

Return of Private Foundation

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

2015

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 2015 or tax year beginning **OCT 1, 2015**, and ending **SEP 30, 2016**

Name of foundation
PUBLIC WELFARE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1200 U STREET, NW

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20009-4443

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **488,474,152.**

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
54-0597601

B Telephone number
202-965-1800

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,356,204.	109,798.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				STATEMENT 1
	b Gross sales price for all assets on line 6a	106,365,463.			
	7 Capital gain net income (from Part IV, line 2)		12,772,456.		
	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	-7,394,212.	5,739,044.		STATEMENT 3	
12 Total. Add lines 1 through 11	1,077,258.	18,621,298.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	686,340.	45,144.		641,195.
	14 Other employee salaries and wages	1,125,991.	0.		1,116,199.
	15 Pension plans, employee benefits	302,341.	5,074.		301,645.
	16a Legal fees	STMT 4 16,486.	0.		15,010.
	b Accounting fees	STMT 5 80,748.	0.		80,748.
	c Other professional fees	STMT 6 1,251,303.	690,288.		561,015.
	17 Interest	182,753.	0.		182,753.
	18 Taxes	STMT 7 977,221.	1,796.		194,902.
	19 Depreciation and depletion	406,324.	0.		
	20 Occupancy	308,046.	0.		301,406.
	21 Travel, conferences, and meetings	163,225.	0.		163,225.
	22 Printing and publications	38,415.	0.		38,498.
	23 Other expenses	STMT 8 397,532.	0.		384,428.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,936,725.	742,302.		3,981,024.
	25 Contributions, gifts, grants paid	18,371,120.			20,715,620.
26 Total expenses and disbursements. Add lines 24 and 25	24,307,845.	742,302.		24,696,644.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-23,230,587.				
b Net investment income (if negative, enter -0-)		17,878,996.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	369,044.	457,054.	457,054.
	2 Savings and temporary cash investments	14,260,641.	9,102,852.	9,102,852.
	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	79,839.	68,490.	68,490.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 10 128,981,225.	126,656,497.	126,656,497.
	c Investments - corporate bonds	STMT 11 135,366,195.	137,137,241.	137,137,241.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 12 192,974,155.	204,568,679.	204,568,679.	
14 Land, buildings, and equipment: basis ▶	15,358,490.			
Less: accumulated depreciation	STMT 13 ▶ 6,050,437.	9,710,964.	9,308,053.	
15 Other assets (describe ▶	STATEMENT 14) 1,191,081.	1,175,286.	1,175,286.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	482,933,144.	488,474,152.	488,474,152.	
Liabilities	17 Accounts payable and accrued expenses	255,250.	667,353.	
	18 Grants payable	3,886,500.	1,542,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	10,800,000.	10,800,000.	
	22 Other liabilities (describe ▶			
23 Total liabilities (add lines 17 through 22)	14,941,750.	13,009,353.		
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	467,991,394.	475,464,799.	
	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	467,991,394.	475,464,799.		
31 Total liabilities and net assets/fund balances	482,933,144.	488,474,152.		

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	467,991,394.
2 Enter amount from Part I, line 27a	2	-23,230,587.
3 Other increases not included in line 2 (itemize) ▶	3	SEE STATEMENT 9 30,703,992.
4 Add lines 1, 2, and 3	4	475,464,799.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	475,464,799.

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 CAPITAL GAINS AND LOSSES FOR PASS THROUGH			
c FROM PARTNERSHIPS	P		
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 94,274,933.		93,593,007.	681,926.
b			
c 12,090,530.			12,090,530.
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			681,926.
b			
c			12,090,530.
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	12,772,456.
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))
2014	24,449,813.	499,791,068.	.048920
2013	23,966,049.	493,829,403.	.048531
2012	23,514,779.	442,589,725.	.053130
2011	23,781,937.	433,906,361.	.054809
2010	25,629,582.	458,403,589.	.055911

2 Total of line 1, column (d)	2	.261301
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	.052260
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	467,542,855.
5 Multiply line 4 by line 3	5	24,433,790.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	178,790.
7 Add lines 5 and 6	7	24,612,580.
8 Enter qualifying distributions from Part XII, line 4	8	24,702,505.

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, tax due, and overpayment. Total tax due is 871,210.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes 'Yes' and 'No' columns.

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.PUBLICWELFARE.ORG
14 The books are in care of PUBLIC WELFARE FOUNDATION, INC. Telephone no. 202-965-1800
Located at 1200 U STREET, NW, WASHINGTON, DC ZIP+4 20009-4443
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?
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.)
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?
b If "Yes," did it have excess business holdings in 2015 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 2015.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		686,340.	99,863.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE CAMPER 1200 U ST, NW, WASHINGTON, DC 20009	COMMUNICATIONS OFFICER 40.00	135,863.	30,672.	0.
KATAYOON MAJD 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	135,555.	25,950.	0.
ROBERT SHULL 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	135,555.	25,015.	0.
ANA YANEZ-CORREA 1200 U ST, NW, WASHINGTON, DC 20009	PROGRAM OFFICER 40.00	108,923.	7,061.	0.
ALYSSA PICCIRILLI 1200 U ST, NW, WASHINGTON, DC 20009	MANAGER OF ADMINISTRATION 40.00	94,228.	17,779.	0.
Total number of other employees paid over \$50,000				6

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
BETH GRUPP & ASSOCIATES P.O. BOX 60185, WASHINGTON, DC 20039	PROGRAM CONSULTANT	269,000.
COMMONFUND - 15 OLD DANBURY ROAD, PO BOX 812, WILTON, CT 06897-0812	INVESTMENT MANAGEMENT	264,322.
THE NORTHERN TRUST COMPANY - 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT MANAGEMENT	101,285.
IRM - 100 FEDERAL STREET, 30TH FLOOR, BOSTON, MA 02110	INVESTMENT MANAGEMENT	85,195.
DESIGNDATA - 610 PROFESSIONAL DRIVE, SUITE 102, GAITHERSBURG, MD 20879	IT CONSULTING	69,347.
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 <u>SEE STATEMENT 16</u>	16,518.
2 <u>SEE STATEMENT 17</u>	150,000.
3 <u>SEE STATEMENT 18</u>	50,439.
4 <u>SEE STATEMENT 19</u>	167,423.

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 <u>N/A</u>	
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	458,739,997.
b	Average of monthly cash balances	1b	15,408,810.
c	Fair market value of all other assets	1c	513,990.
d	Total (add lines 1a, b, and c)	1d	474,662,797.
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	0.
3	Subtract line 2 from line 1d	3	474,662,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,119,942.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	467,542,855.
6	Minimum investment return. Enter 5% of line 5	6	23,377,143.

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	23,377,143.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	178,790.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	178,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,198,353.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,198,353.
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	23,198,353.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	24,696,644.
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	5,861.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,702,505.
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	178,790.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,523,715.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				23,198,353.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	3,181,007.			
b From 2011	2,199,063.			
c From 2012	3,744,959.			
d From 2013	486,983.			
e From 2014	176,075.			
f Total of lines 3a through e	9,788,087.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	24,702,505.			
a Applied to 2014, 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 2015 distributable amount				23,198,353.
e Remaining amount distributed out of corpus	1,504,152.			
5 Excess distributions carryover applied to 2015 (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	11,292,239.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	3,181,007.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	8,111,232.			
10 Analysis of line 9:				
a Excess from 2011	2,199,063.			
b Excess from 2012	3,744,959.			
c Excess from 2013	486,983.			
d Excess from 2014	176,075.			
e Excess from 2015	1,504,152.			

