUATION SHEET(S)			20,192,300.
b Approved for future payment				
CAMPAIGN FOR YOUTH JUSTICE 1220 L STREET NW, SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	400,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE NW, SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL SUPPORT.	125,000.
CENTRO DE LOS DERECHOS DEL MIGRANTE 519 NORTH CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
Total	SEE CONTINUATION SHEET(S)			3,395,000.

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
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
BLACK BELT COMMUNITY FOUNDATION 609 LAUDERDALE ST SELMA, AL 36702		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
CALIFORNIA RURAL LEGAL ASSISTANCE, INC. 714 W. OLYMPIC BLVD., SUITE 450 LOS ANGELES, CA 90015		PUBLIC CHARITY	GENERAL SUPPORT.	4,000.
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH 1090 VERMONT AVE. NW, SUITE 400 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	320,000.
CAMPAIGN FOR YOUTH JUSTICE 1220 L STREET NW, SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	400,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE NW, SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL SUPPORT.	125,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE NW, SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL SUPPORT.	125,000.
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST ST, NE SUITE 510 WASHINGTON, DC 20002		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
CENTRO DE LOS DERECHOS DEL MIGRANTE 519 NORTH CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
Total from continuation sheets				20,167,450.

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
CHESAPEAKE HUMANE SOCIETY 123 N. BATTLEFIELD BLVD, SUITE D CHESAPEAKE, VA 23320		PUBLIC CHARITY	GENERAL SUPPORT.	100.
CHILDREN OF UGANDA P.O. BOX 659 CHARLES TOWN, WV 25414		PUBLIC CHARITY	GENERAL SUPPORT.	8,000.
CHORAL SOCIETY OF DURHAM 120 MORRIS ST. DURHAM, NC 27701		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
CITIZENS ALLIANCE ON PRISONS & PUBLIC SPENDING 824 N. CAPITOL AVENUE LANSING, MI 48906		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
COALITION OF IMMOKALEE WORKERS 110 S. 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
COLLEGETRACKS 5126 MANNING DRIVE BETHESDA, MD 20814		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
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 LAWYERS FOR YOUTH 1220 L STREET NW, SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	175,000.
DC VOLUNTEER LAWYERS PROJECT 5335 WISCONSIN AVE NW, SUITE 440 WASHINGTON, DC 20015		PUBLIC CHARITY	GENERAL SUPPORT.	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
DC VOTE 2000 P STREET, NW, SUITE 200 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
DEMOCRACY NORTH CAROLINA 1821 GREEN ST. DURHAM, NC 27705		PUBLIC CHARITY	GENERAL SUPPORT.	1,000.
FARMWORKER JUSTICE 1126 16TH STREET, NW SUITE 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
FOUNDATION CENTER 79 FIFTH AVENUE, SECOND FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	GENERAL SUPPORT.	30,000.
FRONT RANGE ECONOMIC STRATEGY CENTER 140 SHERIDAN BLVD DENVER, CO 80226		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
GARFIELD CENTER FOUNDATION PO BOX 37 CHESTERTOWN, MD 21620		PUBLIC CHARITY	GENERAL SUPPORT.	700.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN, NY 11238		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
GOODSPEED MUSICALS 6 MAIN ST., P.O. BOX A EAST HADDAM, CT 06423-0281		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
GUATEMALA HUMAN RIGHTS COMMISSION/USA 3321 12TH ST. NE WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL SUPPORT.	100.
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
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202		PUBLIC CHARITY	GENERAL SUPPORT.	350.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012		PUBLIC CHARITY	GENERAL SUPPORT.	2,250.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE, MD 21218		PUBLIC CHARITY	GENERAL SUPPORT.	500.
INDEPENDENT SECTOR 1602 L STREET, NW, SUITE 900 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	12,500.
INSTITUTE FOR SOUTHERN STUDIES P.O. BOX 531 DURHAM, NC 27702		PUBLIC CHARITY	GENERAL SUPPORT.	500.
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL 60660		PUBLIC CHARITY	GENERAL SUPPORT.	80,000.
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET NW, SUITE 150 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	250,000.
JUSTICE FOR FAMILIES 900 ALICE ST. SUITE 400 OAKLAND, CA 94607		PUBLIC CHARITY	GENERAL SUPPORT.	50,000.
JUSTICE INITIATIVES INSTITUTE 205 W. HIGHLAND AVE. SUITE 201 MILWAUKEE, WI 53203		PUBLIC CHARITY	GENERAL SUPPORT.	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
JUSTICE POLICY INSTITUTE 1012 14TH STREET, NW, SUITE 400 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	50,000.
JUVENILE JUSTICE INITIATIVE OF ILLINOIS 518 DAVIS, SUITE 211 EVANSTON, IL 60201		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
LEGAL AID SOCIETY OF THE DISTRICT OF COLUMBIA 1331 H ST. NW, SUITE 350 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
MACALASTER GROVELAND LIVING AT HOME BLOCK NURSE PROGRAM INC. 1671 SUMMIT AVE. ST. PAUL, MN 55105		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
MANASOTA ASALH 7428 EASTON COURT UNIVERSITY PARK, FL 34201		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
MEXICAN AMERICAN LEGAL DEFENSE AND EDUCATIONAL FUND 634 S. SPRING STREET, 11TH FLOOR LOS ANGELES, CA 90014		PUBLIC CHARITY	GENERAL SUPPORT.	4,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD, SUITE 206 BELLEVUE, WA 98005		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
MONTGOMERY COUNTY COALITION FOR THE HOMELESS 600 - B EAST GUDE DRIVE ROCKVILLE, MD 20850		PUBLIC CHARITY	GENERAL SUPPORT.	500.
NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES 601 PENNSYLVANIA AVE NW, SOUTH BUILDING, SUITE 900 WASHINGTON, DC 20004		PUBLIC CHARITY	GENERAL SUPPORT.	20,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, N.W., SUITE 200 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	35,000.
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
NATIONAL COSH 112 S. BLOUNT ST., STE 103A RALEIGH, NC 27601		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT.	125,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT.	250,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL ST., 29TH FLR NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
NEW COLLEGE FOUNDATION 29 JONES STREET MARTINSVILLE, VA 24112		PUBLIC CHARITY	GENERAL SUPPORT.	25,000.
NEW JERSEY WORK ENVIRONMENT COUNCIL 142 WEST STATE STREET, THIRD FLOOR TRENTON, NJ 8608		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
NONPROFIT ROUNDTABLE OF GREATER WASHINGTON 1201 15TH STREET, NW, SUITE 420 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
NORTH HOUSE FOLK SCHOOL P.O. BOX 759, 500 MINNESOTA HIGHWAY 61 W GRAND MARAIS, MN 55604		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
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.	5,000.
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
PANTHERA CORPORATION 8 WEST 40TH STREET, 18TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL SUPPORT.	100.
PARTNERSHIP FOR WORKING FAMILIES 1825 K STREET, NW, SUITE 210 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT.	225,000.
SCHOOL OF ST. CHARLES BORROMEO 211 W. 141 ST. NEW YORK, NY 10030		PUBLIC CHARITY	GENERAL SUPPORT.	5,000.
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES 706 GILBERT ST DURHAM, NC 27701		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
SPCA OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT.	700.
SPCA OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT.	1,000.
STOP HUNGER NOW 615 HILLSBOROUGH STREET, SUITE 200 RALEIGH, NC 27603		PUBLIC CHARITY	GENERAL SUPPORT.	100.
STUDENT/FARMWORKER ALLIANCE PO BOX 603 IMMOKALEE, FL 34142		PUBLIC CHARITY	GENERAL SUPPORT.	35,000.
SUITED FOR CHANGE 1000 VERMONT AVE NW, SUITE 420 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	500.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	20,000.
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
THE SENTENCING PROJECT 1705 DESALES ST., NW, 8TH FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	400,000.
TZU CHI FOUNDATION 1100 S. VALLEY CENTER AVENUE SAN DIMAS, CA 91773		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT.	115,000.
VIOLENCE POLICY CENTER 1730 RHODE ISLAND AVE., NW, SUITE 1014 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	2,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET, SUITE 800 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
WASHINGTON GRANTMAKERS 1400 SIXTEENTH STREET, N.W., SUITE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	21,350.
WASHINGTON LEGAL CLINIC FOR THE HOMELESS 1200 U STREET, NW, THIRD FLOOR WASHINGTON, DC 20009-4443		PUBLIC CHARITY	GENERAL SUPPORT.	500.
WILDERNESS INQUIRY 808 14TH AVENUE SE MINNEAPOLIS, MN 55414		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
WORKERS DEFENSE PROJECT 5604 MANOR RD AUSTIN, TX 78721		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
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
WORKING HANDS LEGAL CLINIC 401 S. LASALLE ST., SUITE 1400 CHICAGO, IL 60605		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
WORKSAFE 55 HARRISON STREET, SUITE 400 OAKLAND, CA 94607		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004-1130		PUBLIC CHARITY	GENERAL SUPPORT	50,000.
ACTION FOR CHILDREN NORTH CAROLINA 3109 POPLARWOOD COURT, SUITE 300 RALEIGH, NC 27604		PUBLIC CHARITY	SEE STATEMENT	85,200.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 740 15TH STREET, NW WASHINGTON, DC 20005-1009		PUBLIC CHARITY	SEE STATEMENT	100,000.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 740 15TH STREET, NW WASHINGTON, DC 20005-1009		PUBLIC CHARITY	SEE STATEMENT	100,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	SEE STATEMENT	150,000.
AMERICAN RED CROSS P.O. BOX 37295 WASHINGTON, DC 20013		PUBLIC CHARITY	SEE STATEMENT	100.
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20016-8141		PUBLIC CHARITY	SEE STATEMENT	200.
ANIMAL WELFARE LEAGUE OF ALEXANDRIA 4101 EISENHOWER AVENUE ALEXANDRIA, VA 22304-6436		PUBLIC CHARITY	SEE STATEMENT	700.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016		PUBLIC CHARITY	SEE STATEMENT	30,000.
ARKANSAS ADVOCATES FOR CHILDREN AND FAMILIES 1400 W. MARKHAM STREET, SUITE 306 LITTLE ROCK, AR 72201		PUBLIC CHARITY	SEE STATEMENT	320,000.
BARRY UNIVERSITY DIRECTOR, FINANCIAL GRANTS MANAGEMENT, BARRY UNIVERSITY, 11300 NE 2ND AVENUE MIAMI SHORES, FL 32806		PUBLIC CHARITY	SEE STATEMENT	20,000.
BARRY UNIVERSITY DIRECTOR, FINANCIAL GRANTS MANAGEMENT, BARRY UNIVERSITY, 11300 NE 2ND AVENUE MIAMI SHORES, FL 32806		PUBLIC CHARITY	SEE STATEMENT	150,000.
BE THE CHANGE 1875 K ST. NW, 5TH FLR WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	2,000.
BLUEGREEN ALLIANCE FOUNDATION 2828 UNIVERSITY AVE SE, SUITE 200 MINNEAPOLIS, MN 55414		PUBLIC CHARITY	SEE STATEMENT	180,000.
CARLETON COLLEGE ONE NORTH COLLEGE ST. NORTHFIELD, MN 55057		PUBLIC CHARITY	SEE STATEMENT	10,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	2,500.
CENTER FOR CHILDREN'S ADVOCACY 65 ELIZABETH STREET HARTFORD, CT 6105		PUBLIC CHARITY	SEE STATEMENT	150,000.
CENTER FOR EFFECTIVE GOVERNMENT 1742 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	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
CENTER FOR EFFECTIVE GOVERNMENT 1742 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	100,000.
CENTER FOR POPULAR DEMOCRACY 802 KENT AVENUE BROOKLYN, NY 11205		PUBLIC CHARITY	SEE STATEMENT	100,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, NW, SUITE 700 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	150,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, NW, SUITE 700 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	150,000.
CENTER FOR PUBLIC REPRESENTATION 22 GREEN STREET NORTHAMPTON, MA 01060		PUBLIC CHARITY	SEE STATEMENT	55,000.
CHILDREN'S LAW CENTER 1002 RUSSELL STREET COVINGTON, KY 41011		PUBLIC CHARITY	SEE STATEMENT	150,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004-1130		PUBLIC CHARITY	SEE STATEMENT	275,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004-1130		PUBLIC CHARITY	SEE STATEMENT	190,000.
COLORADO CRIMINAL DEFENSE INSTITUTE 955 BANNOCK STREET SUITE 200 DENVER, CO 80204		PUBLIC CHARITY	SEE STATEMENT	100,000.
COLOROFCHANGE.ORG EDUCATION FUND 1714 FRANKLIN ST., SUITE 100-136 OAKLAND, CA 94612		EXPENDITURE RESPONSIBILITY	SEE STATEMENT	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
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET, 7TH FLOOR BRONX, NY 10455		PUBLIC CHARITY	SEE STATEMENT	250,000.
COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION 1201 15TH STREET NW, SUITE 420 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	5,000.
COMMUNITY LAW IN ACTION, INC. 520 W. FAYETTE STREET, SUITE 140 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	170,000.
COMMUNITY RESOURCES FOR JUSTICE 355 BOYLSTON STREET BOSTON, MA 02116		PUBLIC CHARITY	SEE STATEMENT	500,000.
COUNCIL OF STATE GOVERNMENTS 100 WALL STREET, 20TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	SEE STATEMENT	450,000.
DC BAR FOUNDATION 2000 P STREET, N.W., SUITE 530 WASHINGTON, DC 20036-6964		PUBLIC CHARITY	SEE STATEMENT	13,000.
DEWEY SQUARE GROUP 1001 G ST. NW, SUITE 300 EAST WASHINGTON, DC 20001		EXPENDITURE RESPONSIBILITY	SEE STATEMENT	163,000.
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.
ECONOMIC POLICY INSTITUTE 1333 H STREET, NW, SUITE 300, EAST TOWER 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
