

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning **OCT 1, 2013**, and ending **SEP 30, 2014**

Name of foundation PUBLIC WELFARE FOUNDATION, INC.		A Employer identification number 54-0597601
Number and street (or P.O. box number if mail is not delivered to street address) 1200 U STREET, NW	Room/suite	B Telephone number 202-965-1800
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20009-4443		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 521,537,931.	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				N/A	
1	Contributions, gifts, grants, etc., received				
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	2,882,445.	895,054.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	66,367,666.			STATEMENT 1
b	Gross sales price for all assets on line 6a	263,409,539.			
7	Capital gain net income (from Part IV, line 2)		49,589,273.		
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	30,644,504.	10,952,405.		STATEMENT 3
12	Total. Add lines 1 through 11	99,894,615.	61,436,732.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	610,766.	39,577.		571,189.
14	Other employee salaries and wages	1,082,450.	0.		1,082,450.
15	Pension plans, employee benefits	334,404.	4,439.		330,544.
16a	Legal fees STMT 4	29,382.	4,487.		31,572.
b	Accounting fees STMT 5	72,674.	0.		78,599.
c	Other professional fees STMT 6	1,088,837.	756,033.		331,304.
17	Interest	172,088.	5,473.		166,615.
18	Taxes STMT 7	636,903.	1,657.		190,559.
19	Depreciation and depletion	372,198.	0.		
20	Occupancy	286,573.	0.		283,196.
21	Travel, conferences, and meetings	145,361.	0.		137,995.
22	Printing and publications	24,316.	4,865.		19,510.
23	Other expenses STMT 8	298,748.	0.		300,538.
24	Total operating and administrative expenses. Add lines 13 through 23	5,154,700.	816,531.		3,524,071.
25	Contributions, gifts, grants paid	20,687,791.			20,281,700.
26	Total expenses and disbursements. Add lines 24 and 25	25,842,491.	816,531.		23,805,771.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	74,052,124.			
b	Net investment income (if negative, enter -0-)		60,620,201.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PUBLIC WELFARE FOUNDATION, INC.	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.	Social security number (SSN)
	1200 U STREET, NW	
	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) 04

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 (other than individual)	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, 2015**, 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 **OCT 1, 2013**, and ending **SEP 30, 2014**.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,193,604.
b If this application is for Forms 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	\$	1,193,604.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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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.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PUBLIC WELFARE FOUNDATION, INC.	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.	Social security number (SSN)
	1200 U STREET, NW	
	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) 07

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 (other than individual)	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.

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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 **AUGUST 15, 2015**, 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 **OCT 1, 2013**, and ending **SEP 30, 2014**.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 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	\$	0.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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	174,655.	566,884.	566,884.
	2 Savings and temporary cash investments	13,192,624.	19,051,726.	19,051,726.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	52,696.	44,722.	44,722.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	170,661,556.	156,753,863.	156,753,863.
	c Investments - corporate bonds STMT 11	102,986,715.	125,355,839.	125,355,839.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	189,778,107.	199,315,699.	199,315,699.	
14 Land, buildings, and equipment: basis ▶ 15,193,559.				
Less: accumulated depreciation STMT 13 ▶ 5,246,632.	10,166,325.	9,946,927.	9,946,927.	
15 Other assets (describe ▶ STATEMENT 14)	1,140,468.	10,502,271.	10,502,271.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	488,153,146.	521,537,931.	521,537,931.	
Liabilities	17 Accounts payable and accrued expenses	1,817,685.	995,746.	
	18 Grants payable	3,395,000.	3,805,315.	
	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)	16,012,685.	15,601,061.		
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	472,140,461.	505,936,870.	
	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	472,140,461.	505,936,870.		
31 Total liabilities and net assets/fund balances	488,153,146.	521,537,931.		

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	472,140,461.
2 Enter amount from Part I, line 27a	2	74,052,124.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	546,192,585.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	40,255,715.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	505,936,870.

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 229,825,274.		213,820,266.	16,005,008.
b 33,584,265.			33,584,265.
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			16,005,008.
b			33,584,265.
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	49,589,273.
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))
2012	23,514,779.	442,589,725.	.053130
2011	23,781,937.	433,906,361.	.054809
2010	25,629,582.	458,403,589.	.055911
2009	26,814,705.	435,655,811.	.061550
2008	25,687,382.	399,975,625.	.064222

2 Total of line 1, column (d)	2	.289622
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	.057924
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	493,829,403.
5 Multiply line 4 by line 3	5	28,604,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	606,202.
7 Add lines 5 and 6	7	29,210,776.
8 Enter qualifying distributions from Part XII, line 4	8	23,966,049.

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	1,212,404.
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	1,212,404.
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	1,212,404.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,193,604.	
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	1,193,604.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	1,811.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 15		9	20,611.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded		11	

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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DC, HI, NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2013 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 2013.)	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 2013?	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 18** 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? Yes No **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 17		610,766.	90,945.	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	123,807.	35,596.	0.
DIANE CAMPER 1200 U ST, NW, WASHINGTON, DC 20009	COMMUNICATIONS OFFICER 40.00	125,650.	25,787.	0.
ROBERT SHULL 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	123,807.	24,525.	0.
KATAYOON MAJD 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	122,000.	24,171.	0.
ELLEN GORDON 1200 U ST, NW, WASHINGTON, DC 20009	CONTROLLER 40.00	114,843.	22,074.	0.
Total number of other employees paid over \$50,000				4

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	262,582.
THE NORTHERN TRUST COMPANY - 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT CUSTODY	120,650.
DESIGNDATA - 610 PROFESSIONAL DRIVE, SUITE 102, GAITHERSBURG, MD 20979	COMPUTER CONSULTANT	84,030.
WAMCO 385 COLORADO BOULEVARD, PASADENA, CA 91101	INVESTMENT MANAGEMENT	68,358.
IRM - 100 FEDERAL STREET, 30TH FLOOR, BOSTON, MA 02110	INVESTMENT MANAGEMENT	64,527.
Total number of others receiving over \$50,000 for professional services		2

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 19	72,971.
2 SEE STATEMENT 20	50,000.
3 SEE STATEMENT 21	50,000.
4 SEE STATEMENT 22	34,422.

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	482,754,935.
b	Average of monthly cash balances	1b	17,106,878.
c	Fair market value of all other assets	1c	2,312,835.
d	Total (add lines 1a, b, and c)	1d	502,174,648.
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	501,349,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,520,245.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	493,829,403.
6	Minimum investment return. Enter 5% of line 5	6	24,691,470.

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

1	Minimum investment return from Part X, line 6	1	24,691,470.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,212,404.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,212,404.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,479,066.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,479,066.
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	23,479,066.

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	23,805,771.
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	160,278.
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	23,966,049.
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	23,966,049.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				23,479,066.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	6,078,923.			
b From 2009	5,379,768.			
c From 2010	3,181,007.			
d From 2011	2,199,063.			
e From 2012	3,744,959.			
f Total of lines 3a through e	20,583,720.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	23,966,049.			
a Applied to 2012, 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 2013 distributable amount				23,479,066.
e Remaining amount distributed out of corpus	486,983.			
5 Excess distributions carryover applied to 2013 (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	21,070,703.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	6,078,923.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,991,780.			
10 Analysis of line 9:				
a Excess from 2009	5,379,768.			
b Excess from 2010	3,181,007.			
c Excess from 2011	2,199,063.			
d Excess from 2012	3,744,959.			
e Excess from 2013	486,983.			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed:

SEE STATEMENT 23

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				
ALLIANCE FOR JUSTICE ELEVEN DUPONT CIRCLE NW, SECOND FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	70,000.
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 321 N. CLARK ST. FL 19 CHICAGO, IL 60654		PUBLIC CHARITY	SEE STATEMENT	83,000.
AMERICAN BAR FOUNDATION 750 N. LAKE SHORE DR, 4TH FLOOR CHICAGO, IL 60611		PUBLIC CHARITY	SEE STATEMENT	200,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	SEE STATEMENT	100,000.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET, 29TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	SEE STATEMENT	200.
Total	SEE CONTINUATION SHEET(S)			20,281,700.
b Approved for future payment				
COLOROFCHANGE.ORG EDUCATION FUND 1714 FRANKLIN ST., SUITE 100-136 OAKLAND, CA 94612		PUBLIC CHARITY	PROGRAM SUPPORT TO UTILIZE CUTTING-EDGE TECHNOLOGICAL INNOVATIONS IN ONLINE ORGANIZING TO ENGAGE	50,000.
MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH 11 BEACON STREET, SUITE 500 BOSTON, MA 02108		PUBLIC CHARITY	SEE STATEMENT	55,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	SEE STATEMENT	100,000.
Total	SEE CONTINUATION SHEET(S)			3,805,315.

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)				
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016		PUBLIC CHARITY	SEE STATEMENT	25,000.
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20016-8141		PUBLIC CHARITY	SEE STATEMENT	200.
APPALACHIAN CITIZENS' LAW CENTER 317 MAIN ST. WHITESBURG, KY 41858		PUBLIC CHARITY	SEE STATEMENT	50,000.
ARIZONA COMMUNITY FOUNDATION 2704 SEVIER STREET DURHAM, NC 27705		PUBLIC CHARITY	SEE STATEMENT	20,000.
ASSOCIATION OF PROSECUTING ATTORNEYS 1615 L STREET, SUITE 1100 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	500,000.
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	SEE STATEMENT	2,500.
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN 55413		PUBLIC CHARITY	SEE STATEMENT	175,000.
BUDDHIST COMPASSION RELIEF TZU CHI FOUNDATION USA 1100 S. VALLEY CENTER AVENUE SAN DIMAS, CA 91773		PUBLIC CHARITY	GENERAL SUPPORT.	1,000.
CALIFORNIA RURAL LEGAL ASSISTANCE, INC. 631 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105		PUBLIC CHARITY	GENERAL SUPPORT.	3,500.
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVE NE WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL SUPPORT.	500.
Total from continuation sheets				19,828,500.