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 2015, 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 20

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AMERICAN FRIENDS SERVICE COMMITTEE 103 N PARK AVENUE, SUITE 111 TUSCON, AZ 85719		PUBLIC CHARITY	ARIZONA SENTENCING REFORM PROJECT	95,000.
ANIMAL ALLIES RESCUE FOUNDATION INC PO BOX 6446 BALTIMORE, MD 21230		PUBLIC CHARITY	GENERAL SUPPORT	100.
ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK ROAD SUITE 405B PHOENIX, AZ 85016		PUBLIC CHARITY	GENERAL SUPPORT FOR GIST	20,000.
ASSOCIATION OF PROSECUTING ATTORNEYS 1615 L STREET, SUITE 1100 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				20,715,620.
b Approved for future payment				
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN 55413		PUBLIC CHARITY	SUPPORT TO PROMOTE OCCUPATIONAL SAFETY AND HEALTH.	100,000.
CITIZENS ALLIANCE ON PRISONS AND PUBLIC SPENDING 824 N. CAPITOL AVENUE LANSING, MI 48906		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
COMMUNITY LABOR UNITED 6 BEACON STREET, ROOM 910 BOSTON, MA 02108		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,542,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,356,204.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,115,266.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 21		-174,905.		-7,219,307.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-174,905.		1,252,163.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 1,077,258.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash		<input checked="" type="checkbox"/>
(2)	Other assets		<input checked="" type="checkbox"/>
b Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization		<input checked="" type="checkbox"/>
(2)	Purchases of assets from a noncharitable exempt organization		<input checked="" type="checkbox"/>
(3)	Rental of facilities, equipment, or other assets		<input checked="" type="checkbox"/>
(4)	Reimbursement arrangements		<input checked="" type="checkbox"/>
(5)	Loans or loan guarantees		<input checked="" type="checkbox"/>
(6)	Performance of services or membership or fundraising solicitations		<input checked="" type="checkbox"/>
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		<input checked="" type="checkbox"/>
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			


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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee:  Title: **CFAO**

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JAN MAGILL	JAN MAGILL	07/10/17		P00446311
	Firm's name ▶ BENNETT THRASHER LLP			Firm's EIN ▶ 58-1673613	
	Firm's address ▶ 3300 RIVERWOOD PARKWAY, #700 ATLANTA, GA 30339			Phone no. 770-396-2200	

523622 11-24-15

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC 20032		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
BLUEGREEN ALLIANCE FOUNDATION BROADWAY PLACE WEST 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN 55413		PUBLIC CHARITY	HEALTH2	100,000.
BOREALIS PHILANTHROPY 126 N 3RD STREET, #402 MINNEAPOLIS, , MN 55401		PUBLIC CHARITY	BLACK-LED MOVEMENT FUND	50,000.
BRANDEIS UNIVERSITY 415 SOUTH STREET MS 035 WALTHAM, MA 02454-9110		PUBLIC CHARITY	SUPPORT TO THE ELI J. SEGAL MEMORIAL ENDOWMENT FUND	5,000.
CABLE AREA RESOURCES IN EMERGENCIES PO BOX 92 CABLE, WI 54821		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CAMPAIGN FOR YOUTH JUSTICE 1220 L ST NW SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	375,000.
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY 11237		PUBLIC CHARITY	ADVANCING WORKERS' RIGHTS POLICY IN VERMONT: MISCLASSIFICATION, WAGE THEFT, AND HEALTH	150,000.
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY 11237		PUBLIC CHARITY	ECONOMIC JUSTICE INITIATIVE	150,000.
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE., NW, #150-513 WASHINGTON, DC 20001		PUBLIC CHARITY	PROGRAM SUPPORT FOR WINNING SAFER WORKPLACES, LESSONS FROM THE PAST, REFORMS FOR THE FUTURE	250,000.
CENTER ON JUVENILE AND CRIMINAL JUSTICE 40 BOARDMAN PLACE SAN FRANCISCO, CA 94103		PUBLIC CHARITY	JUST KIDS: REDUCING TRANSFER OF YOUTH TO ADULT COURT	165,000.
Total from continuation sheets				20,348,020.