EQUAL JUSTICE INITIATIVE OF ALABAMA EQUAL JUSTICE INITIATIVE MONTGOMERY, AL 36104		PUBLIC CHARITY	SEE STATEMENT	300,000.
EQUAL JUSTICE WORKS 1730 M STREET, N.W.SUITE 1010 WASHINGTON, DC 20036-4511		PUBLIC CHARITY	SEE STATEMENT	5,000.
FORTUNE SOCIETY 29-76 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101		PUBLIC CHARITY	SEE STATEMENT	200,000.
GEORGETOWN UNIVERSITY 37TH & O STREETS, N.W., BOX 571168 WASHINGTON, DC 20057-1168		PUBLIC CHARITY	SEE STATEMENT	300,000.
IN THESE TIMES 2040 N. MILWAUKEE AVENUE CHICAGO, IL 60647		PUBLIC CHARITY	SEE STATEMENT	80,000.
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL 60660		PUBLIC CHARITY	SEE STATEMENT	22,500.
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL 60660		PUBLIC CHARITY	SEE STATEMENT	170,000.
INTERNATIONAL ASSOCIATION OF CHIEFS OF POLICE 44 CANAL CENTER PLAZA, SUITE 200 ALEXANDRIA, VA 22314		PUBLIC CHARITY	SEE STATEMENT	100,000.
INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 WEST 5TH STREET, SUITE M320 LOS ANGELES, CA 90017		PUBLIC CHARITY	SEE STATEMENT	2,500.
JFA INSTITUTE 720 KEARNEY ST DENVER, CO 80220		PUBLIC CHARITY	SEE STATEMENT	175,000.
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
JUSTICE AT STAKE 717 D STREET, NW, SUITE 203 WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	160,000.
JUVENILE JUSTICE PROJECT OF LOUISIANA 1600 ORETHA CASTLE HALEY BLVD. NEW ORLEANS, LA 70113		PUBLIC CHARITY	SEE STATEMENT	100,000.
JUVENILE LAW CENTER 1315 WALNUT STREET - 4TH FLOOR PHILADELPHIA, PA 19107		PUBLIC CHARITY	SEE STATEMENT	330,000.
KARTEMQUIN EDUCATIONAL FILMS 1901 W. WELLINGTON CHICAGO, IL 60657		PUBLIC CHARITY	SEE STATEMENT	50,000.
KENTUCKY EQUAL JUSTICE CENTER 201 WEST SHORT STREET, SUITE 310 LEXINGTON, KY 40507		PUBLIC CHARITY	SEE STATEMENT	80,000.
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PARKWAY, SUITE 100 JEFFERSONTOWN, KY 40299		PUBLIC CHARITY	SEE STATEMENT	125,000.
LEGAL ACTION CENTER 225 VARICK STREET, 4TH FLOOR NEW YORK, NY 10014		PUBLIC CHARITY	SEE STATEMENT	400,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVENUE, SUITE A CHARLOTTESVILLE, VA 22903		PUBLIC CHARITY	SEE STATEMENT	25,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVE. #202 LOS ANGELES, CA 90017		PUBLIC CHARITY	SEE STATEMENT	500,000.
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN 55105		PUBLIC CHARITY	SEE STATEMENT	5,000.
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
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237		PUBLIC CHARITY	SEE STATEMENT	75,000.
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	SEE STATEMENT	75,000.
MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH 18 TREMONT STREET, SUITE 1120 BOSTON, MA 02108		PUBLIC CHARITY	SEE STATEMENT	100,000.
MEXICAN AMERICAN BAR FOUNDATION SOUTHWESTERN LAW SCHOOL, 9454 WILSHIRE BLVD, PENTHOUSE LOS ANGELES, CA 90212		PUBLIC CHARITY	SEE STATEMENT	5,000.
MISSISSIPPI CENTER FOR JUSTICE 5 OLD RIVER PLACE, SUITE 203 JACKSON, MS 39202		PUBLIC CHARITY	SEE STATEMENT	25,000.
NAACP LEGAL DEFENSE & EDUCATIONAL FUND 40 RECTOR ST. 5TH FLR NEW YORK, NY 10006		PUBLIC CHARITY	SEE STATEMENT	2,000.
NATIONAL ASSOCIATION OF COUNTIES RESEARCH FOUNDATION 25 MASSACHUSETTS AVENUE, NW, SUITE 500 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	220,000.
NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES 601 PENNSYLVANIA AVE NW, SOUTH BUILDING, SUITE 900 WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	30,000.
NATIONAL CENTER FOR STATE COURTS 300 NEWPORT AVE WILLIAMSBURG, VA 23185		PUBLIC CHARITY	SEE STATEMENT	300,000.
NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET, 15TH FLOOR OAKLAND, CA 94612-2701		PUBLIC CHARITY	SEE STATEMENT	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
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER, CO 80230		PUBLIC AGENCY	SEE STATEMENT	100,000.
NATIONAL CONSUMERS LEAGUE 1701 K STREET NW, SUITE 1200 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	100,000.
NATIONAL CRIMINAL JUSTICE ASSOCIATION 720 SEVENTH STREET, NW WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	100,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	100,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	350,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	25,000.
NATIONAL HEALTH LAW PROGRAM 101 E. WEAVER STREET, SUITE G-7 CARRBORO, NC 27510		PUBLIC CHARITY	SEE STATEMENT	25,000.
NATIONAL INDIAN CHILD WELFARE ASSOCIATION 5100 SW MACADAM AVENUE, SUITE 300 PORTLAND, OR 97239		PUBLIC CHARITY	SEE STATEMENT	150,000.
NATIONAL LEGAL AID AND DEFENDER ASSOCIATION 1140 CONNECTICUT AVE, NW, SUITE 900 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	100,000.
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1875 CONNECTICUT AVENUE, NW, SUITE 650 WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	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
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	100,000.
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUBLIC INTEREST 941 O STREET, SUITE 920 LINCOLN, NE 68508		PUBLIC CHARITY	SEE STATEMENT	85,000.
NEIGHBORHOOD FUNDERS GROUP 1201 CONNECTICUT AVENUE, NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	37,500.
NEIGHBORHOOD LEGAL SERVICES PROGRAM FOR THE DISTRICT OF COLUMBIA 680 RHODE ISLAND AVE., NE WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	10,000.
NEIGHBORHOOD LEGAL SERVICES PROGRAM FOR THE DISTRICT OF COLUMBIA 680 RHODE ISLAND AVE., NE WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	22,000.
NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE 60 PARK PLACE, SUITE 511 NEWARK, NJ 07102		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEW MEXICO CENTER ON LAW AND POVERTY 924 PARK AVENUE, SW, SUITE C ALBUQUERQUE, NM 87102		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND 1133 19TH ST NW, SUITE 850 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	2,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE., NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	700,000.
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	SEE STATEMENT	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
NORTHWESTERN UNIVERSITY OFFICE OF RESEARCH & SPONSORED PRO., 750 NORTH LAKE SHORE DRIVE, 7TH FLOOR CHICAGO, IL 60611-3008		PUBLIC CHARITY	SEE STATEMENT	180,000.
ONE DC P.O. BOX 26049 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	15,000.
ORGANIZATION FOR YOUTH EMPOWERMENT 3351 18TH STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	SEE STATEMENT	20,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	SEE STATEMENT	50,000.
POINTS OF LIGHT FOUNDATION 600 MEANS ST. NW, SUITE 210 ATLANTA, GA 30303		PUBLIC CHARITY	SEE STATEMENT	1,000.
POINTS OF LIGHT FOUNDATION 600 MEANS ST. NW, SUITE 210 ATLANTA, GA 30303		PUBLIC CHARITY	SEE STATEMENT	2,500.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE UNIVERSITY HALL, FIRST FLR, HARVARD YARD CAMBRIDGE, MA 02138		PUBLIC CHARITY	SEE STATEMENT	5,000.
PRISON POLICY INITIATIVE 69 GARFIELD AVE FLOOR 1 EASTHAMPTON, MA 01027		PUBLIC CHARITY	SEE STATEMENT	200,000.
PRO BONO INSTITUTE 1025 CONNECTICUT AVENUE, NW, SUITE 205 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	55,000.
PRO BONO NET 151 W. 30TH STREET, 10TH FLOOR NEW YORK, NY 10001		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
PROGRESSIVE STATES NETWORK 82 WALL STREET, SUITE 200 NEW YORK, NY 10005		PUBLIC CHARITY	SEE STATEMENT	200,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET, NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	200,000.
PUBLIC HEALTH ADVOCACY INSTITUTE AT NORTHEASTERN UNIVERSITY SCHOOL OF LAW, 360 HUNTINGTON AVENUE, 117 CUSHING BOSTON, MA 02115		PUBLIC CHARITY	SEE STATEMENT	200,000.
PUBLIC JUSTICE CENTER 1 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	300,000.
PUBLIC JUSTICE CENTER 1 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	25,000.
PUBLIC JUSTICE CENTER 1 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	15,000.
PURCELL MARIAN HIGH SCHOOL 2935 HACKBERRY STREET CINCINNATI, OH 45206		PUBLIC CHARITY	SEE STATEMENT	10,000.
PURCELL MARIAN HIGH SCHOOL 2935 HACKBERRY STREET CINCINNATI, OH 45206		PUBLIC CHARITY	SEE STATEMENT	2,000.
PYRAMID ATLANTIC 8230 GEORGIA AVE. NW SILVER SPRING, MD 20910		PUBLIC CHARITY	SEE STATEMENT	10,000.
REGIONAL YOUTH ADULT SOCIAL ACTION PARTENRSHIP 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605		PUBLIC CHARITY	SEE STATEMENT	125,000.
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
RESEARCH FOUNDATION OF THE CITY UNIVERSITY OF NEW YORK 230 WEST 41 STREET NEW YORK, NY 10036		PUBLIC CHARITY	SEE STATEMENT	200,000.
ROC UNITED 350 SEVENTH AVE, SUITE 1504 NEW YORK, NY 10001		PUBLIC CHARITY	SEE STATEMENT	150,000.
SEATTLE UNIVERSITY ADVANCEMENT SERVICES, 901 12TH AVE.. PO BOX 222000 SEATTLE, WA 98122		PUBLIC CHARITY	SEE STATEMENT	1,000.
SEATTLE UNIVERSITY ADVANCEMENT SERVICES, 901 12TH AVE., PO BOX 222000 SEATTLE, WA 98122		PUBLIC CHARITY	SEE STATEMENT	1,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104		PUBLIC CHARITY	SEE STATEMENT	150,000.
STANFORD UNIVERSITY 2700 SAND HILL ROAD MENLO PARK, CA 94025		PUBLIC CHARITY	SEE STATEMENT	1,000.
TEXANS CARE FOR CHILDREN 811 TRINITY, SUITE A AUSTIN, TX 78701		PUBLIC CHARITY	SEE STATEMENT	100,000.
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	SEE STATEMENT	110,000.
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVE. STE. 400 AUSTIN, TX 78701		PUBLIC CHARITY	SEE STATEMENT	300,000.
THE AMERICAN PROSPECT 1710 RHODE ISLAND AVE NW, FL. 12 WASHINGTON, DC 20036		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
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	80,000.
THE GEORGE WASHINGTON UNIVERSITY DEPARTMENT OF HEALTH POLICY, SCHOOL OF PUBLIC HEALTH & HEALTH SERVICES, 2021 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	100,000.
THE SCHILLER CENTER 524 PITT ST. ALEXANDRIA, VA 22134		PUBLIC CHARITY	SEE STATEMENT	1,000.
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	16,500.
TIMEBANKS USA 5500 39TH ST NW WASHINGTON, DC 20015		PUBLIC CHARITY	SEE STATEMENT	50,000.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK COLUMBIA UNIVERSITY OFFICE OF SPONSORED PROJECTS ADMINISTRATION, 615 WEST 13 NEW YORK, NY 10027		PUBLIC CHARITY	SEE STATEMENT	25,000.
TWIN CITIES RISE! 800 WASHINGTON AVE N., SUITE 203 MINNEAPOLIS, MN 55401		PUBLIC CHARITY	SEE STATEMENT	2,500.
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION MARYLAND FRANCIS KING CAREY SCHOOL OF LAW, 500 WEST BALTIMORE STREET BALTIMORE, MD 21201-1786		PUBLIC CHARITY	SEE STATEMENT	50,000.
UNIVERSITY OF MISSISSIPPI P.O. BOX 1848 UNIVERSITY, MS 38677		PUBLIC CHARITY	SEE STATEMENT	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
UNIVERSITY OF TEXAS FOUNDATION THE UNIVERSITY OF TEXAS AT BROWNSVILLE, 80 FORT BROWN BROWNSVILLE, TX 78520		PUBLIC CHARITY	SEE STATEMENT	5,000.
UNIVERSITY OF TEXAS FOUNDATION POST OFFICE BOX 250 AUSTIN, TX 78767-0250		PUBLIC CHARITY	SEE STATEMENT	2,000.
UNIVERSITY OF TEXAS FOUNDATION POST OFFICE BOX 250 AUSTIN, TX 78767-0250		PUBLIC CHARITY	SEE STATEMENT	15,000.
WASHINGTON BALLET 3515 WISCONSIN AVE NW WASHINGTON, DC 20016		PUBLIC CHARITY	SEE STATEMENT	15,000.
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET, N.W., SUITE 510 WASHINGTON, DC 20036-4907		PUBLIC CHARITY	SEE STATEMENT	3,000.
WOMEN'S FOUNDATION OF MINNESOTA 155 FIFTH AVE. SOUTH, SUITE 900 MINNEAPOLIS, MN 55401-2549		PUBLIC CHARITY	SEE STATEMENT	2,500.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 107 SAN JOSE, CA 95125		PUBLIC CHARITY	SEE STATEMENT	100,000.
YOUTH ADVOCATE PROGRAMS, INC. 2007 N. 3RD ST. HARRISBURG, PA 17102		PUBLIC CHARITY	SEE STATEMENT	75,000.
YOUTH RADIO 1701 BROADWAY OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	125,000.
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 COALITION 670 SANTA FE DRIVE DENVER, CO 80204		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
FARMWORKER JUSTICE 1126 16TH STREET, NW SUITE 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN, NY 11238		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL 60660		PUBLIC CHARITY	GENERAL SUPPORT.	80,000.
JUVENILE JUSTICE INITIATIVE OF ILLINOIS 518 DAVIS, SUITE 211 EVANSTON, IL 60201		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
NATIONAL COSH 112 S. BLOUNT ST., STE 103A RALEIGH, NC 27601		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT.	115,000.
WORKING HANDS LEGAL CLINIC 401 S. LASALLE ST., SUITE 1400 CHICAGO, IL 60605		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
WORKSAFE 55 HARRISON STREET, SUITE 400 OAKLAND, CA 94607		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE. NW, # 150-513 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	250,000.
Total from continuation sheets				2,720,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	275,000.
ECONOMIC POLICY INSTITUTE 1333 H STREET, NW, SUITE 300, EAST TOWER WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	75,000.
IN THESE TIMES 2040 N. MILWAUKEE AVENUE CHICAGO, IL 60647		PUBLIC CHARITY	SEE STATEMENT	80,000.
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL 60660		PUBLIC CHARITY	SEE STATEMENT	170,000.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER, CO 80230		PUBLIC AGENCY	SEE STATEMENT	100,000.
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	100,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET, NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	200,000.
PUBLIC HEALTH ADVOCACY INSTITUTE AT NORTHEASTERN UNIVERSITY SCHOOL OF LAW, 60 HUNTINGTON AVENUE, 117 CUSHING BOSTON, MA 02115		PUBLIC CHARITY	SEE STATEMENT	200,000.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 107 SAN JOSE, CA 95125		PUBLIC CHARITY	SEE STATEMENT	100,000.
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 - ACTION FOR CHILDREN NORTH CAROLINA