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
CARLETON COLLEGE ONE NORTH COLLEGE ST. NORTHFIELD, MN 55057		PUBLIC CHARITY	SEE STATEMENT	20,000.
CATHOLIC LEGAL IMMIGRATION NETWORK 8757 GEORGIA AVE. SILVER SPRING, MD 20910		PUBLIC CHARITY	SEE STATEMENT	25,000.
CENTER FOR CHILDREN'S LAW AND POLICY (FORMERLY YOUTH LAW CENTER) 1701 K STREET, NW, SUITE 1100 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	95,000.
CENTER FOR EFFECTIVE GOVERNMENT 2040 S STREET NW, 2ND FLOOR WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	100,000.
CENTER FOR MEDIA AND DEMOCRACY UNIVERSITY AVENUE, SUITE 260 MADISON, WI 53703		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
CENTER FOR POPULAR DEMOCRACY 802 KENT AVE. BROOKLYN, NY 11205		PUBLIC CHARITY	SEE STATEMENT	250,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, NW, SUITE 700 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	150,000.
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, INC. 519 N. CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	25,000.
CHILDREN'S AID SOCIETY 350 E. 88TH ST. NEW YORK CITY, NY 10128		PUBLIC CHARITY	SEE STATEMENT	10,000.
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
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
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.	200,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004-1130		PUBLIC CHARITY	SEE STATEMENT	100,000.
COALITION OF IMMOKALEE WORKERS 110 S. 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	SEE STATEMENT	250,000.
COLLEGE SUMMIT 1763 COLUMBIA RD NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	1,500.
COLORADO CRIMINAL DEFENSE INSTITUTE 955 BANNOCK STREET SUITE 200 DENVER, CO 80204		PUBLIC CHARITY	SEE STATEMENT	100,000.
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA ST, #6 DENVER, CO 80204		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
COLOROFCHANGE.ORG EDUCATION FUND 1714 FRANKLIN ST. STE. 100-136 OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	350,000.
COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION 1201 15TH STREET NW, SUITE 420 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	10,000.
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 LABOR UNITED 6 BEACON ST #910 BOSTON, MA 02108		PUBLIC CHARITY	SEE STATEMENT	65,000.
COMMUNITY ORIENTED CORRECTIONAL HEALTH SERVICES 675 SIXTY FIRST STREET OAKLAND, CA 94609		PUBLIC CHARITY	SEE STATEMENT	100,000.
COMO FRIENDS 1225 ESTABROOK DR SAINT PAUL, MN 55103-1022		PUBLIC CHARITY	SEE STATEMENT	2,500.
CORRECTIONAL ASSOCIATION OF NEW YORK 2090 ADAM CLAYTON POWELL BLVD, SUITE 200 NEW YORK, NY 10027		PUBLIC CHARITY	SEE STATEMENT	350,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202		PUBLIC CHARITY	GENERAL SUPPORT.	39,500.
DAILY CARDINAL 2142 VILAS COMMUNICATIONS HALL, 821 UNIV AVE MADISON, WI 53706-1497		PUBLIC CHARITY	SEE STATEMENT	2,500.
DC LAWYERS FOR YOUTH 1220 L ST. NW, SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	300,000.
DC VOTE 2000 P STREET, NW, SUITE 200 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
DELAWARE CENTER FOR JUSTICE 100 WEST 10TH STREET, SUITE 905 WILMINGTON, DE 19801		PUBLIC CHARITY	SEE STATEMENT	300,000.
DEMOCRACY NORTH CAROLINA 1821 GREEN ST. DURHAM, NC 27705		PUBLIC CHARITY	SEE STATEMENT	3,000.
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
DISTRICT OF COLUMBIA EMPLOYMENT JUSTICE CENTER 1413 K ST, NW, 5TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
DOLORES HUERTA FOUNDATION P.O. BOX 2087 BAKERSFIELD, CA 93301		PUBLIC CHARITY	SEE STATEMENT	15,000.
DWIGHT HALL AT YALE 67 HIGH STREET, P.O. BOX 209008 NEW HAVEN, CT 06520		PUBLIC CHARITY	SEE STATEMENT	5,000.
FAMILIES AGAINST MANDATORY MINIMUMS FOUNDATION 1100 H STREET NW, SUITE 1000 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	500,000.
FAMILIES AGAINST MANDATORY MINIMUMS FOUNDATION 1100 H STREET NW, SUITE 1000 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	25,000.
FAMILYMEANS 1875 NORTHWESTERN AVE STILLWATER, MN 55082		PUBLIC CHARITY	SEE STATEMENT	2,500.
FJC-A FOUNDATION FOR DONOR ADVISED FUND 520 EIGHTH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL SUPPORT.	20,000.
FJC-A FOUNDATION FOR DONOR ADVISED FUND 520 EIGHTH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SEE STATEMENT	20,000.
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.
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
FSG SOCIAL IMPACT ADVISORS 500 BOYLSTON STREET, SUITE 600 BOSTON, MA 02116		PUBLIC CHARITY	SEE STATEMENT	25,000.
GARFIELD CENTER FOUNDATION 210 HIGH ST., PO BOX 37 CHESTERTOWN, MD 21620		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
GOODSPEED OPERA HOUSE FOUNDATION 6 MAIN ST., P.O. BOX A EAST HADDAM, CT 06423-0281		PUBLIC CHARITY	SEE STATEMENT	10,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	6,100.
GRASSROOTS LEADERSHIP PO BOX 36006 CHARLOTTE, NC 28236		PUBLIC CHARITY	SEE STATEMENT	100,000.
GREENE STREET FRIENDS SCHOOL 5511 GREENE ST. PHILADELPHIA, PA 19144		PUBLIC CHARITY	SEE STATEMENT	5,000.
HABITAT FOR HUMANITY INTERNATIONAL PO BOX 7024 AMERICUS, GA 31709		PUBLIC CHARITY	GENERAL SUPPORT.	100.
HARTLEY FILM FOUNDATION 49 RICHMONDVILLE AVE, SUITE 204 WESTPORT, CT 06880		PUBLIC CHARITY	SEE STATEMENT	5,000.
HEALTH THROUGH WALLS 12555 BISCAYNE BLVD.#955 NORTH MIAMI, FL 33181		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202		PUBLIC CHARITY	GENERAL SUPPORT.	300.
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
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012		PUBLIC CHARITY	GENERAL SUPPORT.	3,500.
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST. NW WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
HOUSE OF RUTH 5 THOMAS CIRCLE NW WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	500.
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE, MD 21218		PUBLIC CHARITY	GENERAL SUPPORT.	500.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299		PUBLIC CHARITY	SEE STATEMENT	100,000.
INTERNATIONAL ASSOCIATION OF CHIEFS OF POLICE 44 CANAL CENTER PLAZA, SUITE 200 ALEXANDRIA, VA 22314		PUBLIC CHARITY	SEE STATEMENT	200,000.
JAIL PROJECT OF TEXAS 1712 E. RIVERSIDE DR., BOX 190 AUSTIN, TX 78741		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
JAIL PROJECT OF TEXAS 1712 E. RIVERSIDE DR., BOX 190 AUSTIN, TX 78741		PUBLIC CHARITY	SEE STATEMENT	105,000.
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET NW, SUITE 150 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	200,000.
JUSTICE FOR FAMILIES PO BOX 66403 PORTLAND, OR 97290		PUBLIC CHARITY	GENERAL SUPPORT.	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
JUSTICE POLICY INSTITUTE 1012 14TH STREET, NW, SUITE 400 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	100,000.
JUSTICE POLICY INSTITUTE 1012 14TH STREET, NW, SUITE 400 WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	50,000.
JUVENILE LAW CENTER 1315 WALNUT STREET - 4TH FLOOR PHILADELPHIA, PA 19107		PUBLIC CHARITY	SEE STATEMENT	10,000.
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PKWY, SUITE 100 JEFFERSONTOWN, KY 40299		PUBLIC CHARITY	SEE STATEMENT	250,000.
KIVA MICROFUNDS 875 HOWARD STREET, SUITE 340 SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL SUPPORT.	50.
LEGAL SERVICES FOR CHILDREN, INC. 1254 MARKET STREET, THIRD FLOOR SAN FRANCISCO, CA 94102		PUBLIC CHARITY	SEE STATEMENT	320,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVE. #202 LOS ANGELES, CA 90017		PUBLIC CHARITY	SEE STATEMENT	350,000.
LOUISIANA CENTER FOR CHILDREN'S RIGHTS 1820 ST. CHARLES AVENUE, SUITE 205 NEW ORLEANS, LA 70130		PUBLIC CHARITY	SEE STATEMENT	100,000.
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN 55105		PUBLIC CHARITY	SEE STATEMENT	2,500.
MACALESTER-GROVELAND SUMMIT HILL LIVING AT HOME BLOCK NURSE PROGRAM 1671 SUMMIT AVE. ST. PAUL, MN 55105		PUBLIC CHARITY	SEE STATEMENT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237		PUBLIC CHARITY	SEE STATEMENT	75,000.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT	100.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT.	200.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT.	300.
MARANATHA TOURING CHOIR PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	SEE STATEMENT	800.
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH 11 BEACON STREET, SUITE 500 BOSTON, MA 02108		PUBLIC CHARITY	SEE STATEMENT	145,000.
MEXICAN AMERICAN BAR FOUNDATION SW LAW SCHOOL, 9454 WILSHIRE BLVD LOS ANGELES, CA 90212		PUBLIC CHARITY	SEE STATEMENT	2,000.
MEXICAN AMERICAN BAR FOUNDATION SW LAW SCHOOL, 9454 WILSHIRE BLVD LOS ANGELES, CA 90212		PUBLIC CHARITY	SEE STATEMENT	7,500.
MEXICAN AMERICAN LEGAL DEFENSE AND EDUCATIONAL FUND 634 S. SPRING STREET, 11TH FLOOR LOS ANGELES, CA 90014		PUBLIC CHARITY	GENERAL SUPPORT.	3,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH, SUITE 400 LANSING, MI 48915		PUBLIC CHARITY	SEE STATEMENT	150,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD, SUITE 206 BELLEVUE, WA 98005		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
NAACP LEGAL DEFENSE & EDUCATIONAL FUND INC 40 RECTOR ST. 5TH FLR NEW YORK, NY 10006		PUBLIC CHARITY	SEE STATEMENT	2,500.
NATIONAL ASSOCIATION OF IOLTA PROGRAMS C/O SC BAR FOUNDATION, PO BOX 608 COLUMBIA, SC 29202		PUBLIC CHARITY	SEE STATEMENT	150,000.
NATIONAL ASSOCIATION OF PRETRIAL SERVICES AGENCIES 601 PENNSYLVANIA AVE NW, S BUILDING, STE 900 WASHINGTON, DC 20004		PUBLIC CHARITY	GENERAL SUPPORT.	100,000.
NATIONAL BLACK WOMEN'S HEALTH PROJECT 1726 M STREET NW, SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	15,000.
NATIONAL CENTER FOR STATE COURTS 300 NEWPORT AVENUE WILLIAMSBURG, VA 23185		PUBLIC CHARITY	SEE STATEMENT	115,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, N.W., SUITE 200 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	40,000.
NATIONAL CRIMINAL JUSTICE ASSOCIATION 720 7TH STREET, NW WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	150,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT.	250,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	SEE STATEMENT	30,000.
NATIONAL LEGAL AID AND DEFENDER ASSOCIATION 1140 CONNECTICUT AVE, NW, SUITE 900 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	25,000.
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUBLIC INTEREST 941 O STREET, SUITE 920 LINCOLN, NE 68508		PUBLIC CHARITY	SEE STATEMENT	75,000.
NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE 60 PARK PLACE NEWARK, NJ 07102		PUBLIC CHARITY	SEE STATEMENT	150,000.
NEW VENTURE FUND 340 PINE STREET, SUITE 401 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	SEE STATEMENT	500,000.
NEW VENTURE FUND 340 PINE STREET, SUITE 401 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	SEE STATEMENT	200,000.
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.	1,500.
NORTHERN KENTUCKY CHILDREN'S LAW CENTER 1002 RUSSELL STREET COVINGTON, KY 41011		PUBLIC CHARITY	SEE STATEMENT	250,000.
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
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	SEE STATEMENT	200,000.
NORTHWESTERN UNIVERSITY 375 E CHICAGO AVE CHICAGO, IL 60611		PUBLIC CHARITY	SEE STATEMENT	185,000.
OFFICE OF KENTUCKY LEGAL SERVICES PROGRAMS 201 WEST SHORT STREET, SUITE 310 LEXINGTON, KY 40507		PUBLIC CHARITY	SEE STATEMENT	80,000.
ORGANIZATION FOR YOUTH EMPOWERMENT 3128 19TH STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	SEE STATEMENT	20,000.
PANTHERA CORPORATION 8 WEST 40TH STREET, 18TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL SUPPORT.	50.
PANTHERA CORPORATION 8 WEST 40TH STREET, 18TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL SUPPORT.	100.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	SEE STATEMENT	71,000.
POINTS OF LIGHT FOUNDATION 1625 K STREET, NW, SUITE 500 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	5,000.
POLICY MATTERS OHIO 3631 PERKINS AVENUE 4CE CLEVELAND, OH 44114		PUBLIC CHARITY	SEE STATEMENT	50,000.
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
PRETRIAL JUSTICE INSTITUTE 1101 PENNSYLVANIA AVENUE NW, SUITE 600 WASHINGTON, DC 20004		PUBLIC CHARITY	GENERAL SUPPORT.	600,000.
PRETRIAL JUSTICE INSTITUTE 1101 PENNSYLVANIA AVENUE NW, SUITE 600 WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	100,000.
PROTEX A NETWORK FOR PROGRESSIVE TEXAS 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	GENERAL SUPPORT.	250,000.
PROTEX A NETWORK FOR PROGRESSIVE TEXAS 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	GENERAL SUPPORT.	350,000.
PUBLIC CONCERN FOUNDATION 55 5TH AVENUE, 18TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	SEE STATEMENT	25,000.
PUBLIC HEALTH ADVOCACY INSTITUTE 360 HUNTINGTON AVENUE, SUITE 117CU BOSTON, MA 02115		PUBLIC CHARITY	SEE STATEMENT	50,000.
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SEE STATEMENT	50,000.
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	300,000.
PYRAMID ATLANTIC 8230 GEORGIA AVE. NW SILVER SPRING, MD 20910		PUBLIC CHARITY	GENERAL SUPPORT.	7,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10945 LE CONTE AVE., STE 2107, BOX 951478 LOS ANGELES, CA 90095-1478		PUBLIC CHARITY	SEE STATEMENT	50,000.
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES BOX 951476, 3466 LOS ANGELES, CA 90095-1476		PUBLIC CHARITY	SEE STATEMENT	150,000.
REGIONAL YOUTH ADULT SOCIAL ACTION PARTENRSHIP 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605		PUBLIC CHARITY	SEE STATEMENT	250,000.
RESTAURANT OPPORTUNITIES CENTERS UNITED 350 SEVENTH AVE, SUITE 1504 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL SUPPORT.	180,000.
SEATTLE UNIVERSITY SCHOOL OF LAW 901 12TH AVE., PO BOX 222000 SEATTLE, WA 98122		PUBLIC CHARITY	SEE STATEMENT	2,000.
SMITHSONIAN INSTITUTION'S DEPARTMENT OF WILDLIFE HEALTH SCIENCES HOSPITAL 3001 CONNECTICUT AVE NW WASHINGTON, DC 20008		PUBLIC CHARITY	SEE STATEMENT	5,000.
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT.	200.
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT.	1,000.
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT.	500.
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES 706 GILBERT ST DURHAM, NC 27701		PUBLIC CHARITY	SEE STATEMENT	2,000.
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
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET, NW ATLANTA, GA 30303		PUBLIC CHARITY	SEE STATEMENT	350,000.
STATE BAR OF CALIFORNIA OFFICE OF LEGAL SERVICES, 180 HOWARD STREET SAN FRANCISCO, CA 94105		PUBLIC CHARITY	SEE STATEMENT	100,000.
STUDENT FARMWORKER ALLIANCE PO BOX 603 IMMOKALEE, FL 34142		PUBLIC CHARITY	GENERAL SUPPORT.	25,000.
STUDENT U 3116 ACADEMY RD DURHAM, NC 27707		PUBLIC CHARITY	GENERAL SUPPORT.	1,000.
SUITED FOR CHANGE 1000 VERMONT AVE NW, SUITE 420 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	500.
TASC INC. 1500 NORTH HALSTED STREET CHICAGO, IL 60657		PUBLIC CHARITY	SEE STATEMENT	350,000.
TEXAS APPLESEED 1609 SHOAL CREEK BLVD, STE 201 AUSTIN, TX 78701		PUBLIC CHARITY	SEE STATEMENT	200,000.
THE AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY 1333 H STREET NW, 11TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	SEE STATEMENT	100,000.
THE AMERICAN PROSPECT 1333 H STREET, NW, SUITE 300 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	50,000.
THE ARTS PARTNERSHIP 345 WASHINGTON ST. ST. PAUL, MN 55102		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
THE CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	50,000.
THE GEORGE WASHINGTON UNIVERSITY 2121 I ST. NW RICE HALL SUITE 601 WASHINGTON, DC 20052		PUBLIC CHARITY	SEE STATEMENT	200,000.
THE PARTNERSHIP FOR WORKING FAMILIES 1825 K STREET, NW, SUITE 210 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
THE PARTNERSHIP FOR WORKING FAMILIES 1825 K STREET, NW, SUITE 210 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	100,000.
THE WASHINGTON LEGAL CLINIC FOR THE HOMELESS, INC. TRUE REFORMER BLDG, 1200 U STREET, NW, 3 FLOOR WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	150,000.
TRINITY BOSTON FOUNDATION 206 CLARENDON ST. BOSTON, MA 02116		PUBLIC CHARITY	SEE STATEMENT	10,000.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 615 WEST 131ST ST, RM 254, MC 8725 NEW YORK, NY 10027		PUBLIC CHARITY	SEE STATEMENT	15,000.
TWIN CITIES RISE! 800 WASHINGTON AVE N., SUITE 203 MINNEAPOLIS, MN 55401		PUBLIC CHARITY	SEE STATEMENT	2,500.
UNITED WORKERS ASSOCIATION P.O. BOX 41547 BALTIMORE, MD 21203		PUBLIC CHARITY	GENERAL SUPPORT.	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
UNIVERSITY LEGAL SERVICES 220 I STREET, NE, SUITE 130 WASHINGTON, DC 20002		PUBLIC CHARITY	SEE STATEMENT	15,000.
UNIVERSITY OF ROCHESTER 2-306 CAROL SIMON HALL, BOX 270100 ROCHESTER, NY 14627-0100		PUBLIC CHARITY	SEE STATEMENT	2,500.
VERA INSTITUTE OF JUSTICE 233 BROADWAY, 12TH FLOOR NEW YORK, NY 10279		PUBLIC CHARITY	SEE STATEMENT	75,000.
VIOLENCE POLICY CENTER 1730 RHODE ISLAND AVE., NW, SUITE 1014 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET, SUITE 800 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL SUPPORT.	500,000.
WASHINGTON BALLET 3515 WISCONSIN AVE NW WASHINGTON, DC 20016		PUBLIC CHARITY	SEE STATEMENT	10,000.
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET, N.W., SUITE 510 WASHINGTON, DC 20036-4907		PUBLIC CHARITY	SEE STATEMENT	5,000.
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W., SUITE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	22,000.
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W., SUITE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	100,000.
WILDERNESS INQUIRY 808 14TH AVENUE SE MINNEAPOLIS, MN 55414		PUBLIC CHARITY	GENERAL SUPPORT.	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILLIAM J. BRENNAN JR. CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	50,000.
WILLIAM J. BRENNAN JR. CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	100,000.
WISDOM 3195 S. SUPERIOR STREET, SUITE 310 MILWAUKEE, WI 53207		PUBLIC CHARITY	SEE STATEMENT	75,000.
WORKERS DEFENSE PROJECT/PROYECTO DEFENSA LABORAL & AMERICA PARA TODOS 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.
YOUTH RADIO 1701 BROADWAY OAKLAND, CA 94612		PUBLIC CHARITY	SEE STATEMENT	200,000.
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVENUE, NW #150-513 WASHINGTON, DC 20001		PUBLIC CHARITY	SEE STATEMENT	250,000.
PROGRESSIVE STATES NETWORK 82 WALL STREET, SUITE 200 NEW YORK, NY 10005		PUBLIC CHARITY	SEE STATEMENT	200,000.
PUBLIC HEALTH ADVOCACY INSTITUTE 102 SENISA COURT SAN MARCOS, TX 78666		PUBLIC CHARITY	SEE STATEMENT	200,000.
USMWF ORG 2837 YELLOWSTONE PARKWAY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT.	115,000.
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 GROUP 401 S. LASALLE STREET, SUITE 1400 CHICAGO, IL 60605		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
COLORADO JUVENILE DEFENDER COALITION 670 SANTA FE DRIVE DENVER, CO 80204		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
NATIONAL COUNCIL FOR OCCUPATIONAL SAFETY AND HEALTH 112 S. BLOUNT STREET, SUITE 103A RALEIGH, NC 27601		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
CENTRO DE LOS DERECHOS DEL MIGRANTE, INC. 519 N. CHARLES STREET, SUITE 260 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
COALITION FOR JUVENILE JUSTICE 1319 F STREET, NW, SUITE 402 WASHINGTON, DC 20004		PUBLIC CHARITY	SEE STATEMENT	275,000.
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 WEST BRYN MAWR, 4TH FLOOR CHICAGO, IL 60660		PUBLIC CHARITY	SEE STATEMENT	250,000.
INSTITUTE FOR PUBLIC AFFAIRS 2040 N. MILWAUKEE AVENUE CHICAGO, IL 60647		PUBLIC CHARITY	SEE STATEMENT	80,000.
NEW VENTURE FUND 11201CONNECTICUT AVENUE, NW SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	SEE STATEMENT	50,000.
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
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET, NW WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	200,000.
CAMPAIGN FOR YOUTH JUSTICE 1220 L ST. NW, SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	400,000.
JUVENILE JUSTICE INITIATIVE 518 DAVIS, SUITE 211 EVANSTON, IL 60201		PUBLIC CHARITY		100,000.
ECONOMIC POLICY INSTITUTE 1333 H STREET NW, SUITE 300, E. TOWER WASHINGTON, DC 20005		PUBLIC CHARITY		75,000.
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20001		PUBLIC CHARITY		100,000.
WORKSAFE 55 HARRISON STREET, SUITE 400 OAKLAND, CA 94607		PUBLIC CHARITY		100,000.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 107 SAN JOSE, CA 95125		PUBLIC CHARITY		100,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE, NW, SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY		125,000.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER, CO 80230		PUBLIC CHARITY		100,000.
Total from continuation sheets				