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
CENTRO DE LOS DERECHOS DEL MIGRANTE 10 EAST NORTH AVENUE #9 BALTIMORE, MD 21202		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
CENTRONA 1420 COLUMBIA ROAD, NW WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CHILDREN OF UGANDA P.O. BOX 659 CHARLES TOWN, WV 25414		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CHILDREN'S LAW CENTER 1002 RUSSELL STREET COVINGTON, KY 41011		PUBLIC CHARITY	OHIO JUVENILE JUSTICE ADVOCACY WORK	50,000.
CHILDREN'S LAW CENTER - DC 616 H STREET, NW SUITE 300 WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CHORAL SOCIETY OF DURHAM 120 MORRIS ST. DURHAM, NC 27701		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CITIZENS ALLIANCE ON PRISONS AND PUBLIC SPENDING 824 N. CAPITOL AVENUE LANSING, MI 48915		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
CITIZENS FOR JUVENILE JUSTICE 44 SCHOOL STREET, SUITE 400 BOSTON, MA 02108		PUBLIC CHARITY	OPERATING GRANT FOR MASSACHUSETTS JUVENILE JUSTICE REFORM	130,000.
CITY BLOSSOMS 516 KENNEDY STREET, NW WASHINGTON, DC 20011		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CIVIC ASSETS 2716 BENVENUE AVENUE BERKELEY, CA 94705		PUBLIC CHARITY	SUPPORT TO THE STORY CORPS PROJECT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION OF IMMOKALEE WORKERS 110 S 2ND ST. IMMOKALEE, FL 34142		PUBLIC CHARITY	WORKER-DRIVEN SOCIAL RESPONSIBILITY: BUILDING A VERIFIABLE, SUSTAINABLE HUMAN RIGHTS MODEL	200,000.
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO 80204		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
COLORADO JUVENILE DEFENDER CENTER 2062 STOUT STREET DENVER, CO 80205		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
COLOROFCHANGE.ORG EDUCATION FUND 1714 FRANKLIN STREET, #100-136 OAKLAND, CA 94612		PUBLIC CHARITY	PUBLIC EDUCATION ON MOBILIZING AROUND CRIMINAL JUSTICE REFORM	200,000.
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET 7TH FLOOR BRONX, NY 10455		PUBLIC CHARITY	SUPPORT TO PROVIDE TECHNICAL ASSISTANCE ON BUILDING COMMUNITY CAPACITY TO PROVIDE ALTERNATIVES TO YOUTH	150,000.
COMMUNITY LABOR UNITED 6 BEACON STREET ROOM 910 BOSTON, MA 02108		PUBLIC CHARITY	GOOD JOBS-STRONG COMMUNITIES SUBCONTRACTING AND OUTSOURCING CAMPAIGN	125,000.
COMMUNITY LABOR UNITED 6 BEACON STREET ROOM 910 BOSTON, MA 02108		PUBLIC CHARITY	GOOD JOBS-STRONG COMMUNITIES SUBCONTRACTING AND OUTSOURCING CAMPAIGN	200,000.
CORRECTIONAL ASSOCIATION OF NEW YORK 2090 ADAM CLAYTON POWELL BLVD SUITE 200 NEW YORK, NY 10027		PUBLIC CHARITY	TO ADVANCE JUVENILE JUSTICE REFORM IN THE STATE OF NEW YORK	300,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202		PUBLIC CHARITY	FY16 ANNUAL CONTRIBUTION	21,600.
DC LAWYERS FOR YOUTH 1220 L ST. NW SUITE 605 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	300,000.
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
DELAWARE CENTER FOR JUSTICE 100 W. 10TH STREET SUITE 905 WILMINGTON, DE 19801		PUBLIC CHARITY	ADVANCING CRIMINAL JUSTICE REFORM IN DELAWARE	200,000.
DEMOCRACY NORTH CAROLINA 1821 GREEN ST. DURHAM, NC 27705		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
DWIGHT HALL AT YALE 67 HIGH STREET P.O. BOX 209008 NEW HAVEN, CT 06520		PUBLIC CHARITY	SUPPORT FOR STUDENT-DIRECTED SOCIAL JUSTICE PROGRAMMING	5,000.
ECONOMIC POLICY INSTITUTE 1225 EYE ST. NW WASHINGTON, DC 20005		PUBLIC CHARITY	SUPPORT RESEARCH ESTIMATING THE IMPACT OF WAGE THEFT, MISCLASSIFICATION, AND FORCED ARBITRATION.	150,000.
ENTERPRISE COMMUNITY LOAN FUND 11000 BROKEN LAND PARKWAY STE 700 COLUMBIA, MD 21044		PUBLIC CHARITY	OUR REGION, YOUR INVESTMENT - GRANT TO SUPPORT AFFORDABLE HOUSING DEVELOPER	25,000.
EQUAL JUSTICE INITIATIVE OF ALABAMA 122 COMMERCE STREET MONTGOMERY, AL 36104		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
EQUAL JUSTICE INITIATIVE OF ALABAMA 122 COMMERCE STREET MONTGOMERY, AL 36104		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
EQUAL JUSTICE INITIATIVE OF ALABAMA 122 COMMERCE STREET MONTGOMERY, AL 36104		PUBLIC CHARITY	LYNCHING MEMORIAL PROJECT	15,000.
FAIR CHANCE 2001 S STREET, NW SUITE 310 WASHINGTON, DC 20009		PUBLIC CHARITY	SUPPORT TO BUILD THE FUNDRAISING CAPACITY OF DC NONPROFITS	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILIES AGAINST MANDATORY MINIMUMS 1100 H STREET NW SUITE 1000 WASHINGTON, DC 20005		PUBLIC CHARITY	FAMM FOUNDATION REQUEST FOR GENERAL SUPPORT - STATE INITIATIVE	200,000.
FOUNDATION CENTER 32 OLD SLIP 24TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL SUPPORT	30,000.
GARFIELD CENTER FOUNDATION 210 HIGH ST. PO BOX 37 CHESTERTOWN, MD 21620		PUBLIC CHARITY	SUPPORT TO THE ANNUAL JAZZ FESTIVAL	1,000.
GEORGETOWN UNIVERSITY BOX 571168 OFFICE OF SPONSORED PROGRAMS - MAIN CAMPUS RESEARCH SERVICES CEN WASHINGTON, DC, DC		PUBLIC CHARITY	CORE SUPPORT - JUSTICE LAB AT GEORGETOWN	40,000.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVE FL. 2 BROOKLYN, NY 11238		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
GOODSPEED MUSICALS 6 MAIN ST., P.O. BOX A EAST HADDAM, CT 06423-0281		PUBLIC CHARITY	SUPPORT FOR THE ARTS EDUCATION COLLABORATION PROGRAM	10,000.
GREENE STREET FRIENDS SCHOOL 5511 GREENE ST. PHILADELPHIA, PA 19144		PUBLIC CHARITY	TO SUPPORT A CAPITAL CAMPAIGN FOR A MULTIPURPOSE BUILDING.	7,500.
HARTLEY FILM FOUNDATION 49 RICHMONDVILLE AVE SUITE 204 WESTPORT, CT 06880		PUBLIC CHARITY	SUPPORT OF THE PRODUCTION OF THE FILM "THE PSALM OF HOWARD THURMAN."	7,500.
HESPERIAN FOUNDATION 1919 ADDISON STREET SUITE 304 BERKELEY, CA 94704-1144		PUBLIC CHARITY	THE WORKERS' GUIDE TO HEALTH AND SAFETY	75,000.
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST. NW WASHINGTON, DC 20010		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
HORTON'S KIDS 100 MARYLAND AVENUE, NE SUITE 520 WASHINGTON, DC 20002		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE, MD 21218		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