SUPPORT FOR A CAMPAIGN TO END THE AUTOMATIC ADULT PROSECUTION OF 16- AND 17-YEAR OLDS AND WORK TO EXPAND EVIDENCE-BASED ALTERNATIVES TO YOUTH INCARCERATION.

NAME OF RECIPIENT - AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION

SUPPORT FOR THE ORGANIZATION'S CRIMINAL JUSTICE SECTION'S RACIAL JUSTICE IMPROVEMENT PROJECT, WHICH SEEKS TO REDUCE CRIMINAL JUSTICE RACIAL DISPARITIES IN TARGET SITES USING DATA ANALYSIS AND STAKEHOLDER CONSENSUS.

NAME OF RECIPIENT - AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION

SUPPORT TO EVALUATE AND CONTINUE TO STRENGTHEN THE ACCESS TO JUSTICE COMMISSION EXPANSION PROJECT.

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 RED CROSS

SUPERSTORM SANDY RELIEF EFFORTS.

NAME OF RECIPIENT - AMERICAN UNIVERSITY

SUPPORT FOR THE POYNTER ENDOWMENT.

Part XV Supplementary Information

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

NAME OF RECIPIENT - ANIMAL WELFARE LEAGUE OF ALEXANDRIA

\$300 FOR SARAH'S FUND AND \$400 FOR ROSEMARY'S SENIOR FUND.

NAME OF RECIPIENT - ARIZONA COMMUNITY FOUNDATION

ANNUAL CONTRIBUTION TO GRANTMAKERS INCOME SECURITY TASK FORCE.

NAME OF RECIPIENT - ARKANSAS ADVOCATES FOR CHILDREN AND FAMILIES

SUPPORT FOR ADVOCACY TO EXPAND THE USE OF ALTERNATIVES TO YOUTH

INCARCERATION IN ARKANSAS.

NAME OF RECIPIENT - BARRY UNIVERSITY

SUPPORT FOR STRATEGIC PLANNING FOR THE YOUTH DEFENSE INSTITUTE TO

DEVELOP A COORDINATED LITIGATION STRATEGY TO CHALLENGE FLORIDA'S

PROSECUTION OF YOUTH AS ADULTS.

NAME OF RECIPIENT - BARRY UNIVERSITY

SUPPORT FOR THE YOUTH DEFENSE INSTITUTE TO COORDINATE STRATEGIC

LITIGATION CHALLENGING FLORIDA'S PROSECUTION OF YOUTH IN ADULT COURTS.

NAME OF RECIPIENT - BE THE CHANGE

SUPPORT FOR SERVICENATION'S ACTIVITIES RELATED TO THE 20TH ANNIVERSARY

OF AMERICORPS.

NAME OF RECIPIENT - BLUEGREEN ALLIANCE FOUNDATION

SUPPORT FOR ADVOCACY AND ORGANIZING TO PROMOTE OCCUPATIONAL HEALTH AND

SAFETY.

NAME OF RECIPIENT - CARLETON COLLEGE

Part XV Supplementary Information

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

SUPPORT FOR FINANCIAL AID.

NAME OF RECIPIENT - CENTER FOR AMERICAN PROGRESS

SUPPORT FOR HONORARIA FOR TWO RESEARCHERS WHO WILL CONTRIBUTE ARTICLES AND OTHER WRITINGS ON NATIONAL SERVICE.

NAME OF RECIPIENT - CENTER FOR CHILDREN'S ADVOCACY

SUPPORT TO WORK LOCALLY AND STATEWIDE TO REDUCE RACIAL AND ETHNIC DISPARITIES IN CONNECTICUT'S JUVENILE JUSTICE SYSTEM.

NAME OF RECIPIENT - CENTER FOR EFFECTIVE GOVERNMENT

SUPPORT FOR A CAMPAIGN TO ADVANCE A PUBLIC NARRATIVE ABOUT THE IMPORTANCE OF GOVERNMENT.

NAME OF RECIPIENT - CENTER FOR EFFECTIVE GOVERNMENT

SUPPORT FOR RESEARCH AND ADVOCACY TO IMPROVE THE FEDERAL REGULATORY PROCESS.

NAME OF RECIPIENT - CENTER FOR POPULAR DEMOCRACY

SUPPORT FOR A CONVENING ON WORKER JUSTICE.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT FOR THE ORGANIZATION'S JUVENILE JUSTICE REPORTING BEAT TO CONDUCT INDEPENDENT INVESTIGATIVE REPORTING ON JUVENILE JUSTICE ISSUES.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT TO A NONPROFIT DEDICATED TO PRODUCING ORIGINAL INVESTIGATIVE JOURNALISM THAT HOLDS POLICYMAKERS ACCOUNTABLE TO THE PUBLIC, FOR A

Part XV Supplementary Information

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

WORKERS' RIGHTS REPORTING BEAT.

NAME OF RECIPIENT - CENTER FOR PUBLIC REPRESENTATION

SUPPORT TO PROVIDE TRAINING AND TECHNICAL ASSISTANCE REGARDING

ALTERNATIVES TO INCARCERATION FOR YOUTH IN ALABAMA'S JUVENILE JUSTICE

SYSTEM.

NAME OF RECIPIENT - CHILDREN'S LAW CENTER

SUPPORT FOR CONTINUED ADVOCACY, EDUCATION AND RESEARCH TO REDUCE YOUTH

DETENTION AND INCARCERATION RATES IN THE JUVENILE JUSTICE SYSTEM, AND

DECREASE THE NUMBER OF YOUTH TRIED AS ADULTS IN OHIO.

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

SUPPORT FOR THE NATIONAL JUVENILE JUSTICE NETWORK FOR A FISCAL POLICY

CENTER TO PROVIDE TECHNICAL ASSISTANCE ON BUDGET ANALYSIS TO JUVENILE

JUSTICE ADVOCATES AND A YOUTH JUSTICE LEADERSHIP INSTITUTE TO BUILD

LEADERSHIP SKILLS AMONG JUVENILE JUSTICE ADVOCATES OF COLOR.

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

SUPPORT TO PROVIDE RESOURCES, TRAINING AND TECHNICAL ASSISTANCE TO

JUDGES, POLICYMAKERS AND PRACTITIONERS ON THE DEINSTITUTIONALIZATION OF

STATUS OFFENDERS.