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)				
PROGRESSIVE STATES NETWORK 82 WALL STREET, SUITE 200 NEW YORK, NY 10005		PUBLIC CHARITY	SEE STATEMENT	200,000.
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, NW, SUITE 700 WASHINGTON, DC 20006		PUBLIC CHARITY	SEE STATEMENT	150,000.
COALITION OF IMMOKALEE WORKERS 110 S. 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	GENERAL SUPPORT.	250,000.
PUBLIC JUSTICE CENTER 1 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SEE STATEMENT	300,000.
UNITED WORKERS ASSOCIATION P.O. BOX 41547 BALTIMORE, MD 21203		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT.	150,000.
APPALACHIAN CITIZENS' LAW CENTER 317 MAIN STREET WHITESBURG, KY 41858		PUBLIC CHARITY	SUPPORT FOR THE COAL MINER HEALTH AND SAFETY PROJECT.	50,000.
WORKERS DEFENSE PROJECT 5604 MANOR RD AUSTIN, TX 78721		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN 55413		PUBLIC CHARITY	SEE STATEMENT	175,000.
CENTER FOR EFFECTIVE GOVERNMENT 2040 S STREET NW, 2ND FLOOR WASHINGTON, DC 20009		PUBLIC CHARITY	SEE STATEMENT	100,000.
Total from continuation sheets				3,600,315.