IN THESE TIMES 2040 N. MILWAUKEE AVE. CHICAGO, IL 60647		PUBLIC CHARITY	SUPPORT FOR ORIGINAL NEWS COVERAGE AND COMMENTARY ON WORKERS' RIGHTS ISSUES IN IN THESE TIMES MAGAZINE	80,000.
INSTITUTE OF CHURCH ADMINISTRATION AND MANAGEMENT 676 BECKWITH ST. S.W. ATLANTA, GA 30314		PUBLIC CHARITY	SUPPORT FOR THE CONFERENCE OF NATIONAL BLACK CHURCHES FOR ITS NATIONAL CONVENING	10,000.
INTERFAITH WORKER JUSTICE 1020 W BRYN MWAR 4TH FLOOR CHICAGO, IL 60660		PUBLIC CHARITY	GENERAL SUPPORT	250,000.
INTERNATIONAL ASSOCIATION OF CHIEFS OF POLICE 44 CANAL CENTER PLAZA SUITE 200 ALEXANDRIA, VA 22314		PUBLIC CHARITY	LAW ENFORCEMENT'S LEADERSHIP ROLE IN PRETRIAL RELEASE PROCESS REFORM -- PHASE III	60,000.
JAIL PROJECT OF TEXAS 1712 E. RIVERSIDE DR. BOX 190 AUSTIN, TX 78741		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET, NW, SUITE 150 WASHINGTON, DC 20036		PUBLIC CHARITY	SUPPORT FOR THE FUTURE OF WORK PROGRAM	125,000.
JUSTICE AT WORK 192 SOUTH STREET SUITE 400 BOSTON, MA 02111		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
JUSTICE POLICY INSTITUTE 1012 14TH STREET NW SUITE 600 WASHINGTON, DC 20005		PUBLIC CHARITY	RESEARCH AND POLICY WORK TO PROFILE THE SUCCESSFUL IMPLEMENTATION OF RAISE-THE-AGE EFFORTS.	90,000.
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
KANSAS APPLESEED CENTER FOR LAW AND JUSTICE, INC. 1535 W 15TH ST LAWRENCE, KS 66045		PUBLIC CHARITY	SUPPORT FOR A CAMPAIGN TO REFORM THE STATE'S JUVENILE JUSTICE SYSTEM.	125,000.
KENTUCKY EQUAL JUSTICE CENTER 201 WEST SHORT STREET, SUITE 310 LEXINGTON, KY 40507		PUBLIC CHARITY	BUILDING NEXT LEVEL WORKERS' RIGHTS ADVOCACY CAPACITY IN KENTUCKY	80,000.
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PKWY SUITE 100 JEFFERSONTOWN, KY 40299		PUBLIC CHARITY	SECURING AND EXPANDING REFORMS TO REDUCE INCARCERATION AND IMPROVE OUTCOMES FOR YOUTH	250,000.
LAW ENFORCEMENT AGAINST PROHIBITION 121 MYSTIC AVENUE SUITE 9 MEDFORD, MA 02155		PUBLIC CHARITY	LEAP'S REBRANDING	50,000.
LAWFORWA.ORG 1019 REGENTS BLVD SUITE 201 FIRCREST, WA 98466		PUBLIC CHARITY	SUPPORT FOR THE COUNCIL FOR PUBLIC LEGAL EDUCATION CIVIL LEARNING INITIATIVE	2,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVENUE, SUITE A CHARLOTTESVILLE, VA 22903		PUBLIC CHARITY	CLOSE TWO JUVENILE CORRECTIONAL CENTERS AND REINVEST THE SAVINGS INTO COMMUNITY BASED SERVICES.	400,000.
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN 55105		PUBLIC CHARITY	SUPPORT TO THE ANNUAL FUND, WHICH ASSISTS WITH STUDENT FINANCIAL AID.	2,500.
MARANATHA MUSIC MINISTRIES PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	FOR MARANATHA SECOND GENERATION SCHOLARSHIPS	800.
MARANATHA MUSIC MINISTRIES PO BOX 1842 FREDERICKSBURG, VA 22402		PUBLIC CHARITY	GENERAL SUPPORT	150.
MARCH ON WASHINGTON FILM FESTIVAL 1341 G ST NW 5TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	BUILDING POWER FOR IMMIGRANT WORKER JUSTICE	75,000.
MASSINC - THE MASSACHUSETTS INSTITUTE FOR A NEW COMMONWEALTH 11 BEACON STREET, SUITE 500 BOSTON, MA 02108		PUBLIC CHARITY	MASSACHUSETTS CJRC SENTENCING REFORM PROJECT	200,000.
MEOW STORIES PO BOX 8631 FREDRICKSBURG, VA 22404		PUBLIC CHARITY	GENERAL SUPPORT	200.
MERRIAM PARK LIVING AT HOME/BLOCK NURSE PROGRAM 1895 LAUREL AVENUE ST. PAUL, MN 55104		PUBLIC CHARITY	SUPPORT FOR SENIORS LIVING AT HOME PROGRAM	2,500.
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI 48915		PUBLIC CHARITY	MICHIGAN YOUTH JUSTICE DECARCERATION: PROMOTING COMMUNITY-BASED ALTERNATIVES FOR YOUTH	350,000.
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI 48915		PUBLIC CHARITY	MICHIGAN YOUTH JUSTICE DECARCERATION: PROMOTING COMMUNITY-BASED ALTERNATIVES FOR YOUTH	150,000.
MID-ATLANTIC INNOCENCE PROJECT 2000 H STREET, NW WASHINGTON, DC 20052		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
MOUNT HOLYOKE COLLEGE 50 COLLEGE STREET SOUTH HADLEY, MA 01075		PUBLIC CHARITY	GENERAL SUPPORT	100.
MY SISTER'S PLACE PO BOX 29596 WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NAMATI 1710 RHODE ISLAND AVENUE NW SUITE 900 WASHINGTON, DC 20036		PUBLIC CHARITY	CONSULTANCY TO SUPPORT NAMATI'S EXPLORATION OF EXPANSION AND COLLABORATION IN THE US	30,000.
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 ASSOCIATION OF IOLTA PROGRAMS NAIP C/O INDIANAPOLIS, IN 46204		PUBLIC CHARITY	NAIP FOUNDATION LEADERSHIP ALLIANCE PROJECT	63,000.
NATIONAL CENTER FOR STATE COURTS 300 NEWPORT AVENUE WILLIAMSBURG, VA 23185		PUBLIC CHARITY	ADVANCING MEANINGFUL ACCESS TO JUSTICE FOR ALL	1,250,000.
NATIONAL CENTER FOR STATE COURTS 300 NEWPORT AVENUE WILLIAMSBURG, VA 23185		PUBLIC CHARITY	COURTING JUSTICE: TAVIS SMILEY ON PBS--AN UNPRECEDENTED THREE NIGHT EVENT	50,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, N.W. SUITE 200 WASHINGTON, DC 20005		PUBLIC CHARITY	FY16 ANNUAL CONTRIBUTION	40,000.
NATIONAL COSH 3737 CAMINO DEL RIO SOUTH, SUITE 305 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
NATIONAL COUNCIL OF LA RAZA 1126 16TH STREET, NW SUITE 600 WASHINGTON, DC 20036		PUBLIC CHARITY	NCLR WORKER QUALITY AND SAFETY PROJECT	115,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET SUITE 308 NEW YORK, NY 10038		PUBLIC CHARITY	RIGHT TO WORK WITH DIGNITY INITIATIVES	125,000.
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	TURNING GIG JOBS INTO GOOD JOBS STRATEGY CONVENINGS	50,000.
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY 10038		PUBLIC CHARITY	EDUCATION AND OUTREACH ON NONPROFIT ORGANIZATIONS' OVERTIME PAY OBLIGATIONS	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MS SOCIETY 1800 M STREET NW SUITE 750 SOUTH WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	200.
NATIONAL PEOPLE'S ACTION 810 N. MILWAUKEE AVE. CHICAGO, IL 60642		PUBLIC CHARITY	SUPPORT TO MERGE THREE COMMUNITY ORGANIZING AND ADVOCACY NETWORKS INTO ONE NATIONAL ENTITY WITH INCREASED	75,000.
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC 20002		PUBLIC CHARITY	SUPPORT OF NPR'S COVERAGE OF WORKERS' RIGHTS AND OTHER LABOR ISSUES	200,000.