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

Part XV Supplementary Information

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

SUPPORT TO UTILIZE CUTTING-EDGE TECHNOLOGICAL INNOVATIONS IN ONLINE ORGANIZING TO ENGAGE MORE PEOPLE IN CRIMINAL JUSTICE REFORM ADVOCACY, INCLUDING PRETRIAL REFORM.

NAME OF RECIPIENT - COMMUNITY CONNECTIONS FOR YOUTH

SUPPORT TO PROVIDE TRAINING AND TECHNICAL ASSISTANCE TO SUPPORT COMMUNITY-LED EFFORTS TO REDUCE RACIAL AND ETHNIC DISPARITIES IN THE JUVENILE JUSTICE SYSTEM.

NAME OF RECIPIENT - COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION

SUPPORT FOR THE JUVENILE JUSTICE WORK GROUP OF THE YOUTH TRANSITION FUNDERS GROUP.

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 - COMMUNITY RESOURCES FOR JUSTICE

SUPPORT FOR THE CRIME AND JUSTICE INSTITUTE TO EXPAND ITS ABILITY TO PROVIDE EXPERT TECHNICAL ASSISTANCE AND TRAINING FOR PRETRIAL DETENTION REFORM AND TO HELP TWO CALIFORNIA COUNTIES WITH PRETRIAL REFORM IMPLEMENTATION.

NAME OF RECIPIENT - COUNCIL OF STATE GOVERNMENTS

\$180,000 IN SUPPORT OF GENERAL OPERATIONS OF THE COUNCIL OF STATE GOVERNMENTS' JUSTICE CENTER AND \$270,000 TO THE JUSTICE CENTER TO DEVELOP EXPERTISE IN THE AREA OF PRETRIAL JUSTICE AND ASSIST IN IMPLEMENTATION OF PRETRIAL REFORM PROJECTS.

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

NAME OF RECIPIENT - DC BAR FOUNDATION

SUPPORT FOR A SPECIAL FUNDRAISING AND CAPACITY BUILDING EFFORT TO INCREASE RESOURCES FOR AND ACCESS TO CIVIL LEGAL AID IN THE DISTRICT OF COLUMBIA.

NAME OF RECIPIENT - DEWEY SQUARE GROUP

SUPPORT TO DESIGN AND EXECUTE A COMMUNICATIONS CAMPAIGN TO SUPPORT THE PRETRIAL ADVOCACY FIELD IN INFLUENCING KEY DECISION AND POLICYMAKERS ACROSS THE NATION TO EMBRACE PRETRIAL REFORM.

NAME OF RECIPIENT - DRUG POLICY ALLIANCE

SUPPORT TO ADVANCE SENTENCING AND PRETRIAL DETENTION REFORMS THAT WOULD REDUCE INCARCERATION RATES IN NEW JERSEY.

NAME OF RECIPIENT - DWIGHT HALL AT YALE

SUPPORT FOR STUDENT-LED SOCIAL JUSTICE ACTIVITIES AND PROGRAMS.

NAME OF RECIPIENT - ECONOMIC POLICY INSTITUTE

SUPPORT FOR THE ORGANIZATION'S ECONOMIC SECURITY AND WORKERS' RIGHTS PROGRAM.

NAME OF RECIPIENT - EQUAL JUSTICE INITIATIVE OF ALABAMA

SUPPORT TO CHALLENGE THE UNDERREPRESENTATION OF AFRICAN AMERICANS ON CRIMINAL JURIES IN THE SOUTH AND ADVOCATE FOR THE REFORM OF PAROLE POLICIES THAT CONTRIBUTE TO ALABAMA'S HIGH RATE OF INCARCERATION.

NAME OF RECIPIENT - EQUAL JUSTICE WORKS

Part XV Supplementary Information

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

SUPPORT FOR THE EDELMAN FAMILY FELLOWSHIP.

NAME OF RECIPIENT - FORTUNE SOCIETY

SUPPORT TO ADVANCE SENTENCING REFORM EFFORTS IN NEW YORK STATE THROUGH COALITION BUILDING, MEDIA ADVOCACY AND PARTICIPATION IN THE STATE'S SENTENCING COMMISSION.

NAME OF RECIPIENT - GEORGETOWN UNIVERSITY

SUPPORT TO THE CENTER FOR JUVENILE JUSTICE REFORM AT GEORGETOWN UNIVERSITY PUBLIC POLICY INSTITUTE TO CONVENE THE JUVENILE JUSTICE LEADERSHIP NETWORK AND PUBLIC INFORMATION OFFICER LEARNING COLLABORATIVE.

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 - INTERFAITH WORKER JUSTICE

SUPPORT TO TRAIN WORK CENTERS ON HEALTH AND SAFETY ISSUES.

NAME OF RECIPIENT - INTERFAITH WORKER JUSTICE

SUPPORT WORKPLACE HEALTH AND SAFETY ADVOCACY.

NAME OF RECIPIENT - INTERNATIONAL ASSOCIATION OF CHIEFS OF POLICE

SUPPORT TO RAISE AWARENESS AND UNDERSTANDING ABOUT THE NEED FOR PRETRIAL DETENTION REFORM AMONG LAW ENFORCEMENT LEADERS THROUGHOUT THE COUNTRY, ENCOURAGING THEM TO TAKE A LEADERSHIP ROLE ON THE ISSUE OF

Part XV Supplementary Information

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

PRETRIAL POLICY.

NAME OF RECIPIENT - INTERNATIONAL DOCUMENTARY ASSOCIATION

SUPPORT FOR THE DOCUMENTARY FILM 'PUSH OUT.'

NAME OF RECIPIENT - JFA INSTITUTE

SUPPORT TO PROVIDE ONGOING TECHNICAL ASSISTANCE, RESEARCH AND REPORTING
IN EFFORTS TO IMPLEMENT A NEW PRETRIAL SERVICES PROGRAM IN LOS ANGELES
COUNTY, AND TARGETED PRETRIAL TECHNICAL ASSISTANCE ELSEWHERE.

NAME OF RECIPIENT - JUSTICE AT STAKE

SUPPORT FOR THE ORGANIZATION'S 'FAIR COURTS IN THE STATES' PROJECT,
WHICH AIMS TO PROTECT AGAINST EFFORTS TO UNDERMINE THE INDEPENDENCE OF
THE JUDICIARY.

NAME OF RECIPIENT - JUVENILE JUSTICE PROJECT OF LOUISIANA

SUPPORT TO ADVOCATE FOR THE DEINCARCERATION OF YOUTH AND CONDUCT
STRATEGIC ORGANIZATIONAL PLANNING.

NAME OF RECIPIENT - JUVENILE LAW CENTER

SUPPORT TO IMPLEMENT JUVENILE JUSTICE SYSTEM REFORMS IN PENNSYLVANIA,
BRING LITIGATION CHALLENGES TO LAWS ALLOWING YOUTH TO BE TRIED AS
ADULTS AND DEVELOP STRATEGIES TO REDUCE LENGTHS OF STAY FOR
INCARCERATED YOUTH.

NAME OF RECIPIENT - KARTEMQUIN EDUCATIONAL FILMS

SUPPORT FOR A DOCUMENTARY FILM PRODUCED BY JUSTICE PROJECT LLC ABOUT
THE 'KIDS FOR CASH' JUDICIAL CORRUPTION SCANDAL IN LUZERNE COUNTY,

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

PENNSYLVANIA.

NAME OF RECIPIENT - KENTUCKY EQUAL JUSTICE CENTER

SUPPORT FOR CONTINUING EFFORTS TO BRING ABOUT POLICY REFORMS THAT WOULD BENEFIT LOW-INCOME WORKERS IN KENTUCKY, INCLUDING IMPROVING ACCESS TO PRIVATE COUNSEL FOR WAGE THEFT CLAIMS AND PROTECTING WORKERS FROM MISCLASSIFICATION AS INDEPENDENT CONTRACTORS.

NAME OF RECIPIENT - KENTUCKY YOUTH ADVOCATES

SUPPORT TO PARTNER WITH CHILDREN'S LAW CENTER TO ADVOCATE FOR DEINSTITUTIONALIZING YOUTH CHARGED WITH STATUS AND LOW-LEVEL DELINQUENT OFFENSES IN KENTUCKY.

NAME OF RECIPIENT - LEGAL ACTION CENTER

SUPPORT TO EXPLORE OPPORTUNITIES TO REDUCE JAIL POPULATIONS BY DIVERTING TO THE PUBLIC HEALTH SYSTEM CERTAIN PEOPLE WHO WOULD OTHERWISE BE DETAINED PRETRIAL, TAKING ADVANTAGE OF EXPANDED MEDICAID COVERAGE RESULTING FROM THE FEDERAL HEALTH CARE REFORM.

NAME OF RECIPIENT - LEGAL AID JUSTICE CENTER

SUPPORT TO EXPAND CIVIL LEGAL AID THROUGH THE NOVEL USE OF A NEW TECHNOLOGY TO IMPROVE PRO BONO CASE MANAGEMENT.

NAME OF RECIPIENT - LOS ANGELES ALLIANCE FOR A NEW ECONOMY

SUPPORT FOR THE CLEAN AND SAFE PORTS CAMPAIGN.

NAME OF RECIPIENT - MACALESTER COLLEGE

SUPPORT FOR RENOVATION OF THE FINE ARTS BUILDING.

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

NAME OF RECIPIENT - MAKE THE ROAD NEW YORK

SUPPORT FOR THE WORKPLACE JUSTICE PROGRAM.

NAME OF RECIPIENT - MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH

SUPPORT THE EFFORTS TO IMPLEMENT A NEW LAW REGARDING LABOR CONTRACTORS.

NAME OF RECIPIENT - MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH

SUPPORT TO ADVANCE CRIMINAL JUSTICE POLICY REFORM IN MASSACHUSETTS.

NAME OF RECIPIENT - MEXICAN AMERICAN BAR FOUNDATION

SUPPORT FOR LAW SCHOOL SCHOLARSHIPS FOR LATINO STUDENTS IN AREA SCHOOLS.

NAME OF RECIPIENT - MISSISSIPPI CENTER FOR JUSTICE

SUPPORT TO ASSIST LEGAL SERVICES ORGANIZATIONS AND PRO BONO ATTORNEYS IN NEW JERSEY AND NEW YORK WITH HURRICANE SANDY LEGAL RECOVERY EFFORTS.

NAME OF RECIPIENT - NAACP LEGAL DEFENSE & EDUCATIONAL FUND

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.

Part XV Supplementary Information

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

NAME OF RECIPIENT - NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES
 SUPPORT TO EXPLORE HOW TO DIVERT PRETRIAL DEFENDANTS FROM INCARCERATION
 BY TAPPING INTO THE PROMISE OF HEALTH CARE REFORM.

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

NAME OF RECIPIENT - NATIONAL CENTER FOR YOUTH LAW
 SUPPORT TO RAISE AWARENESS OF THE ROLE OF IMPLICIT BIAS IN CREATING
 RACIAL DISPARITIES IN JUVENILE JUSTICE.

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 CONSUMERS LEAGUE
 SUPPORT FOR THE ORGANIZATION'S SPECIAL PROJECT ON WAGE THEFT.

NAME OF RECIPIENT - NATIONAL CRIMINAL JUSTICE ASSOCIATION
 SUPPORT TO ELEVATE THE ISSUE OF PRETRIAL DETENTION REFORM THROUGH
 EDUCATION AND TECHNICAL ASSISTANCE AMONG STATE ADMINISTERING AGENCIES,
 WHO DISTRIBUTE AND MONITOR FEDERAL AND STATE CRIMINAL JUSTICE FORMULA
 GRANTS.

NAME OF RECIPIENT - NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE
 SUPPORT FOR RESEARCH, ADVOCACY AND STRATEGIC COORDINATION OF WORKERS'
 COMPENSATION REFORM.