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)				
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT.	500,000.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT.	50,000.
PARTNERSHIP FOR WORKING FAMILIES 1825 K STREET, NW, SUITE 210 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013		PUBLIC CHARITY	SEE STATEMENT	50,000.
FOUNDATION CENTER 79 FIFTH AVENUE, SECOND FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	GENERAL SUPPORT.	30,000.
JUSTICE FOR FAMILIES P.O. BOX 66403 PORTLAND, OR 97290		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT TO OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FO LEGAL EXPERTISE, TECHNICAL ASSISTANCE	50,000.
D.C. EMPLOYMENT JUSTICE CENTER 1413 K ST NW 5TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237		PUBLIC CHARITY	SEE STATEMENT	75,000.
Total from continuation sheets				

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)				
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	GENERAL SUPPORT.	200,000.
ROC UNITED 350 SEVENTH AVE, SUITE 1504 NEW YORK, NY 10001		PUBLIC CHARITY	SEE STATEMENT	150,000.
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	SEE STATEMENT	75,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD, SUITE 206 BELLEVUE, WA 98005		PUBLIC CHARITY	GENERAL SUPPORT.	75,000.
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUBLIC INTEREST 941 O STREET, SUITE 920 LINCOLN, NE 68508		PUBLIC CHARITY	SUPPORT TO IMPROVE HEALTH AND SAFETY POLICIES FOR MEATPACKING WORKERS.	75,000.
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST JOSEPH ST, SUITE 400 LANSING, MI 48915		PUBLIC CHARITY	SEE STATEMENT	150,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	SEE STATEMENT	49,000.
PRESENT VALUE DISCOUNT ON MULTI-YEAR GRANTS				<3,685.>
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - ALLIANCE FOR JUSTICE

SUPPORT TO PROVIDE TRAINING AND TECHNICAL ASSISTANCE TO FOUNDATION

GRANTEES AROUND RULES AND REGULATIONS THAT GOVERN THEIR ACTIONS IN THE CIVIC ARENA.

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

SUPPORT FOR ACTIVITIES OF THE ACCESS TO JUSTICE COMMISSION EXPANSION PROJECT.

NAME OF RECIPIENT - AMERICAN BAR FOUNDATION

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

NAME OF RECIPIENT - AMERICAN CIVIL LIBERTIES UNION FOUNDATION

SUPPORT TO ADVANCE SENTENCING REFORM IN TWO SOUTHERN STATES.

NAME OF RECIPIENT - AMERICAN FOUNDATION FOR SUICIDE PREVENTION

TO SUPPORT THE PHILLY WALK OF JULES GRANT.

NAME OF RECIPIENT - AMERICAN UNIVERSITY

SUPPORT FOR THE CENTER FOR HUMAN RIGHTS AND HUMANITARIAN LAW AT THE AMERICAN UNIVERSITY WASHINGTON COLLEGE OF LAW TO DEVELOP TRAINING AND ADVOCACY MATERIALS ON THE HUMAN RIGHT TO CIVIL LEGAL COUNSEL.

NAME OF RECIPIENT - AMERICAN UNIVERSITY

SUPPORT FOR THE R. BRUCE POYNTER ENDOWMENT.

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

NAME OF RECIPIENT - APPALACHIAN CITIZENS' LAW CENTER

SUPPORT FOR THE COAL MINER HEALTH AND SAFETY PROJECT.

NAME OF RECIPIENT - ARIZONA COMMUNITY FOUNDATION

ANNUAL CONTRIBUTION FOR THE GRANTMAKERS INCOME SECURITY TASKFORCE

NAME OF RECIPIENT - BISHOP JOHN T. WALKER SCHOOL FOR BOYS

GENERAL SUPPORT TO AN ORGANIZATION THAT PROVIDES TUITION-FREE PRIVATE

EDUCATION FOR BOYS FROM LOW-INCOME FAMILIES IN UNDERSERVED COMMUNITIES

IN AND AROUND SOUTHEAST DC.

NAME OF RECIPIENT - BLUEGREEN ALLIANCE FOUNDATION

SUPPORT TO PROMOTE OCCUPATIONAL SAFETY AND HEALTH.

NAME OF RECIPIENT - CARLETON COLLEGE

UNRESTRICTED ENDOWMENT FUNDS TO AN ORGANIZATION'S FINANCIAL AID PROGRAM

THAT AS PART OF THE LARGER INSTITUTION MEETS 100% OF THE DEMONSTRATED

FINANCIAL AID FOR ITS STUDENTS.

NAME OF RECIPIENT - CATHOLIC LEGAL IMMIGRATION NETWORK

SUPPORT TO HELP DEVELOP AN INNOVATIVE SELF-DIRECTED ONLINE TRAINING

COURSE FOR IMMIGRANT LEGAL SERVICE PROVIDERS.

NAME OF RECIPIENT - CENTER FOR CHILDREN'S LAW AND POLICY (FORMERLY YOUTH
LAW CENTER)

SUPPORT TO PROVIDE TECHNICAL ASSISTANCE TO MARYLAND DEPARTMENT OF

JUVENILE SERVICES AND DEVELOP TRAINING MATERIALS ON DEVELOPING

GRADUATED RESPONSES TO YOUTH PROBATION VIOLATIONS.

Part XV Supplementary Information

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

NAME OF RECIPIENT - CENTER FOR EFFECTIVE GOVERNMENT

SUPPORT FOR RESEARCH AND ADVOCACY TO IMPROVE THE REGULATORY PROCESS.

NAME OF RECIPIENT - CENTER FOR POPULAR DEMOCRACY

SUPPORT FOR THE ORGANIZATION'S ECONOMIC JUSTICE INITIATIVE, TO PROVIDE TECHNICAL ASSISTANCE ON ORGANIZATIONAL CAPACITY BUILDING AND STRATEGIC CAMPAIGN DEVELOPMENT TO WORKERS' RIGHTS GROUPS.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT FOR A WORKERS' RIGHTS REPORTING BEAT.

NAME OF RECIPIENT - CENTRO DE LOS DERECHOS DEL MIGRANTE, INC.

SUPPORT TO UPGRADE ORGANIZATIONAL SECURITY FEATURES.

NAME OF RECIPIENT - CHILDREN'S AID SOCIETY

SUPPORT FOR THE CARRERA ADOLESCENT PREGNANCY PREVENTION PROGRAM.

NAME OF RECIPIENT - COALITION FOR JUVENILE JUSTICE

\$50,000 IN GENERAL SUPPORT AND \$50,000 FOR SUPPORT TO PROVIDE TRAINING AND TECHNICAL ASSISTANCE TO THE JUVENILE JUSTICE FIELD ON THE DEINSTITUTIONALIZATION OF STATUS OFFENDERS.

NAME OF RECIPIENT - COALITION OF IMMOKALEE WORKERS

\$400,000 IN GENERAL SUPPORT AND \$100,000 FOR SUPPORT FOR ADDITIONAL FUNDRAISING CAPACITY.