NEBRASKA APPLESEED 941 O ST. SUITE 920 LINCOLN, NE 68508		PUBLIC CHARITY	CREATING SAFE WORKING CONDITIONS FOR MEATPACKING AND POULTRY PROCESSING WORKERS	105,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612		PUBLIC CHARITY	WORKING GROUP ON LABOR AND COMMUNITY PARTNERSHIPS STRATEGIC PLANNING AND WORKPLACE LAW CENTER REVIEW	60,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612		PUBLIC CHARITY	SUPPORT FOR THE WORKING GROUP ON LABOR AND COMMUNITY PARTNERSHIPS PROGRAM.	37,500.
NEO PHILANTHROPY 45 W 36TH ST, 6TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT TO THE OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR TECHNICAL ASSISTANCE AND LEGAL	75,000.
NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE 60 PARK PLACE - SUITE 511 NEWARK, NJ 07102		PUBLIC CHARITY	NJISJ - YOUTH JUSTICE NEW JERSEY DECARCERATION CAMPAIGN	400,000.
NEW MEXICO CENTER ON LAW AND POVERTY 720 VASSAR DRIVE NE ALBUQUERQUE, NM 87106		PUBLIC CHARITY	LEGAL PROTECTIONS FOR NEW MEXICO'S POOREST WORKERS PROJECT	35,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	A PROPOSAL TO SUPPORT WORK ADVANCING PUBLIC EDUCATION AND ADDRESSING INEQUALITY IN MISSISSIPPI	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW VENTURE FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	COMMUNITIES FOR JUST SCHOOLS FUND	50,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036		PUBLIC CHARITY	VOICES FOR CIVIL JUSTICE: A BREAKTHROUGH STRATEGIC COMMUNICATIONS INITIATIVE FOR CIVIL	900,000.
NORTHEASTERN MINNESOTANS FOR WILDERNESS PO BOX 625 ELY, MN 55731		PUBLIC CHARITY	SUPPORT TO OPPOSE SULFIDE MINING IN THE BOUNDARY WATERS CANOE AREA WILDERNESS WATERSHED	5,000.
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, STE. 225 PORTLAND, OR 97205		PUBLIC CHARITY	GENERAL SUPPORT AND TOWARDS PROGRAM SUPPORT FOR A STATE POLICY COALITION	200,000.
ONE DC 614 S STREET, NW REAR CARRIAGE HOUE WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL SUPPORT	25,000.
OPERATION WARM 6 DICKINSON DRIVE SUITE 314 CHADDS FORD, PA 19317		PUBLIC CHARITY	GENERAL SUPPORT	100.
ORGANIZATION FOR YOUTH EMPOWERMENT 3128 19TH STREET, NW WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL SUPPORT	15,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE #250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	200,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE #250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	49,000.
PARTNERSHIP FOR WORKING FAMILIES 1939 HARRISON STREET SUITE 150 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL SUPPORT	150,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLAY FOR P.I.N.K. 60 E 56TH ST 8TH FLOOR NEW YORK, NY 10022		PUBLIC CHARITY	GENERAL SUPPORT	100.
POINTS OF LIGHT FOUNDATION 600 MEANS ST. SUITE 210 ATLANTA, GA 30318		PUBLIC CHARITY	SUPPORT FOR THE AMERICORPS ALUMS PROGRAM	5,000.
PRETRIAL JUSTICE INSTITUTE 7361 CALHOUN PLACE SUITE 215 ROCKVILLE, MD 20855		PUBLIC CHARITY	GENERAL SUPPORT	760,000.
PRISON FELLOWSHIP MINISTRIES 44180 RIVERSIDE PARKWAY LANSLOWNE, VA 20176		PUBLIC CHARITY	PRISON FELLOWSHIP JUVENILE JUSTICE STATE CAMPAIGN PROJECT	150,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC 20009		PUBLIC CHARITY	PUBLIC CITIZEN FOUNDATION & AMERICANS FOR FINANCIAL REFORM COLLECTIVE CAPACITY	25,000.
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC 20009		PUBLIC CHARITY	SUPPORT FOR COMPREHENSIVE ADVOCACY TO IMPROVE STANDARDS FOR WORKERS' HEALTH AND SAFETY.	150,000.
PUBLIC HEALTH ADVOCACY INSTITUTE 360 HUNTINGTON AVENUE SUITE 117CU BOSTON, MA 02115		PUBLIC CHARITY	SUPPORT FOR OCCUPATIONAL SAFETY AND HEALTH RESEARCH, POLICY DESIGN, AND TECHNICAL ASSISTANCE	195,000.
PUBLIC JUSTICE CENTER 1 N. CHARLES STREET, SUITE 200 BALTIMORE, MD 21201		PUBLIC CHARITY	SUPPORT FOR THE WORKPLACE JUSTICE PROJECT.	600,000.
RAISE THE FLOOR ALLIANCE 1 N LASALLE ST. SUITE 1275 CHICAGO, IL 60602		PUBLIC CHARITY	GENERAL SUPPORT	350,000.
REGIONAL YOUTH ADULT SOCIAL ACTION PARTNERSHIP 2470 FAIRFIELD AVE BRIDGEPORT, CT 06605		PUBLIC CHARITY	CONNECTICUT JUVENILE JUSTICE ALLIANCE	400,000.
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
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	THE BILLION DOLLAR CHALLENGE: A CAMPAIGN FOR POOR NEW YORKERS	25,000.
SMITHSONIAN INSTITUTION 3001 CONNECTICUT AVE NW WASHINGTON, DC 20008		PUBLIC CHARITY	SMITHSONIAN'S NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE	100,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS RD SUITE A CALABASAS, CA 91302		PUBLIC CHARITY	SUPPORT FOR BREAKOUT!	520.
SOCIAL IMPACT FUND 6380 WILSHIRE BLVD 15TH FLOOR LOS ANGELES, CA 90048		PUBLIC CHARITY	JUSTICE POLICY NETWORK	100,000.
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES 706 GILBERT ST DURHAM, NC 27701		PUBLIC CHARITY	SUPPORT FOR THE DURHAM INNER-CITY GARDENERS (DIG) PROGRAM	2,500.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET ATLANTA, GA 30303		PUBLIC CHARITY	ADVANCING SENTENCING REFORM IN GEORGIA	350,000.
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 WEST HIGHWAY 54 SUITE 101 DURHAM, NC 27707		PUBLIC CHARITY	YOUTH JUSTICE PROJECT	100,000.
SOUTHWEST KEY PROGRAMS, INC. 6002 JAIN LANE AUSTIN, TX 78721		PUBLIC CHARITY	STRATEGIC PLANNING AND CAPACITY BUILDING	75,000.
SPCA OF FREDERICKSBURG 10819 COURTHOUSE ROAD FREDERICKSBURG, VA 22408		PUBLIC CHARITY	GENERAL SUPPORT	500.
STATE INNOVATION EXCHANGE P.O. BOX 260230 MADISON, WI 53726		PUBLIC CHARITY	PROMOTING AND DEFENDING THE RIGHTS OF LOW-WAGE WORKERS	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
STEPHEN C. ROSE LEGACY FOUNDATION 138 GOVERNOR STREET PROVIDENCE, RI 02906		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
STEPHEN C. ROSE LEGACY FOUNDATION 138 GOVERNOR STREET PROVIDENCE, RI 02906		PUBLIC CHARITY	THE STEVE FUND: CREATING AN EQUAL CHANCE AT MENTAL HEALTH FOR STUDENTS OF COLOR	50,000.
STRONG CITY BALTIMORE 3503 N. CHARLES ST BALTIMORE, MD 21218		PUBLIC CHARITY	SUPPORT FOR FORCE	200.