Part XV Supplementary Information

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

NAME OF RECIPIENT - NATIONAL EMPLOYMENT LAW PROJECT

SUPPORT TO CONTINUE A COORDINATED NATIONAL CAMPAIGN TO REDUCE UNNECESSARY STRUCTURAL BARRIERS TO EMPLOYMENT FOR PEOPLE WITH CRIMINAL RECORDS.

NAME OF RECIPIENT - NATIONAL EMPLOYMENT LAW PROJECT

SUPPORT TO HIGHLIGHT WORKER PERSPECTIVES FOR THE DEPARTMENT OF LABOR'S CELEBRATION OF THE 75TH ANNIVERSARY OF THE FAIR LABOR STANDARDS ACT AND TO ADDRESS ISSUES RELATED TO UNEMPLOYMENT INSURANCE.

NAME OF RECIPIENT - NATIONAL HEALTH LAW PROGRAM

SUPPORT TO PROVIDE RESEARCH AND EXPERT TECHNICAL ASSISTANCE IN SUPPORT OF THE DEVELOPMENT OF A MODEL PRETRIAL PROGRAM TO DIVERT PRETRIAL DEFENDANTS FROM INCARCERATION USING BEHAVIORAL HEALTH TREATMENT SERVICES AVAILABLE THROUGH THE AFFORDABLE CARE ACT.

NAME OF RECIPIENT - NATIONAL INDIAN CHILD WELFARE ASSOCIATION

SUPPORT TO PRODUCE AND DISSEMINATE A REPORT ON EFFECTIVE WAYS TO REDUCE THE OVER-REPRESENTATION OF NATIVE AMERICAN YOUTH IN JUVENILE JUSTICE SYSTEMS.

NAME OF RECIPIENT - NATIONAL LEGAL AID AND DEFENDER ASSOCIATION

SUPPORT FOR TECHNICAL ASSISTANCE AND ADVOCACY TO INCREASE ACCESS TO FEDERAL RESOURCES FOR CIVIL LEGAL SERVICE ORGANIZATIONS NATIONALLY.

NAME OF RECIPIENT - NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES

SUPPORT FOR THE ORGANIZATION'S WORK AND FAMILY PROGRAM.

Part XV Supplementary Information

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

NAME OF RECIPIENT - NATIONAL PUBLIC RADIO

SUPPORT FOR ON-AIR COVERAGE OF ISSUES RELATED TO LOW-WAGE WORKERS' RIGHTS.

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

SUPPORT TO IMPROVE HEALTH AND SAFETY POLICIES FOR MEATPACKING WORKERS.

NAME OF RECIPIENT - NEIGHBORHOOD FUNDERS GROUP

SUPPORT FOR THE WORKING GROUP ON LABOR AND COMMUNITY PARTNERSHIPS, A NETWORK OF FUNDERS WHO SUPPORT WORKERS' RIGHTS.

NAME OF RECIPIENT - NEIGHBORHOOD LEGAL SERVICES PROGRAM FOR THE DISTRICT OF COLUMBIA

SUPPORT FOR ORGANIZATIONAL STRATEGIC PLANNING WITH THE HELP OF A CONSULTANT.

NAME OF RECIPIENT - NEIGHBORHOOD LEGAL SERVICES PROGRAM FOR THE DISTRICT OF COLUMBIA

SUPPORT TO UNDERTAKE A COMMUNITY LISTENING AND ENGAGEMENT STUDY WITH LOW-INCOME RESIDENTS TO ASSESS FROM THEIR PERSPECTIVES CHALLENGES AND BARRIERS TO ADDRESSING LEGAL NEEDS OF LOW-INCOME COMMUNITIES IN THE DISTRICT OF COLUMBIA.

NAME OF RECIPIENT - NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE

SUPPORT TO ADVOCATE FOR REFORMS TO REDUCE THE RELIANCE ON INCARCERATION IN THE JUVENILE JUSTICE SYSTEM AND THE TRANSFER OF YOUTH TO THE ADULT

Part XV Supplementary Information

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

SYSTEM IN NEW JERSEY.

NAME OF RECIPIENT - NEW MEXICO CENTER ON LAW AND POVERTY

SUPPORT FOR THE ORGANIZATION'S PROGRAM TO IMPROVE LEGAL PROTECTIONS FOR
NEW MEXICO'S POOREST WORKERS.

NAME OF RECIPIENT - NEW ORGANIZING INSTITUTE EDUCATION FUND

SUPPORT FOR COLOROFCHANGE EDUCATION FUND.

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT TO HOUSE A COLLECTIVE COMMUNICATIONS INITIATIVE THAT WILL
CREATE A COMMON NARRATIVE IN THE MEDIA, CASTING A SPOTLIGHT ON THE
VITAL ROLE OF CIVIL LEGAL AID, ULTIMATELY LEADING TO INCREASED
ATTENTION, SUPPORT AND RESOURCES FOR THE SECTOR.

NAME OF RECIPIENT - NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND

SUPPORT AND \$200,000 FOR A STATE POLICY COALITION FOCUSED ON WORKERS'
RIGHTS.

NAME OF RECIPIENT - NORTHWESTERN UNIVERSITY

SUPPORT TO HELP THE ILLINOIS JUVENILE JUSTICE COMMISSION PROMOTE MORE
EFFECTIVE AND FAIR JUVENILE JUSTICE POLICIES.

NAME OF RECIPIENT - ONE DC

SUPPORT FOR OUTREACH AND TRAINING ACTIVITIES TO BUILD THE CAPACITY OF
DC RESIDENTS TO ADVOCATE IN A CAMPAIGN FOR ECONOMIC EQUALITY AND LIVING
WAGE JOBS.

Part XV Supplementary Information

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

NAME OF RECIPIENT - ORGANIZATION FOR YOUTH EMPOWERMENT
SUPPORT FOR SCHOLARSHIPS.

NAME OF RECIPIENT - PARTNERSHIP FOR SAFETY AND JUSTICE
SUPPORT FOR THE SAFE KIDS, SAFER COMMUNITIES CAMPAIGN TO CHALLENGE THE
AUTOMATIC PROSECUTION AND SENTENCING OF YOUTH IN OREGON'S ADULT
CRIMINAL JUSTICE SYSTEM.

NAME OF RECIPIENT - POINTS OF LIGHT FOUNDATION
SUPPORT FOR AMERICORPS ALUMS' 20TH ANNIVERSARY ACTIVITIES.

NAME OF RECIPIENT - POINTS OF LIGHT FOUNDATION
SUPPORT FOR REIMAGINING SERVICE.

NAME OF RECIPIENT - PRESIDENT AND FELLOWS OF HARVARD COLLEGE
SUPPORT FOR HARVARD FOUNDATION FOR INTERCULTURAL & RACE RELATIONS.

NAME OF RECIPIENT - PRISON POLICY INITIATIVE
SUPPORT TO ADVOCATE FOR CHANGE IN THE U.S. CENSUS BUREAU'S PRACTICE OF
COUNTING PRISONERS WHERE THEY ARE INCARCERATED RATHER THAN IN THEIR
HOME COMMUNITIES.

NAME OF RECIPIENT - PRO BONO INSTITUTE
SUPPORT TO ENHANCE DELIVERY AND IMPACT OF PRO BONO LEGAL SERVICES FOR
LOW-INCOME CLIENTS.

NAME OF RECIPIENT - PRO BONO NET
SUPPORT FOR A CONVENING OF THE SELF-REPRESENTED LITIGATION NETWORK TO

Part XV Supplementary Information

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

ASSESS ITS FUTURE ROLE, ACTIVITIES AND PRIORITIES IN THE AREA OF ACCESS
TO JUSTICE FOR THE SELF-REPRESENTED.

NAME OF RECIPIENT - PROGRESSIVE STATES NETWORK
SUPPORT FOR THE ORGANIZATION'S WORKERS' RIGHTS PROJECT.

NAME OF RECIPIENT - PUBLIC CITIZEN FOUNDATION
SUPPORT FOR COMPREHENSIVE ADVOCACY IN THE ADMINISTRATION, CONGRESS AND
THE COURTS TO IMPROVE FEDERAL STANDARDS FOR WORKERS' HEALTH AND SAFETY.

NAME OF RECIPIENT - PUBLIC HEALTH ADVOCACY INSTITUTE
SUPPORT TO THE BEYOND OSHA PROJECT FOR ITS WORK PROVIDING TECHNICAL
ASSISTANCE AND PUBLIC EDUCATION ON OCCUPATIONAL SAFETY AND HEALTH
POLICY.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER
SUPPORT TO ANCHOR A STATE WORKERS' RIGHTS POLICY COALITION.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER
SUPPORT TO LEAD THE NATIONAL COALITION FOR A RIGHT TO CIVIL COUNSEL AND
ADVANCE CIVIL RIGHTS TO LEGAL COUNSEL FOR THE POOR.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER
SUPPORT TO RESEARCH AND EDUCATE POLICYMAKERS ABOUT PUBLIC OPINIONS ON
WORKPLACE ISSUES.

NAME OF RECIPIENT - PURCELL MARIAN HIGH SCHOOL
SUPPORT FOR LAVATUS POWELL SCHOLARS.

Part XV Supplementary Information

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

NAME OF RECIPIENT - PURCELL MARIAN HIGH SCHOOL

SUPPORT FOR THE LAVATUS POWELL SCHOLARSHIP FUND.

NAME OF RECIPIENT - PYRAMID ATLANTIC

SUPPORT FOR THE ORGANIZATION'S CAPITAL CAMPAIGN.

NAME OF RECIPIENT - REGIONAL YOUTH ADULT SOCIAL ACTION PARTENRSHIP

CONNECTICUT JUVENILE JUSTICE ALLIANCE.

NAME OF RECIPIENT - RESEARCH FOUNDATION OF THE CITY UNIVERSITY OF NEW YORK

SUPPORT FOR THE CENTER ON MEDIA, CRIME AND JUSTICE: \$100,000 FOR GENERAL OPERATIONS; \$75,000 FOR SUPPORT OF ONGOING CAPACITY-BUILDING OF JOURNALISTS TO COVER PRETRIAL REFORM; AND \$25,000 FOR SUPPORT TO EDUCATE JOURNALISTS ON THE ACA'S POTENTIAL FOR INCREASING ACCESS HEALTH SERVICES FOR PRETRIAL DETAINEES.

NAME OF RECIPIENT - ROC UNITED

SUPPORT FOR RESEARCH AND ADVOCACY TO ADVANCE HEALTH AND SAFETY POLICIES AND PAID SICK DAYS FOR RESTAURANT WORKERS.

NAME OF RECIPIENT - SEATTLE UNIVERSITY

SEATTLE YOUTH TRAFFIC COURT.

NAME OF RECIPIENT - SEATTLE UNIVERSITY

SEATTLE YOUTH TRAFFIC COURT.

Part XV Supplementary Information

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

NAME OF RECIPIENT - SOUTHERN POVERTY LAW CENTER

SUPPORT FOR ADVOCACY IN FLORIDA TO REDUCE THE OVERRELIANCE ON YOUTH INCARCERATION AND SCHOOL REFERRALS TO JUVENILE COURT, AND TO CHALLENGE THE TREATMENT OF YOUTH IN THE ADULT CRIMINAL JUSTICE SYSTEM.

NAME OF RECIPIENT - STANFORD UNIVERSITY

SUPPORT FOR THE CATHERINE H. MILTON FUND FOR STUDENT INNOVATION WHICH RECOGNIZES AND SUPPORTS OUTSTANDING YOUNG LEADERS WHO CREATE INNOVATIVE SOLUTIONS TO PRESSING SOCIAL PROBLEMS.

NAME OF RECIPIENT - TEXANS CARE FOR CHILDREN

SUPPORT TO FACILITATE THE JUVENILE JUSTICE ROUNDTABLE AND ADVOCATE FOR THE EFFECTIVE IMPLEMENTATION OF POLICIES THAT PROMOTE ALTERNATIVES TO YOUTH INCARCERATION IN TEXAS.