NAME OF RECIPIENT - COLLEGE SUMMIT

Part XV Supplementary Information

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

SUPPORT TO AN ORGANIZATION THAT SUPPORTS THE WEST VIRGINIA SUMMIT PROGRAM WHICH HELPS LOW-INCOME, FIRST GENERATION YOUTH PREPARE FOR COLLEGE.

NAME OF RECIPIENT - COLORADO CRIMINAL DEFENSE INSTITUTE

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

NAME OF RECIPIENT - COLOROFCHANGE.ORG EDUCATION FUND

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

NAME OF RECIPIENT - COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION

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

NAME OF RECIPIENT - COMMUNITY LABOR UNITED

SUPPORT FOR THE GOOD JOBS-STRONG COMMUNITIES SUBCONTRACTING/OUTSOURCING CAMPAIGN

NAME OF RECIPIENT - COMMUNITY ORIENTED CORRECTIONAL HEALTH SERVICES

SUPPORT TO PROVIDE NATIONAL AND LOCAL STAKEHOLDERS WITH EDUCATION AND TECHNICAL ASSISTANCE TO CREATE PRETRIAL ALTERNATIVES TO DETENTION LEVERAGING MEDICAID RESOURCES.

NAME OF RECIPIENT - COMO FRIENDS

SUPPORT FOR THE "OPEN DOOR" POLICY.

Part XV Supplementary Information

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

NAME OF RECIPIENT - CORRECTIONAL ASSOCIATION OF NEW YORK

SUPPORT FOR THE ORGANIZATION'S JUVENILE JUSTICE PROJECT TO ADVANCE
EFFECTIVE YOUTH JUSTICE REFORM IN NEW YORK.

NAME OF RECIPIENT - DAILY CARDINAL

SUPPORT TO THE ORGANIZATIONS TRAVEL AS IT RELATES TO REPORTING NEWS
STORIES.

NAME OF RECIPIENT - DELAWARE CENTER FOR JUSTICE

SUPPORT FOR ADVOCACY ON AND IMPLEMENTATION OF PRETRIAL RISK ASSESSMENT
AND COMMUNITY SUPERVISION PROGRAMS TO REDUCE UNNECESSARY JAIL DETENTION
IN DELAWARE.

NAME OF RECIPIENT - DEMOCRACY NORTH CAROLINA

GENERAL SUPPORT TO AN ORGANIZATION THAT USES RESEARCH, PUBLIC
EDUCATION, COMMUNITY ORGANIZING, LEADERSHIP TRAINING AND COALITION
BUILDING TO INCREASE CIVIC PARTICIPATION AND REDUCE THE INFLUENCE OF
SPECIAL-INTEREST MONEY IN NORTH CAROLINA.

NAME OF RECIPIENT - DOLORES HUERTA FOUNDATION

SUPPORT TO UPDATE TECHNOLOGICAL EQUIPMENT AS THE GROUP TRANSITIONS TO A
NEW FUNDRAISING BASE AND APPROACH

NAME OF RECIPIENT - DWIGHT HALL AT YALE

SUPPORT FOR STUDENT-LED SOCIAL JUSTICE PROGRAMMING.

NAME OF RECIPIENT - FAMILIES AGAINST MANDATORY MINIMUMS FOUNDATION

Part XV Supplementary Information

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

SUPPORT FOR THE CLEMENCY PROJECT 2014.

NAME OF RECIPIENT - FAMILYMEANS

SUPPORT FOR ASSISTING FAMILIES IN NEED PROGRAM.

NAME OF RECIPIENT - FJC-A FOUNDATION FOR DONOR ADVISED FUND

SUPPORT FOR THE STEPHEN ROSE LEGACY FUND.

NAME OF RECIPIENT - FSG SOCIAL IMPACT ADVISORS

SUPPORT TO PROVIDE COACHING TO A COLLABORATIVE JUSTICE INITIATIVE IN
MINNESOTA.

NAME OF RECIPIENT - GOODSPEED OPERA HOUSE FOUNDATION

PROJECT SUPPORT TO THE ARTS EDUCATION COLLABORATION.

NAME OF RECIPIENT - GRASSROOTS LEADERSHIP

SUPPORT TO EXPLORE OPPORTUNITIES FOR REDUCING FEDERAL PRISON
POPULATIONS AND RACIAL DISPARITIES BY DECREASING CRIMINAL PROSECUTIONS
FOR IMMIGRATION OFFENSES IN BORDER STATES.

NAME OF RECIPIENT - GREENE STREET FRIENDS SCHOOL

SUPPORT FOR A CAPITAL CAMPAIGN FOR A MULTIPURPOSE BUILDING.

NAME OF RECIPIENT - HARTLEY FILM FOUNDATION

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

NAME OF RECIPIENT - HUMAN RIGHTS WATCH

Part XV Supplementary Information

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

SUPPORT FOR RESEARCH ON YOUTH TRIED AS ADULTS AND WORK TO ADVANCE
JUVENILE JUSTICE REFORM IN CALIFORNIA

NAME OF RECIPIENT - INTERNATIONAL ASSOCIATION OF CHIEFS OF POLICE
SUPPORT TO RAISE AWARENESS ABOUT THE NEED FOR PRETRIAL DETENTION REFORM
AMONG LAW ENFORCEMENT LEADERS THROUGHOUT THE COUNTRY, ENCOURAGING THEM
TO TAKE A LEADERSHIP ROLE ON THE ISSUE.

NAME OF RECIPIENT - JAIL PROJECT OF TEXAS
SUPPORT TO UNDERTAKE COMMUNITY AND PUBLIC EDUCATION TO ADVANCE PRETRIAL
DETENTION REFORM.

NAME OF RECIPIENT - JOBS WITH JUSTICE EDUCATION FUND
SUPPORT FOR THE FUTURE OF BARGAINING PROJECT

NAME OF RECIPIENT - JUSTICE POLICY INSTITUTE
\$50,000 IN GENERAL SUPPORT AND \$50,000 IN SUPPORT FOR JUSTICE REFORM
ADVOCACY IN VIRGINIA.

NAME OF RECIPIENT - JUSTICE POLICY INSTITUTE
SUPPORT FOR STRATEGIC PLANNING FOR JUVENILE JUSTICE WORK.

NAME OF RECIPIENT - JUVENILE LAW CENTER
SUPPORT FOR DISSEMINATION AND EDUCATION ACTIVITIES RELATED TO THE
DOCUMENTARY FILM "KIDS FOR CASH."

NAME OF RECIPIENT - KENTUCKY YOUTH ADVOCATES
SUPPORT TO PARTNER WITH CHILDREN'S LAW CENTER TO ADVOCATE FOR

Part XV Supplementary Information

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

DEINSTITUTIONALIZING YOUTH CHARGED WITH STATUS OFFENSES IN KENTUCKY AND
FOR EFFECTIVE IMPLEMENTATION OF REFORMS TO REDUCE YOUTH INCARCERATION.

NAME OF RECIPIENT - LEGAL SERVICES FOR CHILDREN, INC.

SUPPORT TO WORK, ALONG WITH THE IMMIGRANT LEGAL RESOURCE CENTER, TO
PROMOTE THE FAIR AND EQUITABLE TREATMENT OF NONCITIZEN YOUTH BY
JUVENILE JUSTICE SYSTEMS.

NAME OF RECIPIENT - LOS ANGELES ALLIANCE FOR A NEW ECONOMY

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

NAME OF RECIPIENT - LOUISIANA CENTER FOR CHILDREN'S RIGHTS

SUPPORT FOR RESEARCH AND ADVOCACY TO RAISE THE AGE OF JUVENILE COURT
JURISDICTION IN LOUISIANA

NAME OF RECIPIENT - MACALESTER COLLEGE

SUPPORT FOR STUDENT FINANCIAL AID.

NAME OF RECIPIENT - MACALESTER-GROVELAND SUMMIT HILL LIVING AT HOME BLOCK
NURSE PROGRAM

SUPPORT FOR THE LIVING AT HOME/BLOCK NURSE PROGRAM.

NAME OF RECIPIENT - MAKE THE ROAD NEW YORK

SUPPORT FOR THE WORKPLACE JUSTICE PROGRAM.

NAME OF RECIPIENT - MARANATHA TOURING CHOIR

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

MARANATHA SECOND GENERATION.

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

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

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

NAME OF RECIPIENT - MICHIGAN COUNCIL ON CRIME AND DELINQUENCY
SUPPORT TO PROMOTE FISCAL INCENTIVES FOR USE OF ALTERNATIVES TO YOUTH
INCARCERATION AND TO LEAD A CAMPAIGN TO RAISE THE AGE OF JUVENILE COURT
JURISDICTION IN MICHIGAN

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

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

NAME OF RECIPIENT - NATIONAL CENTER FOR STATE COURTS
SUPPORT TO STRENGTHEN THE ROLE OF THE JUDICIARY IN ADVANCING ACCESS TO

Part XV Supplementary Information

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

JUSTICE.

NAME OF RECIPIENT - NATIONAL CRIMINAL JUSTICE ASSOCIATION

SUPPORT TO EDUCATE NCJA MEMBERSHIP ABOUT PRETRIAL REFORM AND ASSIST
TARGET STATE ADMINISTERING AGENCIES IN TAKING A LEADERSHIP ROLE ON
PRETRIAL REFORM IN THEIR JURISDICTIONS.

NAME OF RECIPIENT - NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE

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

NAME OF RECIPIENT - NATIONAL EMPLOYMENT LAW PROJECT

SUPPORT FOR MEETINGS ON CONTINGENT WORK.

NAME OF RECIPIENT - NATIONAL LEGAL AID AND DEFENDER ASSOCIATION

SUPPORT FOR DEVELOPMENT OF A CIVIL LEGAL AID RESEARCH WEBSITE.

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 - NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE

SUPPORT TO ADVOCATE FOR REDUCED RELIANCE ON YOUTH INCARCERATION AND
TRANSFER TO THE ADULT SYSTEM IN NEW JERSEY.

NAME OF RECIPIENT - NEW VENTURE FUND

PROJECT SUPPORT TO THE YOUTH FIRST! INITIATIVE TO END THE RELIANCE ON

Part XV Supplementary Information

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

YOUTH INCARCERATION AND REDIRECT RESOURCES TOWARDS COMMUNITY PROGRAMS

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT FOR ACTIVITIES TO STRENGTHEN THE SELF-REPRESENTED LITIGATION NETWORK IN ITS EFFORT TO DEVELOP AND PROMOTE SELF-HELP RESOURCES FOR INCREASING ACCESS TO JUSTICE FOR LOW-INCOME PEOPLE WITHIN THE COURTS.