TEXAS APPLESEED 1609 SHOAL CREEK BLVD, STE 201 AUSTIN, TX 78701		PUBLIC CHARITY	ENSURING TEXAS' SCHOOL-BASED LAW ENFORCEMENT & JUVENILE JUSTICE POLICIES ARE SAFE & UNBIASED	200,000.
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	SUPPORT FOR CONTINUED JUVENILE AND CRIMINAL JUSTICE REFORM WORK IN TEXAS	250,000.
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	GENERAL SUPPORT GRANT TO SUPPORT SENTENCING REFORM	50,000.
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX 78704		PUBLIC CHARITY	SUPPORT FOR CONTINUED JUVENILE AND CRIMINAL JUSTICE REFORM WORK IN TEXAS	550,000.
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVENUE AUSTIN, TX 78701		PUBLIC CHARITY	RAISE THE AGE: PROTECTING JUVENILES IN TEXAS JUSTICE SYSTEM	75,000.
THE CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVENUE 7TH FLOOR CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW SUITE 1000 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MARSHALL PROJECT 156 WEST 56TH STREET SUITE 701 NEW YORK, NY 10019		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE ONE LOVE FOUNDATION 119 PONDFIELD RD PO BOX 368 BRONXVILLE, NY 10708		PUBLIC CHARITY	GENERAL SUPPORT	50.
THE PARK CENTER PO BOX 136 15791 US HIGHWAY 63 HAYWARD, WI 54843		PUBLIC CHARITY	SUPPORT FOR CAPITAL IMPROVEMENTS TO THE CENTER'S FACILITY FOR THE ARTS.	2,500.
THE R STREET INSTITUTE 1050 17TH STREET N.W. SUITE 1150 WASHINGTON, DC 20036		PUBLIC CHARITY	JUVENILE JUSTICE PROJECT	100,000.
THE TIDES FOUNDATION P.O. BOX 29907 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	SUMOFUS AND THE UBERIZATION OF WORK	80,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	SUPPORT FOR ALLIANCE FOR SAFETY AND JUSTICE, A MULTI-STATE ADVOCACY CAMPAIGN SEEKING TO	425,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	ALLIANCE FOR SAFETY AND JUSTICE GRANT PROPOSAL	750,000.
TRINITY BOSTON FOUNDATION 206 CLARENDON ST. BOSTON, MA 02116		PUBLIC CHARITY	SUPPORT TO BOSTONIANS FOR YOUTH FUNDRAISING GALA	2,500.
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY 40517		PUBLIC CHARITY	GENERAL SUPPORT	115,000.
UNITED WORKERS ASSOCIATION PO BOX 41547 BALTIMORE, MD 21203		PUBLIC CHARITY	GENERAL SUPPORT AND BUILDING WORKERS RIGHTS COALITION FOR MARYLAND	400,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF MISSISSIPPI FOUNDATION 406 UNIVERSITY AVENUE OXFORD, MS 38655		PUBLIC CHARITY	SUPPORT FOR THE WILLIAM WINTER INSTITUTE FOR RACIAL RECONCILIATION	2,500.
URBAN INSTITUTE 2100 M STREET, NW WASHINGTON, DC 20037		PUBLIC CHARITY	RACE AND ETHNICITY DATA COLLECTION	100,000.
URBAN INSTITUTE 2100 M STREET, NW WASHINGTON, DC 20037		PUBLIC CHARITY	YOUTH FIRST! STATE DATA AND RESEARCH SUPPORT	165,000.
VIOLENCE POLICY CENTER 1730 RHODE ISLAND AVE., NW SUITE 1014 WASHINGTON, DC 20036		PUBLIC CHARITY	SUPPORT FOR ADVOCACY OF GUN REGULATIONS	5,000.
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	SUPPORT FOR DANCEDC PROGRAM	10,000.
WASHINGTON PERFORMING ARTS 1400 K STREET, NW SUITE 500 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W. SUITE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	FY16 ANNUAL CONTRIBUTION	21,500.
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W. SUITE 740 WASHINGTON, DC 20036		PUBLIC CHARITY	PUTTING RACISM ON THE TABLE: A LEARNING & TRAINING SERIES FOR PHILANTHROPIC LEADERS	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
WORKERS DEFENSE PROJECT 5604 MANOR RD AUSTIN, TX 78721		PUBLIC CHARITY	JUSTICE FOR CONSTRUCTION	30,000.
WORKING AMERICA EDUCATION FUND 815 SIXTEENTH STREET NW WASHINGTON, DC 20006		PUBLIC CHARITY	ORGANIZING WORKER POWER AND PROTECTION IN THE GIG ECONOMY ERA	150,000.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 112 SAN JOSE, CA 95125		PUBLIC CHARITY	MAKING WORK PAY: AN EMERGING CALIFORNIA COLLABORATION	500,000.
WORKSAFE 1736 FRANKLIN ST SUITE 500 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
YOUTH LAW CENTER 200 PINE STREET, SUITE 300 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	HEALING DIALOGUE AND ACTION	100,000.
YOUTH POLICY INSTITUTE OF IOWA 6200 AURORA AVENUE DES MOINES, IA 50322		PUBLIC CHARITY	YOUTH JUSTICE WORK GROUP OF THE YOUTH TRANSITION FUNDERS GROUP	15,000.
YOUTH SENTENCING & REENTRY PROJECT, INC. (YSRP) 123 S. BROAD STREET 24TH FLOOR PHILADELPHIA, PA 19109		PUBLIC CHARITY	MONTGOMERY IMPLEMENTATION PROJECT	200,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILIES AGAINST MANDATORY MINIMUMS 1100 H STREET NW, SUITE 1000 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	100,000.
KENTUCKY EQUAL JUSTICE CENTER 201 W. SHORT STREET, SUITE 310 LEXINGTON, KY 40507		PUBLIC CHARITY	SUPPORT FOR ADVOCACY, LITIGATION, AND COALITION BUILDING TO ADVANCE POLICY REMEDIES FOR WAGE	80,000.
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL SUPPORT	75,000.
NATIONAL ASSOCIATION OF IOLTA PROGRAMS 615 N. ALABAMA, SUITE 122 INDIANAPOLIS, IN 46204		PUBLIC CHARITY	SUPPORT TO PROMOTE CIVIL LEGAL AID TO PRIVATE PHILANTHROPY THROUGH IOLTA PROGRAM LEADERSHIP AND	37,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET NEW YORK, NY 10038		PUBLIC CHARITY	SUPPORT FOR THE ORGANIZATION'S WORK WITH DIGNITY PROGRAM, WHICH PROVIDES SUPPORT TO WORKERS' RIGHTS	125,000.
NEO PHILANTHROPY 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT TO THE OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR TECHNICAL ASSISTANCE AND LEGAL	75,000.
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 1100 PORTLAND, OR 97205		PUBLIC CHARITY	SUPPORT FOR A STATE POLICY COALITION FOCUSED ON WORKERS' RIGHTS.	200,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE, SUITE 250 PORTLAND, OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	50,000.
RAISE THE FLOOR ALLIANCE 1 N LASALLE ST. SUITE 1275 CHICAGO, IL 60602		PUBLIC CHARITY	GENERAL SUPPORT	350,000.
STATE INNOVATION EXCHANGE 220 MONTGOMERY STREET SUITE 975 SAN FRANCISCO, CA 94105		PUBLIC CHARITY	SUPPORT TO ORGANIZE AND SUPPORT PROGRESSIVE STATE LEGISLATORS ACROSS THE COUNTRY THROUGH THE	75,000.
Total from continuation sheets				1,167,000.