NAME OF RECIPIENT - TEXAS CRIMINAL JUSTICE COALITION

SUPPORT FOR THE YOUTH JUSTICE INITIATIVE FOR ADVOCACY, TECHNICAL ASSISTANCE AND MONITORING OF JUVENILE JUSTICE SYSTEMS REFORM IN TEXAS.

NAME OF RECIPIENT - TEXAS PUBLIC POLICY FOUNDATION

SUPPORT TO CONTINUE CRIMINAL JUSTICE REFORM EFFORTS IN TEXAS AND GENERATE NATIONAL SUPPORT FOR CRIMINAL JUSTICE REFORM AMONG CONSERVATIVE AUDIENCES THROUGH THE RIGHT ON CRIME INITIATIVE.

NAME OF RECIPIENT - THE AMERICAN PROSPECT

SUPPORT FOR SUBSTANTIVE REPORTING AND ANALYSIS OF WORKERS' RIGHTS ISSUES.

Part XV Supplementary Information

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

NAME OF RECIPIENT - THE CONSTITUTION PROJECT

SUPPORT TO FOSTER THE DEVELOPMENT OF A 'RIGHT-LEFT JUSTICE WORKING GROUP' TO SUPPORT CRIMINAL JUSTICE REFORM AT THE FEDERAL LEVEL.

NAME OF RECIPIENT - THE GEORGE WASHINGTON UNIVERSITY

SUPPORT FOR THE NATIONAL CENTER FOR MEDICAL-LEGAL PARTNERSHIP FOR EFFORTS TO PROMOTE THE LEADERSHIP OF LEGAL AID PROFESSIONALS TO HELP INCREASE INVOLVEMENT OF THE LEGAL AID SECTOR WITHIN THE HEALTHCARE SECTOR TO MEET THE LEGAL NEEDS OF CLIENTS.

NAME OF RECIPIENT - THE SCHILLER CENTER

SUPPORT FOR A NONPROFIT LEADERSHIP WORKSHOP BASED ON THE BOOK 'HUM.'

NAME OF RECIPIENT - TIDES CENTER

SUPPORT FOR CALIFORNIANS FOR SAFETY AND JUSTICE.

NAME OF RECIPIENT - TIDES CENTER

SUPPORT TO HELP LAUNCH THE TALENT PHILANTHROPY PROJECT FOR ACTIVITIES TO ENCOURAGE PHILANTHROPIC INVESTMENT IN NONPROFIT TALENT AND STAFF DEVELOPMENT TO BUILD THE CAPACITY OF THE SOCIAL JUSTICE ADVOCACY SECTOR.

NAME OF RECIPIENT - TIMEBANKS USA

SUPPORT FOR EFFORTS TO FOSTER CLIENT ENGAGEMENT IN CIVIL LEGAL AID ORGANIZATIONS.

NAME OF RECIPIENT - TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK

Part XV Supplementary Information

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

SUPPORT FOR COLUMBIA LAW SCHOOL TO HOST A CONVENING OF ADVOCATES TO DEVELOP A NATIONAL POLICY AGENDA AND BRIEFING PAPER ON LGBTQ CONCERNS IN RELATION TO CRIMINAL JUSTICE.

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 - UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION

SUPPORT TO PROMOTE THE DEVELOPMENT OF PRETRIAL LEGAL CLINICS AT LAW SCHOOLS THROUGHOUT THE UNITED STATES.

NAME OF RECIPIENT - UNIVERSITY OF MISSISSIPPI

SUPPORT TO THE WILLIAM WINTER INSTITUTE FOR RACIAL RECONCILIATION.

NAME OF RECIPIENT - UNIVERSITY OF TEXAS FOUNDATION

SUPPORT FOR KIDS VOTING USA.

NAME OF RECIPIENT - UNIVERSITY OF TEXAS FOUNDATION

SUPPORT FOR THE SOUTH TEXAS ACADEMIC RISING STARS (STARS) SCHOLARSHIP FUND.

NAME OF RECIPIENT - UNIVERSITY OF TEXAS FOUNDATION

UNIVERSITY OF TEXAS BROWNSVILLE 21ST CENTURY UNIVERSITY FUND.

NAME OF RECIPIENT - WASHINGTON BALLET

SUPPORT FOR TWB@THEARC, EXCEL! SCHOLARSHIP AND DANCEDC.

Part XV Supplementary Information

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

NAME OF RECIPIENT - WASHINGTON PERFORMING ARTS SOCIETY

SUPPORT FOR THE CONCERTS IN SCHOOLS PROGRAM.

NAME OF RECIPIENT - WOMEN'S FOUNDATION OF MINNESOTA

MINNESOTA GIRLS ARE NOT FOR SALE.

NAME OF RECIPIENT - WORKING PARTNERSHIPS USA

SUPPORT FOR THE ORGANIZATION'S PROJECT TO IMPROVE WORKER HEALTH AND SAFETY IN CALIFORNIA.

NAME OF RECIPIENT - YOUTH ADVOCATE PROGRAMS, INC.

SUPPORT TO PRODUCE PUBLICATIONS ABOUT COMMUNITY-BASED ALTERNATIVES TO INCARCERATION FOR HIGH-RISK YOUTH.

NAME OF RECIPIENT - YOUTH RADIO

SUPPORT FOR THE ORGANIZATION'S YOUTH JUSTICE DESK, WHICH PRODUCES MEDIA STORIES ON JUVENILE JUSTICE FROM THE YOUTH PERSPECTIVE.

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - CENTER FOR PROGRESSIVE REFORM

SUPPORT FOR THE ORGANIZATION'S 'BUILDING A BETTER OSHA' INITIATIVE.

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

SUPPORT FOR THE NATIONAL JUVENILE JUSTICE NETWORK FOR A FISCAL POLICY CENTER TO PROVIDE TECHNICAL ASSISTANCE ON BUDGET ANALYSIS TO JUVENILE JUSTICE ADVOCATES AND A YOUTH JUSTICE LEADERSHIP INSTITUTE TO BUILD LEADERSHIP SKILLS AMONG JUVENILE JUSTICE ADVOCATES OF COLOR.

NAME OF RECIPIENT - ECONOMIC POLICY INSTITUTE

SUPPORT FOR THE ORGANIZATION'S ECONOMIC SECURITY AND WORKERS' RIGHTS PROGRAM.

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 - INTERFAITH WORKER JUSTICE

SUPPORT FOR WORKPLACE HEALTH AND SAFETY ADVOCACY.

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 PUBLIC RADIO

SUPPORT FOR ON-AIR COVERAGE OF ISSUES RELATED TO LOW-WAGE WORKERS' RIGHTS.

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - PUBLIC CITIZEN FOUNDATION

SUPPORT FOR COMPREHENSIVE ADVOCACY IN THE ADMINISTRATION, CONGRESS AND THE COURTS TO IMPROVE FEDERAL STANDARDS FOR WORKERS' HEALTH AND SAFETY.

NAME OF RECIPIENT - PUBLIC HEALTH ADVOCACY INSTITUTE

SUPPORT TO THE BEYOND OSHA PROJECT FOR ITS WORK PROVIDING TECHNICAL ASSISTANCE AND PUBLIC EDUCATION ON OCCUPATIONAL SAFETY AND HEALTH POLICY.

NAME OF RECIPIENT - WORKING PARTNERSHIPS USA

SUPPORT FOR THE ORGANIZATION'S PROJECT TO IMPROVE WORKER HEALTH AND SAFETY IN CALIFORNIA.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
<u>PUBLICLY TRADED SECURITIES</u>						
	95,399,025.	80,839,994.	0.	PURCHASED	0.	14,559,031.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
<u>PASS THROUGH FROM PARTNERSHIPS</u>						
	13,670,090.	0.	0.	PURCHASED	0.	13,670,090.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	28,229,121.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CFI ALL CAPITAL EQUITIES	346,759.	0.	346,759.
CFI CASH	388.	0.	388.
CFI CORE EQUITY FUND	<2,546.>	0.	<2,546.>
CFI GLOBAL BOND LLC	460,374.	0.	460,374.
CFI MULTI-STRATEGY COMMODITIES	50,525.	0.	50,525.
CFI MULTI-STRATEGY COMMODITIES	3,457.	0.	3,457.
CFI MULTI-STRATEGY COMMODITIES	1.	0.	1.
CFI RV & ED SER A01	18.	0.	18.
CITY FIRST CD	719.	0.	719.
HARDING LOEVNER INVESTMENTS	277,964.	0.	277,964.
IRM CORE BOND	4.	0.	4.
MERRILL LYNCH	10.	0.	10.
	507.	0.	507.

NORTHERN TRUST	1,201.	0.	1,201.
PIMCO	939,276.	0.	939,276.
SS EQUITY FUND	645,882.	0.	645,882.
TOTAL TO FM 990-PF, PART I, LN 4	2,724,539.	0.	2,724,539.

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	8,307,465.	8,307,465.	
NET PARTNERSHIP INCOME/LOSS PER BOOKS, NOT ON K-1S	3,019,342.	0.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	<156,179.>	0.	
CLASS ACTION	61,545.	61,545.	
OTHER INCOME	9,837.	9,837.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,242,010.	8,378,847.	

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	88,113.	32,283.		47,147.
TO FM 990-PF, PG 1, LN 16A	88,113.	32,283.		47,147.

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	75,394.	0.		69,469.
TO FORM 990-PF, PG 1, LN 16B	75,394.	0.		69,469.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER CONSULTING MANAGEMENT	50,300.	0.		54,237.	
FEES-INVESTMENTS	675,155.	675,155.		0.	
RECRUITMENT CONSULTANT	21,600.	0.		31,600.	
COMMUNICATIONS CONSULTANT	35,450.	0.		36,950.	
HR CONSULTANT	5,558.	0.		5,558.	
PROGRAM CONSULTANT	126,416.	0.		126,416.	
OTHER CONSULTANT	60,894.	29,981.		30,913.	
TO FORM 990-PF, PG 1, LN 16C	975,373.	705,136.		285,674.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAX	91,102.	0.		91,102.	
FEDERAL EXCISE TAX	446,943.	0.		0.	
TAXES - STATE	<16,217.>	0.		0.	
DEFERRED FEDERAL INCOME TAX	138,411.	0.		0.	
PAYROLL TAXES	87,401.	308.		87,093.	
TO FORM 990-PF, PG 1, LN 18	747,640.	308.		178,195.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUPPLIES	40,643.	0.		40,726.	
PROFESSION DEVELOPMENT	12,795.	0.		12,795.	
OTHER EXPENSES	11,946.	0.		11,946.	
PAYROLL & FSA FEES	3,198.	0.		3,198.	
POSTAGE	1,966.	0.		1,912.	
TELEPHONE	16,235.	0.		16,468.	
INSURANCE	38,487.	0.		42,280.	
BUILDING OPERATIONS	120,070.	0.		120,045.	