NAME OF RECIPIENT - NORTHERN KENTUCKY CHILDREN'S LAW CENTER

SUPPORT FOR ADVOCACY, EDUCATION, AND RESEARCH TO REDUCE YOUTH DETENTION AND INCARCERATION RATES IN THE JUVENILE JUSTICE SYSTEM, AND DECREASE THE NUMBER OF YOUTHS TRIED AS ADULTS IN OHIO.

NAME OF RECIPIENT - NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND

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

NAME OF RECIPIENT - NORTHWESTERN UNIVERSITY

SUPPORT FOR POLICY ADVOCACY AND LITIGATION TO PROTECT YOUTH AGAINST WRONGFUL CONVICTIONS IN JUVENILE AND CRIMINAL CASES

NAME OF RECIPIENT - OFFICE OF KENTUCKY LEGAL SERVICES PROGRAMS

SUPPORT FOR CONTINUING EFFORTS TO ADVOCATE ON REFORMS THAT WOULD BENEFIT LOW-INCOME WORKERS IN KENTUCKY.

NAME OF RECIPIENT - ORGANIZATION FOR YOUTH EMPOWERMENT

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

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

NAME OF RECIPIENT - PARTNERSHIP FOR SAFETY AND JUSTICE

PROGRAM SUPPORT FOR THE SAFE KIDS, SAFE COMMUNITIES CAMPAIGN TO
CHALLENGE THE AUTOMATIC PROSECUTION OF YOUTH AS ADULTS

NAME OF RECIPIENT - POINTS OF LIGHT FOUNDATION

SUPPORT TO AN ORGANIZATION THAT FUNDS AMERICA'S SERVICE COMMISSIONS.

NAME OF RECIPIENT - POLICY MATTERS OHIO

SUPPORT FOR RESEARCH AND PUBLIC EDUCATION ON LABOR RIGHTS ISSUES.

NAME OF RECIPIENT - PRETRIAL JUSTICE INSTITUTE

SUPPORT TO ASSIST IN EXECUTING A COMMUNICATIONS MEDIA CAMPAIGN IN
SUPPORT OF THE PRETRIAL REFORM FIELD AND, SPECIFICALLY, THE PRETRIAL
CABINET.

NAME OF RECIPIENT - PUBLIC CONCERN FOUNDATION

SUPPORT FOR A DOCUMENTARY ON FARMWORKERS AND THE WORK OF THE COALITION
OF IMMOKALEE WORKERS.

NAME OF RECIPIENT - PUBLIC HEALTH ADVOCACY INSTITUTE

SUPPORT FOR THE BEYOND OSHA PROJECT'S CAMPAIGN TO SECURE IMPROVED
WORKER PROTECTION TO PREVENT SILICOSIS.

NAME OF RECIPIENT - PUBLIC INTEREST PROJECTS

SUPPORT TO OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR LEGAL
EXPERTISE, TECHNICAL ASSISTANCE AND ADVOCACY ON WORKPLACE HEALTH AND
SAFETY.

Part XV Supplementary Information

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

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER

SUPPORT FOR THE NATIONAL COALITION FOR A RIGHT TO CIVIL COUNSEL, WHICH IS WORKING ON BEHALF OF INDIGENT LITIGANTS.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER

SUPPORT FOR THE ORGANIZATION'S WORKPLACE JUSTICE PROJECT.

NAME OF RECIPIENT - REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

SUPPORT FOR A CONVENING OF WORKER CENTERS AND OTHERS TO REFLECT AND LEARN MORE ABOUT HEALTH AND SAFETY ISSUES.

NAME OF RECIPIENT - REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

SUPPORT FOR UCLA SCHOOL OF LAW'S EPSTEIN PROGRAM IN PUBLIC INTEREST LAW AND POLICY FOR ITS JAIL REMOVAL PROJECT TO PROVIDE JURISDICTIONS WITH GUIDANCE ON HOW TO END THE PRACTICE OF DETAINING YOUTH IN ADULT JAILS.

NAME OF RECIPIENT - REGIONAL YOUTH ADULT SOCIAL ACTION PARTENRSHIP

SUPPORT FOR THE CONNECTICUT JUVENILE JUSTICE ALLIANCE, WHICH PROMOTES A SAFE, EFFECTIVE, AND FAIR JUVENILE JUSTICE SYSTEM IN CONNECTICUT.

NAME OF RECIPIENT - SEATTLE UNIVERSITY SCHOOL OF LAW

SUPPORT FOR SEATTLE YOUTH TRAFFIC COURT.

NAME OF RECIPIENT - SMITHSONIAN INSTITUTION'S DEPARTMENT OF WILDLIFE HEALTH SCIENCES HOSPITAL

SUPPORT TO AN ORGANIZATION THAT SEEKS TO SAVE SPECIES, PROVIDE ENGAGING EXPERIENCES WITH ANIMALS AND CREATE AND SHARE KNOWLEDGE TO SAVE WILDLIFE AND HABITATS.

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

NAME OF RECIPIENT - SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES
 SUPPORT TO DURHAM INNER CITY GARDENERS (DIG), WHICH IS A YOUTH-DRIVEN,
 URBAN FARMING LEADERSHIP DEVELOPMENT PROGRAM THAT EMPHASIZES
 SUSTAINABLE LIVING AND GROWING PRACTICES.

NAME OF RECIPIENT - SOUTHERN CENTER FOR HUMAN RIGHTS
 SUPPORT TO REDUCE RATES OF INCARCERATION IN GEORGIA AND ALABAMA THROUGH
 HIGH-IMPACT LITIGATION, RESEARCH, ADVOCACY AND COALITION BUILDING.

NAME OF RECIPIENT - STATE BAR OF CALIFORNIA
 SUPPORT TO IMPLEMENT A STATEWIDE CAPACITY-BUILDING, COORDINATION AND
 ASSESSMENT PROGRAM TO PILOT PRACTICAL TRAINING PROGRAMS FOR RECENT LAW
 SCHOOL GRADUATES SERVING MODERATE INCOME PEOPLE IN CALIFORNIA.

NAME OF RECIPIENT - TASC INC.
 SUPPORT TO PROVIDE TECHNICAL ASSISTANCE TO THREE COUNTIES TO DIVERT
 PRETRIAL DEFENDANTS FROM JAIL TO MEDICAID-FUNDED COMMUNITY-BASED
 BEHAVIORAL HEALTH TREATMENT.

NAME OF RECIPIENT - TEXAS APPLESEED
 SUPPORT TO ENGAGE IN POLICY ADVOCACY AT THE STATE AND LOCAL LEVELS AND
 TO CONDUCT LITIGATION TO CHALLENGE THE USE OF JUVENILE AND MUNICIPAL
 COURTS IN TEXAS TO HANDLE MINOR STUDENT MISBEHAVIORS AT SCHOOL.

NAME OF RECIPIENT - THE AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY
 SUPPORT TO PROMOTE AND RAISE THE PROFILE OF CIVIL LEGAL AID THROUGH A
 VARIETY OF FORUMS AND ACTIVITIES WITHIN ITS NATIONWIDE NETWORK.

Part XV Supplementary Information

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

NAME OF RECIPIENT - THE ARTS PARTNERSHIP

PROJECT SUPPORT.

NAME OF RECIPIENT - THE CONSTITUTION PROJECT

SUPPORT FOR THE RIGHT-LEFT JUSTICE WORKING GROUP TO LEVERAGE MOMENTUM
AND ADVOCATE FOR FEDERAL CRIMINAL JUSTICE REFORM.

NAME OF RECIPIENT - THE GEORGE WASHINGTON UNIVERSITY

SUPPORT FOR THE NATIONAL CENTER FOR MEDICAL-LEGAL PARTNERSHIP'S
PROJECT, WHERE HEALTH MEETS JUSTICE FELLOWSHIP

NAME OF RECIPIENT - THE PARTNERSHIP FOR WORKING FAMILIES

SUPPORT FOR THE IN THE PUBLIC INTEREST PROJECT TO COORDINATE A
COALITION DEDICATED TO STEMMING THE GROWTH OF PRISON PRIVATIZATION IN
STATES AND LOCALITIES.

NAME OF RECIPIENT - THE WASHINGTON LEGAL CLINIC FOR THE HOMELESS, INC.

SUPPORT FOR THE HUMAN RIGHT TO HOUSING INITIATIVE

NAME OF RECIPIENT - TRINITY BOSTON FOUNDATION

SUPPORT FOR BOSTONIANS FOR YOUTH 2014, FOR PROGRAMS TO COMBAT YOUTH
VIOLENCE.

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

SUPPORT TO THE HUMAN RIGHTS INSTITUTE AT COLUMBIA LAW SCHOOL FOR A
CONVENING OF LEGAL EXPERTS TO COORDINATE INTERNATIONAL AND DOMESTIC

Part XV Supplementary Information

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

ACCESS TO JUSTICE AND CIVIL COUNSEL WORK.

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 LEGAL SERVICES

SUPPORT FOR AN ADVOCACY EFFORT TO ENSURE TRANSPARENCY AND PUBLIC INPUT IN THE PROCESS TO DETERMINE PROVISIONS OF HEALTHCARE TREATMENT FOR INMATES OF DC JAIL.

NAME OF RECIPIENT - UNIVERSITY OF ROCHESTER

SUPPORT TO THE SIMON SCHOOL OF BUSINESS FOR STUDENT SCHOLARSHIPS.

NAME OF RECIPIENT - VERA INSTITUTE OF JUSTICE

SUPPORT TO HELP GOVERNOR CUOMO'S COMMISSION ON YOUTH, PUBLIC SAFETY, AND JUSTICE DEVELOP A PLAN FOR RAISING THE AGE OF JUVENILE COURT JURISDICTION IN NEW YORK.

NAME OF RECIPIENT - WASHINGTON BALLET

PROJECT SUPPORT TO DANCE DC.

NAME OF RECIPIENT - WASHINGTON PERFORMING ARTS SOCIETY

SUPPORT TO AN ORGANIZATION THAT CREATES EDUCATIONAL OPPORTUNITIES THROUGH CONNECTING THE COMMUNITY TO ARTISTS, IN BOTH EDUCATION AND PERFORMANCE.