Part XV Supplementary Information

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

NAME OF RECIPIENT - CENTER FOR POPULAR DEMOCRACY

ADVANCING WORKERS' RIGHTS POLICY IN VERMONT: MISCLASSIFICATION, WAGE THEFT, AND HEALTH & SAFETY

NAME OF RECIPIENT - COMMUNITY CONNECTIONS FOR YOUTH

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

NAME OF RECIPIENT - IN THESE TIMES

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

NAME OF RECIPIENT - NATIONAL PEOPLE'S ACTION

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

NAME OF RECIPIENT - NEO PHILANTHROPY

SUPPORT TO THE OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR TECHNICAL ASSISTANCE AND LEGAL SUPPORT ON WORKER HEALTH AND SAFETY

NAME OF RECIPIENT - NEW VENTURE FUND

VOICES FOR CIVIL JUSTICE: A BREAKTHROUGH STRATEGIC COMMUNICATIONS INITIATIVE FOR CIVIL LEGAL AID

NAME OF RECIPIENT - PUBLIC HEALTH ADVOCACY INSTITUTE

Part XV | **Supplementary Information**

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

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

NAME OF RECIPIENT - TIDES CENTER

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

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - KENTUCKY EQUAL JUSTICE CENTER

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

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 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 - NEO PHILANTHROPY

SUPPORT TO THE OCCUPATIONAL SAFETY AND HEALTH LAW PROJECT FOR TECHNICAL
ASSISTANCE AND LEGAL SUPPORT ON WORKER HEALTH AND SAFETY

NAME OF RECIPIENT - STATE INNOVATION EXCHANGE

SUPPORT TO ORGANIZE AND SUPPORT PROGRESSIVE STATE LEGISLATORS ACROSS
THE COUNTRY THROUGH THE ORGANIZATION'S WORKERS' RIGHTS PROJECT.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

2015

▶ 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	178,790.
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	178,790.
4 Enter the tax shown on the corporation's 2014 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	715,815.
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	178,790.

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	02/15/16	03/15/16	06/15/16	09/15/16
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	44,698.	44,697.	44,698.	44,697.
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	343,429.	100,000.	150,000.	456,571.
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column	12		298,731.	354,034.	459,336.
13 Add lines 11 and 12	13		398,731.	504,034.	915,907.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	343,429.	398,731.	504,034.	915,907.
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				
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	298,731.	354,034.	459,336.	

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 4/15/2015 and before 7/1/2015	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 06/30/2015 and before 10/1/2015	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 9/30/2015 and before 1/1/2016	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 12/31/2015 and before 4/1/2016	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2016 and before 7/1/2016	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2016 and before 10/01/2016	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2016 and before 1/1/2017	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2016 and before 2/16/2017	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	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			\$ 0.

* 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	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES						
	94,274,933.	99,250,197.	0.	0.	-4,975,264.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CAPITAL GAINS AND LOSSES FOR PASS THROUGH FROM PARTNERSHIPS						
	12,090,530.	0.	0.	0.	12,090,530.	

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

7,115,266.

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 SSGA US AGGREGATE BOND INDEX NON-LENDING COMMON TRUST FUND	-1,196.	0.	-1,196.	0.	
CF-GLG GLOBAL EQUITY STRATEGY PORTFOLIO, LLC	196,050.	0.	196,050.	0.	
CITY FIRST CD	1,087.	0.	1,087.	1,087.	
COMMONDFUND SS EQUITY FUND, LLC	280,196.	0.	280,196.	0.	
COMMONFUND EM QUANTITATIVE FOCUS FUND, LLC	44,918.	0.	44,918.	0.	
COMMONFUND EUROPEAN EQUITY FUND, LLC	162,934.	0.	162,934.	0.	
COMMONFUND INSTITUTIONAL MULTI-STRATEGY COMMODITIES FUND, LTD	28,226.	0.	28,226.	28,226.	
COMMONFUND INSTITUTIONAL CASH COMMONFUND	2,428.	0.	2,428.	2,428.	
COMMONFUND INSTITUTIONAL GLOBAL BOND FUND	381,392.	0.	381,392.	0.	
COMMONFUND INTERNATIONAL FOCUS FUND I, LLC	182,112.	0.	182,112.	0.	
HARDING LOEVNER GLOBAL EQUITY FUND	70,556.	0.	70,556.	70,556.	
INVESTMENTS - MISC.	29.	0.	29.	29.	
NORTHERN TRUST	7,472.	0.	7,472.	7,472.	
TO PART I, LINE 4	1,356,204.	0.	1,356,204.	109,798.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION	7,348.	7,348.	
NET PARTNERSHIP INCOME/LOSS	8,080,146.	8,080,146.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	-174,905.	0.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS	-12,958,351.	0.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS	-2,348,450.	-2,348,450.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-7,394,212.	5,739,044.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	16,486.	0.		15,010.
TO FM 990-PF, PG 1, LN 16A	16,486.	0.		15,010.

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	80,748.	0.		80,748.
TO FORM 990-PF, PG 1, LN 16B	80,748.	0.		80,748.

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	77,865.	0.		77,865.
FEES-INVESTMENTS	684,413.	684,413.		0.
COMMUNICATIONS CONSULTANT	64,025.	0.		64,025.
PROGRAM CONSULTANT	344,000.	0.		344,000.
OTHER CONSULTANT	53,500.	5,875.		47,625.
RECRUITMENT STAFF	27,500.	0.		27,500.
TO FORM 990-PF, PG 1, LN 16C	1,251,303.	690,288.		561,015.

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	95,982.	0.		95,982.
FEDERAL EXCISE TAX	169,419.	0.		0.
TAXES - STATE	250.	0.		0.
DEFERRED FEDERAL INCOME TAX	610,854.	0.		0.
PAYROLL TAXES	100,716.	1,796.		98,920.
TO FORM 990-PF, PG 1, LN 18	977,221.	1,796.		194,902.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES & OTHER	9,292.	0.		9,292.
BUILDING OPERATIONS	208,353.	0.		208,353.
EMPLOYEE RECRUITMENT	1,736.	0.		1,736.
INSURANCE	28,376.	0.		24,022.
OTHER EXPENSES	13,028.	0.		13,028.
OTHER EXPENSES - FSA FEES	1,135.	0.		1,135.
OTHER EXPENSES - HOSTING SERVICES	41,771.	0.		33,021.
OTHER EXPENSES - PAYROLL PROCESSING FEES	3,358.	0.		3,358.
OTHER EXPENSES - SUPPLIES	20,460.	0.		20,460.
POSTAGE	2,226.	0.		2,226.
PROFESSIONAL DEVELOPMENT	17,756.	0.		17,756.
TELEPHONE	50,041.	0.		50,041.
TO FORM 990-PF, PG 1, LN 23	397,532.	0.		384,428.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 9