BANK FEES	3,219.	0.	3,219.
TO FORM 990-PF, PG 1, LN 23	248,559.	0.	252,589.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NET UNREALIZED GAINS AND (LOSSES) ON INVESTMENTS	6,920,595.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,920,595.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SSGA MSCI EMERGING MARKETS	22,000,371.	22,000,371.
CF SSG DIVERSIFYING CO A30	1,830,843.	1,830,843.
CF SSG DIVERSIFYING CO A41	1,889,185.	1,889,185.
CFI STRATEGIC SOLUTIONS EQUITY	30,036,846.	30,036,846.
CFI ALL CAPITAL EQUITIES	21,179,531.	21,179,531.
CFI MULTI-STRATEGY COMMODITIES	9,550,042.	9,550,042.
CF SS REL VALUE & EVENT DRIVEN CLASS A	26,486,125.	26,486,125.
HARDING LOEVNER INTN'L. EQUITY PORTFOLIO	40,014,666.	40,014,666.
CF GLOBAL NATURAL RESOURCES STOCK INDEX'	4,931,331.	4,931,331.
CF SSG GLOBAL HEDGED EQUITY A01	12,742,616.	12,742,616.
CFI MULTI-STRATEGY COMMODITIES SER 46	0.	0.
CF SSG REAL VALUE & EV DR A46	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	170,661,556.	170,661,556.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CFI GLOBAL BONDS	12,534,378.	12,534,378.
IR&M	29,850,531.	29,850,531.
WAMCO	32,757,953.	32,757,953.
PIMCO-TOTAL RETURN FIXED INCOME PORTFOLIO	27,843,853.	27,843,853.
TOTAL TO FORM 990-PF, PART II, LINE 10C	102,986,715.	102,986,715.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, LP	FMV	69,343,896.	69,343,896.
BLAKENEY MANAGEMENT, LP	FMV	12,730,732.	12,730,732.
CARMEL PARTNERS INV FUND III, LP	FMV	4,835,518.	4,835,518.
CARMEL PARTNERS INVESTMENT FUND	FMV	4,157,728.	4,157,728.
CARMEL PROPERTIES INV. FUND II, LP	FMV	5,752,218.	5,752,218.
COMMONFUND CAPITAL INTN'L PRTNRS. IV, LP	FMV	2,866,349.	2,866,349.
COMMONFUND CAPITAL PEP VII, LP	FMV	6,997,332.	6,997,332.
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	FMV	1,824,230.	1,824,230.
COMMONFUND GLOBAL DISTR DEBT PTNRS III, LP	FMV	3,231,132.	3,231,132.
COMMONFUND PRIVATE EQUITY V	FMV	2,932,400.	2,932,400.
COMMONFUND GLOBAL DISTRESSED INV IV, LP	FMV	3,474,588.	3,474,588.
COMMONFUND CAPITAL VENTURE PTNRS IX, LP	FMV	4,499,521.	4,499,521.
GOLDMAN SACHS EVENT DRIVEN	FMV	101,288.	101,288.
GOLDMAN SACHS RELATIVE VALUE	FMV	181,036.	181,036.
LIQUID REALTY PARTNERS IV	FMV	2,536,419.	2,536,419.
LIQUID REALTY PARTNERS IV TE AIVLP	FMV	1,426,258.	1,426,258.
MERIT ENERGY F-II, LP	FMV	2,792,259.	2,792,259.
MERIT ENERGY PARTNERS C-II, LP	FMV	20,079,923.	20,079,923.
MERIT ENERGY PARTNERS D-II, LP	FMV	9,892,525.	9,892,525.
MERIT ENERGY CANADA, LP	FMV	2,594,763.	2,594,763.
MERIT PARTNERS CANADA II, LP	FMV	222,290.	222,290.
THE DEFENDERS FUND	FMV	2.	2.
TIFF PARTNERS IV	FMV	1,899,904.	1,899,904.
TIFF PARTNERS V, INTERNATIONAL	FMV	1,149,849.	1,149,849.
TIFF PARTNERS V, US	FMV	1,368,573.	1,368,573.
TIFF PRIVATE INVESTMENT PARTNERS I	FMV	1.	1.
TIFF REALTY & RESOURCE PARTNERS, I, LLC	FMV	3,035,909.	3,035,909.
TUCKERBROOK SB GLOBAL DISTRESSED FND I, LP	FMV	5,496,915.	5,496,915.
COMMONFUND CAPITAL INTN'L PRTNRS. VII, LP	FMV	1,813,336.	1,813,336.
TUCKERBROOK - MEDLEY	FMV	620,421.	620,421.
TUCKERBROOK - STYX	FMV	80,195.	80,195.
COMMONFUND CAPITAL PEP VIII, LP	FMV	741,258.	741,258.
COMMONFUND CAPITAL VENTURE PTNRS X, LP	FMV	461,460.	461,460.
COMMONFUND CAPITAL NATURAL RESOURCE IX, LP	FMV	372,887.	372,887.
COMMONFUND SS CORE RE	FMV	6,224,312.	6,224,312.
COMMONFUND SS REAL OPP 2011	FMV	3,932,517.	3,932,517.
TUCKERBROOK - HARBINGER	FMV	106,595.	106,595.

TUCKERBROOK - KING STREET	FMV	1,568.	1,568.
TOTAL TO FORM 990-PF, PART II, LINE 13		189,778,107.	189,778,107.

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	15,395,523.	5,229,198.	10,166,325.
TOTAL TO FM 990-PF, PART II, LN 14	15,395,523.	5,229,198.	10,166,325.

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	811,187.	813,024.	813,024.
DUE FROM NORTHERN TRUST	89,061.	265,660.	265,660.
ACCRUED INTEREST RECEIVABLE	2,624.	131.	131.
DEPOSITS	21,500.	0.	0.
BANK TRANSFERS	0.	<138.>	<138.>
EMPLOYEE INVESTMENT - 457(B)	49,082.	50,308.	50,308.
DEFERRED INCOME RECEIVABLE - 457(B)	10,767.	11,483.	11,483.
TO FORM 990-PF, PART II, LINE 15	984,221.	1,140,468.	1,140,468.

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	284,167.	47,369.	0.
PHILLIPA TAYLOR C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CFAO 40.00	205,375.	40,604.	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.
JULIET VILLARREAL GARCIA 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	TREASURER 1.00	6,000.	0.	0.
YOLANDA OROZCO C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
MYRTIS H. POWELL C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	VICE CHAIR 1.00	6,000.	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	CHAIR 1.00	6,000.	0.	0.

MARIA OTERO C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	4,000.	0.	0.
CLIFF SLOAN C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	4,000.	0.	0.
LANDIS ZIMMERMAN C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>557,542.</u>	<u>87,973.</u>	<u>0.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

COLOROFCHANGE.ORG EDUCATION FUND

GRANTEE'S ADDRESS1714 FRANKLIN STREET, SUITE 100-136
OAKLAND, CA 94612

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
200,000.	10/19/12	94,330.	09/11/13

PURPOSE OF GRANT

SUPPORT TO UTILIZE CUTTING-EDGE TECHNOLOGICAL INNOVATIONS IN ONLINE ORGANIZING TO ENGAGE MORE PEOPLE IN CRIMINAL JUSTICE REFORM ADVOCACY, INCLUDING PRETRIAL REFORM.

DATES OF REPORTS BY GRANTEE

REPORTS SUBMITTED 3/1/2013 AND 8/30/2013.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

LAKE RESEARCH PARTNERS

GRANTEE'S ADDRESS

1726 M ST. NW SUITE 1100
WASHINGTON, DC 20036

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
100,000.	07/31/12	0.	06/19/13

PURPOSE OF GRANT

SUPPORT TO CONDUCT FOLLOW-UP COMMUNICATIONS RESEARCH ABOUT PRETRIAL DETENTION REFORM AND TO DISSEMINATE RESEARCH FINDINGS TO VARIOUS STAKEHOLDERS AND ADVOCACY GROUPS ACROSS THE COUNTRY.

DATES OF REPORTS BY GRANTEE

REPORT SUBMITTED 1/30/2013. NEXT REPORT DUE 1/31/2014.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

LUMINOSITY, INC.

GRANTEE'S ADDRESS

1767 TANGLEWOOD DRIVE NE
ST PETERSBURG, FL 33702

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
50,000.	08/01/12	18,452.	08/06/13

PURPOSE OF GRANT

SUPPORT FOR ASSESSING THE IMPACT OF CITATION REFORM IN KENTUCKY ON PRETRIAL DETENTION METRICS SUCH AS COURT APPEARANCES, PUBLIC SAFETY AND JAIL COSTS.

DATES OF REPORTS BY GRANTEE

REPORTS SUBMITTED 2/28/13 AND 8/5/2013. \$31,548 RETURNED TO FOUNDATION.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

SPITFIRE STRATEGIES

GRANTEE'S ADDRESS

1800 M STREET, NW, SUITE 300 NORTH
WASHINGTON, DC 20036

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
30,000.	05/30/12	30,000.	03/26/13

PURPOSE OF GRANT

SUPPORT TO CONDUCT A TRAINING FOR WORKERS' RIGHTS ADVOCATES ON CAMPAIGN
PLANNING AND STRATEGY DEVELOPMENT.

DATES OF REPORTS BY GRANTEE

REPORT SUBMITTED 12/17/2012.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

LAKE RESEARCH PARTNERS

GRANTEE'S ADDRESS

1726 M ST. NW SUITE 1100
WASHINGTON, DC 20036

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
100,000.	12/14/11	100,000.	06/19/13

PURPOSE OF GRANT

SUPPORT TO CONDUCT STRATEGIC COMMUNICATIONS RESEARCH TO DETERMINE
SUCCESSFUL CAMPAIGN MESSAGES FOR PROMOTING PRETRIAL DETENTION REFORM AMONG
TARGETED AUDIENCES.

DATES OF REPORTS BY GRANTEE

REPORT SUBMITTED 1/30/2013.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

DEWEY SQUARE GROUP

GRANTEE'S ADDRESS

1001 G STREET, NW, SUITE 300 EAST
WASHINGTON, DC 20001

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
163,000.	08/15/13	

PURPOSE OF GRANT

SUPPORT TO DESIGN AND EXECUTE A COMMUNICATIONS CAMPAIGN TO SUPPORT THE PRETRIAL ADVOCACY FIELD IN INFLUENCING KEY DECISION AND POLICYMAKERS ACROSS THE NATION TO EMBRACE PRETRIAL REFORM.

DATES OF REPORTS BY GRANTEE

REPORT NOT YET DUE.

ANY DIVERSION BY GRANTEE

N/A

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

CIVIL LEGAL AID: PURPOSE OF THE ACTIVITY WAS TO RAISE PRIVATE PHILANTHROPY AWARENESS AND UNDERSTANDING ABOUT THE FIELD OF CIVIL LEGAL AID TO FOSTER MORE SUPPORT AND ENHANCE STRATEGIC COMMUNICATION CAPACITY OF GRANTEEES AND NETWORKS WITHIN THE CIVIL LEGAL AID SECTOR. A SHORT, USER-FRIENDLY PUBLICATION FOR PRIVATE FUNDERS ABOUT THE PROBLEM AND OPPORTUNITY OF CIVIL LEGAL AID WAS PRODUCED. PUBLIC OPINION RESEARCH AND POLLING WAS COMMISSIONED TO HELP GRANTEEES RAISE AWARENESS AND SECURE SUPPORT FOR CIVIL LEGAL AID.

EXPENSES

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

100,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY TWO

DECRIMINALIZATION/DEINCARCERATION & TRANSFER TO THE ADULT SYSTEM: PURPOSE OF THE ACTIVITY WAS A CONVENING HELD TO ENHANCE THE CAPACITY OF GRANTEEES TO ADVANCE JUVENILE JUSTICE REFORM EFFORTS BY CREATING DEEPER CONNECTIONS AMONG THEM ACROSS THE COUNTRY. THIS CONVENING ALSO PROVIDED AN OPPORTUNITY FOR PARTICIPANTS TO SHARE EXPERTISE, JOINTLY STRATEGIZE, AND DISCUSS IDEAS ABOUT CREATING NEW MECHANISMS TO COORDINATE DISPARATE STATE EFFORTS.

EXPENSES

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

59,800.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 19

ACTIVITY THREE

PRETRIAL DETENTION REFORM: PURPOSE OF THE ACTIVITY WAS TO HOLD MULTIPLE CONVENINGS OF PRETRIAL REFORM ADVOCATES, STAKEHOLDERS, AND EXPERTS DURING THE YEAR. THESE EVENTS FACILITATED PARTNERSHIPS BETWEEN GROUPS, EDUCATED ACTORS IN THE FIELD OF PRETRIAL REFORM ON KEY ISSUES, AND ENHANCED COLLABORATION ON FUTURE REFORM EFFORTS.

EXPENSES

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

9,813.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 20

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDGRANTS MANAGEMENT
1200 U STREET, NW
WASHINGTON, DC 20009TELEPHONE NUMBERNAME OF GRANT PROGRAM

202-965-1800

GRANTS MANAGEMENT, 1200 U STREET NW, WASHINGTON, DC
20009FORM 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	8,307,465.	
NET PARTNERSHIP INCOME/LOSS PER BOOKS, NOT ON K-1S			14	3,019,342.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	523000	<156,179.>			
CLASS ACTION			01	61,545.	
OTHER INCOME			01	9,837.	
TOTAL TO FORM 990-PF, PG 12, LN 11		<156,179.>		11,398,189.	