NAME OF RECIPIENT - WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS

Part XV Supplementary Information

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

SUPPORT TO ENHANCE NETWORKING AND STRENGTHEN CONNECTIONS IN THE DC
 PHILANTHROPIC COMMUNITY, THEREBY REACHING NEW AUDIENCES FOR
 PHILANTHROPIC ENGAGEMENT AND AN INCREASE OF REVENUE FOR THE
 ORGANIZATION.

NAME OF RECIPIENT - WILLIAM J. BRENNAN JR. CENTER FOR JUSTICE
 SUPPORT FOR RESEARCH AND ADVOCACY TO REFORM FEDERAL PROSECUTORIAL
 PRACTICES CONTRIBUTING TO OVERINCARCERATION.

NAME OF RECIPIENT - WILLIAM J. BRENNAN JR. CENTER FOR JUSTICE
 SUPPORT TO USE RESEARCH, COMMUNICATIONS AND ADVOCACY TO REDUCE
 INCARCERATION IN AMERICA THROUGH A FOCUS ON FISCAL INCENTIVES AND
 FUNDING STREAMS.

NAME OF RECIPIENT - WISDOM
 SUPPORT FOR STATEWIDE GRASSROOTS EDUCATION AND ADVOCACY ACTIVITIES TO
 ADVANCE CRIMINAL JUSTICE REFORM IN WISCONSIN, INCLUDING SENTENCING
 REFORM AND ALTERNATIVES TO INCARCERATION.

NAME OF RECIPIENT - YOUTH RADIO
 SUPPORT FOR THE YOUTH JUSTICE DESK, WHICH PRODUCES MEDIA STORIES ON
 JUVENILE JUSTICE FROM THE PERSPECTIVE OF YOUTH, INCLUDING INCARCERATED
 YOUTH.

NAME OF RECIPIENT - CENTER FOR PROGRESSIVE REFORM
 SUPPORT FOR THE ORGANIZATION'S "BUILDING A BETTER OSHA" INITIATIVE.

NAME OF RECIPIENT - PROGRESSIVE STATES NETWORK

Part XV Supplementary Information

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

SUPPORT FOR THE ORGANIZATION'S WORKERS' RIGHTS PROJECT.

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 - COALITION FOR JUVENILE JUSTICE

SUPPORT 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 - INTERFAITH WORKER JUSTICE

\$160,000 IN GENERAL SUPPORT AND \$340,000 TO SUPPORT WORKPLACE HEALTH AND SAFETY ADVOCACY.

NAME OF RECIPIENT - INSTITUTE FOR PUBLIC AFFAIRS

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

NAME OF RECIPIENT - NEW VENTURE FUND

SUPPORT TO JUSTLEADERSHIPUSA TO INCREASE THE VOICE AND LEADERSHIP OF FORMERLY INCARCERATED INDIVIDUALS IN CALLING FOR CRIMINAL JUSTICE REFORM.

NAME OF RECIPIENT - PUBLIC CITIZEN FOUNDATION

Part XV | **Supplementary Information**

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

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

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - COLOROFCHANGE.ORG EDUCATION FUND

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

NAME OF RECIPIENT - MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH

SUPPORT TO ADVANCE CRIMINAL JUSTICE POLICY REFORM IN MASSACHUSETTS.

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 - PROGRESSIVE STATES NETWORK

SUPPORT FOR THE ORGANIZATION'S WORKERS' RIGHTS PROJECT.

NAME OF RECIPIENT - CENTER FOR PUBLIC INTEGRITY

SUPPORT FOR A WORKERS' RIGHTS REPORTING BEAT.

NAME OF RECIPIENT - PUBLIC JUSTICE CENTER

SUPPORT TO ANCHOR A STATE WORKERS' RIGHTS POLICY COALITION.

NAME OF RECIPIENT - BLUEGREEN ALLIANCE FOUNDATION

SUPPORT FOR ADVOCACY AND ORGANIZING TO PROMOTE OCCUPATIONAL HEALTH AND
SAFETY.

NAME OF RECIPIENT - CENTER FOR EFFECTIVE GOVERNMENT

SUPPORT FOR A CAMPAIGN TO ADVANCE A PUBLIC NARRATIVE ABOUT THE

Part XV Supplementary Information

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

IMPORTANCE OF GOVERNMENT.

NAME OF RECIPIENT - BRENNAN CENTER FOR JUSTICE

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

NAME OF RECIPIENT - PUBLIC INTEREST PROJECTS

SUPPORT TO OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FO LEGAL
EXPERTISE, TECHNICAL ASSISTANCE AND ADVOCACY ON WORKPLACE HEALTH AND
SAFETY.

NAME OF RECIPIENT - MAKE THE ROAD NEW YORK

SUPPORT FOR THE WORKPLACE JUSTICE PROGRAM.

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 - MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND
HEALTH

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

NAME OF RECIPIENT - MICHIGAN COUNCIL ON CRIME AND DELINQUENCY

SUPPORT TO PROMOTE FISCAL INCENTIVES FOR USE OF ALTERNATIVES TO YOUTH
INCARCERATION AND TO LEAD A CAMPAIGN TO RAISE THE AGE OF JUVENILE COURT
JURISDICTION IN MICHIGAN

Part XV | **Supplementary Information**

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

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.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

2013

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name PUBLIC WELFARE FOUNDATION, INC.	Employer identification number 54-0597601
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	1,212,404.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	1,212,404.
4 Enter the tax shown on the corporation's 2012 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	1,212,404.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	02/15/14	03/15/14	06/15/14	09/15/14
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	303,101.	303,101.	303,101.	303,101.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	308,604.	180,000.	330,000.	375,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		5,503.		
13 Add lines 11 and 12	13		185,503.	330,000.	375,000.
14 Add amounts on lines 16 and 17 of the preceding column	14			117,598.	90,699.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	308,604.	185,503.	212,402.	284,301.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		117,598.	90,699.	18,800.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	5,503.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2013 and before 10/1/2013	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 3\%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2014 and before 10/01/2014	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 3\%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times 3\%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times 3\%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		1,811.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF **GAIN OR (LOSS) FROM SALE OF ASSETS** **STATEMENT** **1**

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
229,825,274.	197,041,873.	0.	0.	32,783,401.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASS THROUGH FROM PARTNERSHIPS					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
33,584,265.	0.	0.	0.	33,584,265.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	66,367,666.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **2**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CF EUROPEAN EQUITY FUND	186,793.	0.	186,793.	0.	
CF GLOBAL EQUITY FUND	306,072.	0.	306,072.	0.	
CF QUANTITATIVE FOCUS FUND	299,191.	0.	299,191.	0.	
CFI ALL CAPITAL EQUITIES	179,944.	0.	179,944.	0.	
CFI CASH	550.	0.	550.	550.	
CFI GLOBAL BOND LLC	579,399.	0.	579,399.	0.	
CFI MULTI-STRATEGY COMMODITIES	53,876.	0.	53,876.	53,876.	

CITY FIRST CD	1,464.	0.	1,464.	1,464.
HARDING LOEVNER	326,230.	0.	326,230.	326,230.
INTEREST INCOME	4,324.	0.	4,324.	4,324.
INVESTMENTS	13.	0.	13.	13.
IRM CORE BOND	24.	0.	24.	0.
MERRILL LYNCH	346.	0.	346.	346.
MSCI JAPAN INDEX FUND	5,937.	0.	5,937.	5,937.
NORTHERN TRUST	1,190.	0.	1,190.	1,190.
PIMCO	501,124.	0.	501,124.	501,124.
SS EQUITY FUND	435,968.	0.	435,968.	0.
TO PART I, LINE 4	2,882,445.	0.	2,882,445.	895,054.

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	10,938,161.	10,938,161.	
NET PARTNERSHIP INCOME/LOSS PER BOOKS, NOT ON K-1S	19,862,336.	0.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	<162,759.>	0.	
CLASS ACTION	12,177.	12,177.	
OTHER INCOME	<5,411.>	2,067.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,644,504.	10,952,405.	

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	29,382.	4,487.		31,572.
TO FM 990-PF, PG 1, LN 16A	29,382.	4,487.		31,572.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	72,674.	0.		78,599.	
TO FORM 990-PF, PG 1, LN 16B	72,674.	0.		78,599.	

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	88,600.	0.		88,600.	
FEES-INVESTMENTS	749,740.	749,740.		0.	
COMMUNICATIONS CONSULTANT	75,833.	0.		74,333.	
PROGRAM CONSULTANT	155,000.	0.		155,000.	
OTHER CONSULTANT	19,664.	6,293.		13,371.	
TO FORM 990-PF, PG 1, LN 16C	1,088,837.	756,033.		331,304.	

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	94,036.	0.		94,036.	
FEDERAL EXCISE TAX	1,212,205.	0.		0.	
TAXES - STATE	763.	0.		0.	
DEFERRED FEDERAL INCOME TAX	<768,280.>	0.		0.	
PAYROLL TAXES	98,179.	1,657.		96,523.	
TO FORM 990-PF, PG 1, LN 18	636,903.	1,657.		190,559.	

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	51,368.	0.		51,275.	
PROFESSION DEVELOPMENT	12,259.	0.		12,259.	
OTHER EXPENSES	14,199.	0.		14,199.	
PAYROLL & FSA FEES	3,914.	0.		3,914.	
POSTAGE	1,806.	0.		1,845.	
TELEPHONE	18,919.	0.		18,932.	
INSURANCE	45,598.	0.		48,626.	
BUILDING OPERATIONS	143,232.	0.		142,035.	
BANK FEES	4,149.	0.		4,149.	
EMPLOYEE RECRUITMENT	2,404.	0.		2,404.	
HOSTING SERVICES	900.	0.		900.	
TO FORM 990-PF, PG 1, LN 23	298,748.	0.		300,538.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
NET UNREALIZED GAINS AND (LOSSES) ON INVESTMENTS		40,255,715.	
TOTAL TO FORM 990-PF, PART III, LINE 5		40,255,715.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SSGA MSCI EMERGING MARKETS	0.	0.		
CF SSG DIVERSIFYING CO A30	1,995,280.	1,995,280.		
CF SSG DIVERSIFYING CO A41	0.	0.		
CFI STRATEGIC SOLUTIONS EQUITY	7,544,233.	7,544,233.		
CFI ALL CAPITAL EQUITIES	0.	0.		
CFI MULTI-STRATEGY COMMODITIES	8,950,441.	8,950,441.		
CF SS REL VALUE & EVENT DRIVEN CLASS A	0.	0.		
HARDING LOEVNER INTN'L. EQUITY PORTFOLIO	27,974,206.	27,974,206.		
CF GLOBAL NATURAL RESOURCES STOCK INDEX'	9,048,935.	9,048,935.		
CF SSG GLOBAL HEDGED EQUITY A01	11,708,449.	11,708,449.		
EUROPEAN EQUITY FUND	19,720,285.	19,720,285.		
GLOBAL EQUITY FUND	46,236,004.	46,236,004.		
MSCI JAPAN INDEX	13,754,213.	13,754,213.		

EM QUANTITATIVE FOCUS FUND	9,821,817.	9,821,817.
TOTAL TO FORM 990-PF, PART II, LINE 10B	156,753,863.	156,753,863.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CFI GLOBAL BONDS	14,892,767.	14,892,767.
IR&M	40,659,392.	40,659,392.
WAMCO	34,389,698.	34,389,698.
PIMCO-TOTAL RETURN FIXED INCOME PORTFOLIO	0.	0.
CF SSGA US AGGREGATE BOND INDEX	35,413,982.	35,413,982.
TOTAL TO FORM 990-PF, PART II, LINE 10C	125,355,839.	125,355,839.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, LP	FMV	88,544,959.	88,544,959.
BLAKENEY MANAGEMENT, LP	FMV	15,088,938.	15,088,938.
CARMEL PARTNERS INV FUND III, LP	FMV	5,371,220.	5,371,220.
CARMEL PARTNERS INVESTMENT FUND	FMV	3,549,645.	3,549,645.
CARMEL PROPERTIES INV. FUND II, LP	FMV	4,673,816.	4,673,816.
COMMONFUND CAPITAL INTN'L PRTRNS. IV, LP	FMV	2,261,828.	2,261,828.
COMMONFUND CAPITAL PEP VII, LP	FMV	8,334,642.	8,334,642.
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	FMV	1,265,397.	1,265,397.
COMMONFUND GLOBAL DISTR DEBT PTNRS III, LP	FMV	2,777,600.	2,777,600.
COMMONFUND PRIVATE EQUITY V	FMV	2,477,661.	2,477,661.
COMMONFUND GLOBAL DISTRESSED INV IV, LP	FMV	1,943,695.	1,943,695.
COMMONFUND CAPITAL VENTURE PTNRS IX, LP	FMV	8,784,759.	8,784,759.
GOLDMAN SACHS EVENT DRIVEN	FMV	67,796.	67,796.
GOLDMAN SACHS RELATIVE VALUE	FMV	0.	0.
LIQUID REALTY PARTNERS IV	FMV	753,666.	753,666.
LIQUID REALTY PARTNERS IV TE AIVLP	FMV	265,769.	265,769.
MERIT ENERGY F-II, LP	FMV	3,276,877.	3,276,877.
MERIT ENERGY PARTNERS C-II, LP	FMV	6,686,188.	6,686,188.
MERIT ENERGY PARTNERS D-II, LP	FMV	6,560,160.	6,560,160.
MERIT ENERGY CANADA, LP	FMV	2,586,874.	2,586,874.
MERIT PARTNERS CANADA II, LP	FMV	53,585.	53,585.

THE DEFENDERS FUND	FMV	2.	2.
TIFF PARTNERS IV	FMV	1,353,837.	1,353,837.
TIFF PARTNERS V, INTERNATIONAL	FMV	926,037.	926,037.
TIFF PARTNERS V, US	FMV	1,186,930.	1,186,930.
TIFF PRIVATE INVESTMENT PARTNERS I	FMV	0.	0.
TIFF REALTY & RESOURCE PARTNERS, I, LLC	FMV	2,339,626.	2,339,626.
TUCKERBROOK SB GLOBAL DISTRESSED FND I, LP	FMV	4,871,147.	4,871,147.
COMMONFUND CAPITAL INTN'L PRTNRS. VII, LP	FMV	2,584,775.	2,584,775.
TUCKERBROOK - MEDLEY	FMV	589,817.	589,817.
TUCKERBROOK - STYX	FMV	69,743.	69,743.
COMMONFUND CAPITAL PEP VIII, LP	FMV	1,987,695.	1,987,695.
COMMONFUND CAPITAL VENTURE PTNRS X, LP	FMV	2,095,212.	2,095,212.
COMMONFUND CAPITAL NATURAL RESOURCE IX, LP	FMV	2,136,613.	2,136,613.
COMMONFUND SS CORE RE	FMV	6,907,558.	6,907,558.
COMMONFUND SS REAL OPP 2011	FMV	6,876,992.	6,876,992.
TUCKERBROOK - HARBINGER	FMV	62,756.	62,756.
TUCKERBROOK - KING STREET	FMV	1,884.	1,884.
TOTAL TO FORM 990-PF, PART II, LINE 13		199,315,699.	199,315,699.

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.	5,601,396.	9,794,127.
TOTAL TO FM 990-PF, PART II, LN 14	15,395,523.	5,601,396.	9,794,127.

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	813,024.	14,430.	14,430.
DUE FROM NORTHERN TRUST	265,660.	10,422,242.	10,422,242.
ACCRUED INTEREST RECEIVABLE	131.	164.	164.
BANK TRANSFERS	<138.>	0.	0.
EMPLOYEE INVESTMENT - 457(B)	50,308.	51,266.	51,266.
DEFERRED INCOME RECEIVABLE - 457(B)	11,483.	14,169.	14,169.
TO FORM 990-PF, PART II, LINE 15	1,140,468.	10,502,271.	10,502,271.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 15
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TAX DUE FROM FORM 990-PF, PART VI	18,800.
UNDERPAYMENT PENALTY	1,811.
LATE PAYMENT INTEREST	282.
TOTAL AMOUNT DUE	20,893.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 16
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	02/15/15	18,800.	18,800.	.0300	181	282.
DATE FILED	08/15/15		19,082.			
TOTAL LATE PAYMENT INTEREST						282.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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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	310,000.	43,530.	0.
PHILLIPA TAYLOR C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CFAO 40.00	240,766.	47,415.	0.
STEPHANIE BELL ROSE C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
JACKIE CLEGG C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
DAVID DODSON C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.

LYDIA MARSHALL C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	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.
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	6,000.	0.	0.
LANDIS ZIMMERMAN C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
COLIN DIVER C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>610,766.</u>	<u>90,945.</u>	<u>0.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 18

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	200,000.	07/01/14

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 RECEIVED 7/1/14.

ANY DIVERSION BY GRANTEE

N/A

GRANTEE'S NAME

LAKE RESEARCH PARTNERS

GRANTEE'S ADDRESS1726 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	70,000.	05/16/14

PURPOSE OF GRANTSUPPORT 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

REPORTS RECEIVED 3/4/14 AND APPROVED 5/16/14.

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>	<u>VERIFICATION DATE</u>
163,000.	08/15/13	63,105.	02/20/14

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

REPORTS RECIEVED 1/31/14 AND APPROVED 2/20/14.

ANY DIVERSION BY GRANTEE

N/A

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY ONE

PRETRIAL DETENTION REFORM: PURPOSE OF THE ACTIVITY WAS TO FOSTER GREATER COMMUNICATION AND EDUCATION WITHIN THE CRIMINAL JUSTICE FIELD ON THE ISSUE OF PRETRIAL DETENTION REFORM, THROUGH MULTIPLE CONVENINGS OF PRETRIAL REFORM ADVOCATES, STAKEHOLDERS, AND EXPERTS DURING THE YEAR. THESE EVENTS FACILITATED PARTNERSHIPS BETWEEN GROUPS, EDUCATED MEMBERS 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 1

72,971.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 20

ACTIVITY TWO

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. ACTIVITIES INCLUDE EDUCATIONAL OUTREACH AT FUNDER EVENTS, WORKSHOPS CONDUCTED BY EXPERTS FOR AND TO PROVIDE TECHNICAL ASSISTANCE TO FOUNDATION GRANTEEES IN THIS AREA, AND TARGETED RESEARCH AND REPORTS THAT DISCUSS THE IMPORTANCE OF CIVIL LEGAL AID TO OUR SOCIETY AND PHILANTHROPY.

EXPENSES

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

50,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 21

ACTIVITY THREE

WORKERS' RIGHTS: PURPOSE OF THE ACTIVITY WAS TO INCREASE FUNDRAISING CAPACITY OF FOUNDATION GRANTEEES ADVOCATING FOR WORKERS' RIGHTS. ACTIVITIES INCLUDED A FUNDRAISING AUDIT TO ASSESS THE NEEDS OF GRANTEE ORGANIZATIONS AS WELL AS A CONVENING OF THESE ORGANIZATIONS TO DEVELOP PERFORMANCE BUILDING MEASURES AND STRATEGIC FUNDRAISING PLANS. ULTIMATELY, ENHANCED CAPACITY INCREASES AND IMPROVES GRANTEEES' FINANCIAL SECURITY AND RESOURCES AVAILABLE FOR THEIR ADVOCACY WORK.

EXPENSES

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

50,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 22

ACTIVITY FOUR

DECRIMINALIZATION/DEINCARCERATION & TRANSFER TO THE ADULT SYSTEM: PURPOSE OF THE ACTIVITY WAS A SERIES OF CONVENINGS HELD TO ENHANCE THE CAPACITY OF GRANTEEES TO ADVANCE JUVENILE JUSTICE REFORM EFFORTS BY CREATING DEEPER CONNECTIONS AMONG THEM ACROSS THE COUNTRY. THESE CONVENINGS OF JUVENILE JUSTICE GRANTEEES ENCOURAGED CONVERSATION AND COLLABORATIVE ACTION TO DISCUSS STRATEGY AND MECHANISMS TO COORDINATE DISPARATE STATE EFFORTS.

EXPENSES

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

34,422.

FORM 990-PF

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

STATEMENT 23

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 24

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
NET PARTNERSHIP INCOME/LOSS			14	10,938,161.	
NET PARTNERSHIP INCOME/LOSS PER BOOKS, NOT ON K-1S			14	19,862,336.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	523000	<162,759.>			
CLASS ACTION			01	12,177.	
OTHER INCOME	523000	<7,478.>	01	2,067.	
TOTAL TO FORM 990-PF, PG 12, LN 11		<170,237.>		30,814,741.	