AMENDED AND RESTATED BY-LAWS

OF

PUBLIC WELFARE FOUNDATION, INC. (Revised September 13, 2013)

ARTICLE I

General Provisions, Names, Principal Office, Object and Seal.

Section 1. The name of this corporation is PUBLIC WELFARE FOUNDATION, INC.

Section 2. The registered office of this corporation shall be located in the City of Wilmington, New Castle County Delaware. The corporation may have offices at such other places within or without the state of Delaware as the Board of Directors may from time to time establish.

Section 3. The purpose for which the corporation is formed is the support of any benevolent, charitable, educational or missionary undertaking, including support and education of minor children and other persons, the general assistance of needy persons, and the support of such other worthy enterprises as the Directors may from time to time select, with the right to receive contributions and to acquire property for such purposes.

Its activities may be carried on in any state or territory of the United States or in any country of the world, it being the purpose of the corporation to expend its funds in such manner and in such plans as to be of maximum benefit to the recipients and to society.

Section 4. The Secretary-Treasurer shall have custody of the corporate seal of the corporation and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his/her signature.

ARTICLE II

Members

Section 1. The Directors of the corporation are its members.

Section 2. The members have no voting rights other than those required by law to be exercised by members of the corporation.

Section 3. If any action is required by law to be taken by the members of the corporation, such action may be taken by Directors of the corporation without any further formalities.

ARTICLE III

Directors

Section 1. The Board of Directors of the corporation shall consist of not less than three nor more than thirteen persons, all of whom shall be adults interested in the charitable purposes for which the corporation was chartered. The number of Directors within such minimum and maximum shall be fixed by resolution of the directors.

Directors shall be elected for three-year terms, which terms shall be staggered. By random drawing, four Directors will be elected for three-year terms beginning in 1992 and another four beginning in 1993. The remaining three Directors will be elected for three-year terms beginning in 1994. The three classes of Directors shall be kept as nearly equal in number as possible. A Director may be removed by vote of at least two-thirds of the other Directors then serving.

The President shall be an ex-officio, non-voting member of the Board of Directors and shall not be counted for purposes (i) of the fixed number of Directors, (ii) of determining a quorum at a meeting of the Board, or (iii) of calculating the number of Directors required for a vote.

Section 2. No new Director joining the Board of Directors after July 31, 2007, may be elected to more than three consecutive three-year terms in office. For purposes of this rule, a Director's terms in office shall be considered consecutive unless they are separated by a year or more, and any terms of less than three years shall be aggregated and rounded to the nearest whole number of three-year terms. (For example, a single nine-month term would be disregarded, but a nine-month term and a one-year term together would be considered a single three-year term.)

By random drawing, each of the ten Board members in office on July 31, 2007 (excluding the President) ("2007 Directors")

shall be assigned one of three mandatory retirement months: four 2007 Directors shall be required to retire from the Board by January 2012, three by January 2013, and three by January 2014. The retirement of any 2007 Director does not shorten that Director's term, and the vacancy caused by such retirement must be filled for the remaining portion of that term, as provided in Article IV, Section 6 of these By-Laws.

Any person who has been on the Board for the maximum time allowed may nonetheless be elected again to the Board after being off the Board for a period of at least one year.

Section 3. The Board of Directors shall have the right to hold meetings outside the State of Delaware.

Section 4. The Board of Directors shall have complete management and control of all business of the corporation. They shall have the power to accept gifts and contributions on behalf of the corporation and to decide all matters of policy, including the charitable enterprises which the corporation shall operate or support and the manner thereof, and in general the persons, firms, or corporations who shall receive grants from the corporation.

Section 5. The Board of Directors of the corporation shall have the right at any time by a majority vote to require any officer or employee of the corporation to enter into a fidelity bond in such form as may be deemed advisable by the Board of Directors, the premium for such bond to be paid for by the corporation out of its own funds.

Section 6. Vacancies occurring on the Board of Directors shall be filled by majority vote of the Directors as soon as feasible after the vacancy occurs. A new Director shall be elected to fill the same term as the Director he/she is replacing. The Secretary shall, upon receiving notice of a vacancy in the Board, give written notice of such vacancy to the remaining Directors.

Section 7. The Board of Directors at each annual meeting by majority vote shall elect from among its members a Chair who shall serve until the next annual meeting and until a successor shall have been elected and qualified. Such Chair shall not be a staff member of the corporation. The Chair shall preside over meetings of Directors, approve and set agendas of such meetings, serve as an ex-officio member of all committees, and appoint members of all committees, subject to approval of Directors.

ARTICLE IV

Meetings of the Directors

Section 1. The Directors shall hold an annual meeting at the time designated by the Secretary in a written notice of at least ten days in advance of such meeting to each then Director of the corporation specifying the time and place of such meeting. Annual meetings of Directors may be held outside the State of Delaware, and notice of such meeting may be waived in writing by any Director either before or after such meeting.

In accordance with the Certificate of Incorporation, a Director may cast his/her vote on any matter in person or by absentee vote in writing, addressed to the Secretary.

Section 2. Special meetings of the Board of Directors may be called at any time by the Chair, the Vice Chair, or any two members of the Board of Directors, acting with or without meeting, and may be held at such place within or without the State of Delaware and at such time as may be stated in the notice of the meeting. Unless otherwise provided by law, any Director either before or after any meeting of the Board of Directors, may waive in writing any notice required to be given by law or under these By-Laws and any meeting of the Board of Directors shall be legal meeting without any notice thereof having been given if at least two-thirds of the Directors shall be present thereat or shall, either before or after said meeting, waive notice thereof.

Notice of any special meeting shall be given at least ten days prior to the meeting and such notice need not state the purposes for which the meeting is called. At any meeting of the Board of Directors any business presented for consideration at the meeting may be considered and acted upon by the Board of Directors.

Section 3. A majority of the Directors in office shall constitute a quorum for the transaction of the business of the corporation, provided that whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at such meeting until a quorum shall be present. The action of a majority of Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 4. Any or all of the foregoing requirements may be waived by the unanimous written consent of the Directors of the corporation.

Section 5. Each Director shall disclose to the Board any real or perceived conflict of interest that he/she has on matters under consideration by the corporation, including without limitation special interests in or relationships to grant proposals or financial transactions. Disinterested Directors shall determine whether an actual conflict exists. If the disinterested Directors determine that a conflict does exist, then the conflicted Director may not vote or otherwise participate in discussions of matters in which he/she has a conflict of interest, except that he/she may answer questions posed by other Directors on such issues. The Board may approve a transaction that involves a conflict of interest only if the Board determines that the transaction is entirely fair to the corporation.

Section 6. A Director shall serve until the end of his or her term, resignation, retirement or death, or until removed by vote of at least two-thirds of the Directors then serving. Such removal shall create a vacancy on the Board. A new Director shall be elected to complete the same term as the Director he/she is replacing.

Section 7. Any vacancy in the Board of Directors caused by resignation, death or removal of a Director shall be filled by the vote of a majority of the remaining Directors.

Section 8. Any action taken on behalf of the corporation by an officer thereof in excess of authority conferred upon him or her by these By-Laws or otherwise may be ratified in writing by two-thirds of the Directors and such written ratification shall constitute such act of the corporation to the same extent as though said act had been previously authorized.

ARTICLE V

Officers

Section 1. The officers of the corporation shall be chosen by the Board of Directors and shall consist of a Chair, President, Secretary-Treasurer, and any Vice Chair or Assistant Vice Chairs or Assistant Vice Secretary-Treasurers as the Board of Directors may deem necessary and appropriate from time to time.

Section 2. The officers of the corporation shall serve for a period of one year and until their successors are elected and have qualified, but no officer (other than the President) may

serve more than five consecutive one-year terms. Any officer may be removed at any time by vote of two-thirds of the Board of Directors, with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. The Secretary-Treasurer shall keep an accurate record of the meetings of Directors, give all notices required by law or these By-Laws, and perform such other duties as may be prescribed by the Board of Directors. He/she also shall receive and safely keep all money and securities of the corporation and present financial statements at any meeting of the Board of Directors when requested to do so by the President or by a majority of the Board of Directors. He/she shall perform such other duties as may be prescribed by these By-Laws, the Board of Directors, or the President.

ARTICLE VI

President

Section 1. The President shall be the chief executive of the corporation. Subject to the direction and supervision of the Board of Directors, he or she shall have entire and complete control and management of the affairs of the corporation.

Section 2. In the event of the death, disability, or resignation of the President, the Board shall appoint an Acting Chief Executive Officer who shall have the powers and responsibilities of the President until a new President is named.

ARTICLE VII

Committees

Section 1. The Board of Directors may, by resolution of a majority of the whole Board, from time to time designate such committees as in their opinion are necessary and appropriate to conduct the affairs of the Foundation. The Chair of the Board shall propose the Chairs, members, and mandates of such committees for approval by the full Board of Directors. The Board may, from time to time, make such changes in the foregoing committee appointments and mandates as it shall deem appropriate.

Section 2. A committee, by affirmative vote of a

majority of its members present at any meeting, provided that a majority thereof is present, may adopt or amend its own rules for conducting its affairs, and determine the time, place and number of its meetings.

Section 3. By majority vote, the Directors of the Foundation may dissolve any committee, withdraw the appointment of members to any committee or the designation of its Chair, or modify the assignment of tasks to any committee or withdraw any jurisdiction previously given to such committee by the Board of Directors or the Chair of the Board.

ARTICLE VIII

Action Without Meeting

Section 1. Any action which may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting for such purpose.

Section 2. Any such writing shall be filed with or entered upon the records of the corporation.

ARTICLE IX

Indemnification and Insurance

Section 1. The corporation shall, except as provided or limited by Sections 3 and 4 of this Article IX, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (each, an "Outside Enterprise"), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended. The corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Directors of the Foundation.

Section 2. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who was or is serving at the request of the corporation as a director, officer, employee, or agent of an Outside Enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX.

Section 3. The corporation's obligation, if any, to indemnify any person who is or was serving at its request as a director, officer, employee, or agent of an Outside Enterprise must be reduced by any amount such person collects as indemnification from such Outside Enterprise.

Section 4. In no event shall the corporation be required to indemnify any person pursuant to Section 1 of this Article IX for any penalties or fines that are imposed in connection with any criminal action, suit, or proceeding and that are not covered by any insurance policy maintained by the corporation pursuant to Section 2 of this Article IX.

RESOLVED, FURTHER, that the Board hereby authorizes and directs the officers and staff of the Foundation to incorporate the preceding amendments to the By-Laws, as adopted by the Board, into the By-Laws as kept in the records of the Foundation and to restate all By-Laws of the Foundation currently in effect in one document.

General Authority

RESOLVED, FURTHER, that the Board hereby authorizes and directs the officers of the Foundation to execute any other documents and take such further actions as may be necessary or advisable to carry out the purposes of the foregoing resolutions, including the inclusion of these resolutions in the records of the meetings of the Board of Directors.

ARTICLE X

Fiscal Year

Section 1. The fiscal year of this corporation shall commence on the first day of October and end on the thirtieth day of September of each year.

RESOLVED, FURTHER, that the Board hereby authorizes and directs the officers and staff of the Foundation to incorporate the preceding amendments to the By-Laws, as adopted by the Board, into the By-Laws as kept in the records of the Foundation and to restate all By-Laws of the Foundation currently in effect in one document.

ARTICLE XI

Amendment of By-Laws

Section 1. These By-Laws may be altered, changed or amended by the Board of Directors of the Corporation at any regular or special meeting upon the affirmative vote of two-thirds of the members of the Board of Directors.

Section 2. Proposals to amend these By-Laws shall be submitted, in writing, to the Secretary who shall provide each Director with a copy thereof at least 30 days prior to the meeting at which such proposed amendment is to be voted upon.