DESCRIPTION	AMOUNT
NET UNREALIZED GAINS AND (LOSSES) ON INVESTMENTS	30,703,986.
ROUNDING	6.
TOTAL TO FORM 990-PF, PART III, LINE 3	30,703,992.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CF T. ROWE PRICE EUROPEAN EQUITY FUND	23,064,100.	23,064,100.
CF-GLG GLOBAL EQUITY STRATEGY PORTFOLIO, LLC	0.	0.
COMMONFUND EM QUANTITATIVE FOCUS FUND, LLC	787,930.	787,930.
COMMONFUND EUROPEAN EQUITY PORTFOLIO, LLC	0.	0.
COMMONFUND INTERNATIONAL FOCUS FUND I, LLC	19,972,370.	19,972,370.
COMMONFUND MULTI-STRATEGY COMMODITIES FUND, LTD	6,568,698.	6,568,698.
COMMONFUND SS DIVERSIFYING CO A01 FUND	10,912,091.	10,912,091.
COMMONFUND SSGA GLOBAL NATURAL RESOURCES STOCK INDEX	18,470,277.	18,470,277.
COMMONFUND SSGA MSCI JAPAN INDEX FUND	15,240,558.	15,240,558.
COMMONFUND STRATEGIC SOLUTIONS EQUITY FUND, LLC	16,458,037.	16,458,037.
HARDING LOEVNER GLOBAL EQUITY PORTFOLIO	15,182,436.	15,182,436.
TOTAL TO FORM 990-PF, PART II, LINE 10B	126,656,497.	126,656,497.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CFI GLOBAL BOND FUND, LLC, LLC	15,109,585.	15,109,585.
COMMONFUND ALL BLUE LTD	0.	0.
COMMONFUND BRIGADE LEVERAGE CAPITAL STRUCTURES OFFSHORE	10,550,381.	10,550,381.
COMMONFUND CAXTON GLOBAL INVESTMENTS	9,761,680.	9,761,680.
COMMONFUND HUDSON BAY INTERNATIONAL	7,528,575.	7,528,575.
COMMONFUND STATE STREET US AGGREGATE BOND INDEX NON-LENDING COMMON TRUST FUN	38,554,916.	38,554,916.
COMMONFUND WESTERN ASSET MACRO OPPORTUNITIES DIRECT FEEDER FUND	11,045,160.	11,045,160.
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	44,586,944.	44,586,944.
TOTAL TO FORM 990-PF, PART II, LINE 10C	137,137,241.	137,137,241.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS, LP	FMV	99,081,364.	99,081,364.
BLAKENEY MANAGEMENT, LP	FMV	9,276,369.	9,276,369.
CARMEL PARTNERS INVESTMENT FUND	FMV	35,212.	35,212.
CARMEL PARTNERS INVESTMENT FUND II, LP	FMV	1,672,200.	1,672,200.
CARMEL PARTNERS INVESTMENT FUND III, LP	FMV	4,441,562.	4,441,562.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	FMV	1,016,062.	1,016,062.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VII, LP	FMV	3,801,227.	3,801,227.
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS IX, LP	FMV	6,384,665.	6,384,665.
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS X, LP	FMV	828,122.	828,122.
COMMONFUND CAPITAL STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND, LP	FMV	2,403,142.	2,403,142.
COMMONFUND CAPITAL VENTURE PARTNERS IX, LP	FMV	12,662,207.	12,662,207.
COMMONFUND CAPITAL VENTURE PARTNERS X, LP	FMV	5,380,115.	5,380,115.
COMMONFUND CAPITAL VENTURE PARTNERS XI, LP	FMV	969,571.	969,571.
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	FMV	557,668.	557,668.
COMMONFUND GLOBAL DISTRESSED DEBT PARTNERS III, LP	FMV	1,503,987.	1,503,987.
COMMONFUND GLOBAL DISTRESSED INVESTORS, LLC	FMV	1,329,318.	1,329,318.
COMMONFUND PRIVATE EQUITY PARTNERS V, LP	FMV	1,395,289.	1,395,289.
COMMONFUND PRIVATE EQUITY PARTNERS VII, LP	FMV	8,343,818.	8,343,818.
COMMONFUND PRIVATE EQUITY PARTNERS VIII, LP	FMV	3,817,651.	3,817,651.
COMMONFUND STRATEGIC SOLUTIONS CORE REAL ESTATE FUND, LP	FMV	8,617,057.	8,617,057.
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2011, LP	FMV	6,942,355.	6,942,355.
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2014, LP	FMV	7,871,919.	7,871,919.
GOLDMAN SACHS EVENT DRIVEN PLC	FMV	53,711.	53,711.
GOLDMAN SACHS RELATIVE VALUE	FMV	1.	1.
LIQUID REALTY PARTNERS IV, LP	FMV	190,617.	190,617.
LIQUID REALTY PARTNERS IV TAX EXEMPT AIV, LP	FMV	226,149.	226,149.
MERIT ENERGY PARTNERS CANADA II, LP	FMV	47,865.	47,865.
MERIT ENERGY PARTNERS CANADA, LP	FMV	2,570,612.	2,570,612.
MERIT ENERGY PARTNERS C-II, LP	FMV	1,985,426.	1,985,426.
MERIT ENERGY PARTNERS D-II, LP	FMV	2,593,030.	2,593,030.
MERIT ENERGY PARTNERS F-II, LP	FMV	1,919,656.	1,919,656.

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TIFF PARTNERS IV, LLC	FMV	411,316.	411,316.
TIFF PARTNERS V-INTERNATIONAL, LLC	FMV	333,374.	333,374.
TIFF PARTNERS V-US, LLC	FMV	637,551.	637,551.
TIFF REALTY AND RESOURCE PARTNERS, I, LLC	FMV	848,039.	848,039.
TUCKERBOOK SB GLOBAL SPECIAL I SITUATIONS FUND, LP	FMV	134,598.	134,598.
TUCKERBROOK - MEDLEY, LP (CK PEARL FUND, LP)	FMV	563,070.	563,070.
TUCKERBROOK - STYX PARTNERS, LP	FMV	44,999.	44,999.
TUCKERBROOK SB GLOBAL DISTRESSED FUND I, LP	FMV	3,677,785.	3,677,785.
TOTAL TO FORM 990-PF, PART II, LINE 13		204,568,679.	204,568,679.

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	15,358,490.	6,050,437.	9,308,053.
TOTAL TO FM 990-PF, PART II, LN 14	15,358,490.	6,050,437.	9,308,053.

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	377,558.	924,339.	924,339.
DUE FROM NORTHERN TRUST	537,090.	181,216.	181,216.
ACCRUED INTEREST RECEIVABLE	109.	1,788.	1,788.
EMPLOYEE INVESTMENT - 457(B)	52,320.	53,411.	53,411.
DEFERRED INCOME RECEIVABLE - 457(B)	7,527.	14,532.	14,532.
DEFERRED TAXES RECEIVABLE	216,477.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,191,081.	1,175,286.	1,175,286.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

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	349,790.	50,779.	0.
PHILLIPA TAYLOR C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CFAO 40.00	276,550.	49,084.	0.
STEPHANIE BELL ROSE C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
JACKIE CLEGG C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
DAVID DODSON C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
LYDIA MARSHALL C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	CHAIR 1.00	6,000.	0.	0.
SHIRLEY SAGAWA C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
CRAIG AASE C/O PWF, 1200 U STREET, NW WASHINGTON, DC 20009-4443	DIRECTOR 1.00	6,000.	0.	0.
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.

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COLIN DIVER
C/O PWF, 1200 U STREET, NW
WASHINGTON, DC 20009-4443

DIRECTOR
1.00

6,000.

0.

0.

CLIFF SLOAN
C/O PWF, 1200 U STREET, NW
WASHINGTON, DC 20009-4443

DIRECTOR
1.00

6,000.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

686,340.

99,863.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY ONE

CIVIL LEGAL AID: PURPOSE OF THE ACTIVITY WAS TO CONTINUE TO RAISE PRIVATE PHILANTHROPY AWARENESS AND UNDERSTANDING ABOUT THE FIELD OF CIVIL LEGAL AID TO FOSTER MORE SUPPORT AND ENHANCE PRIVATE DONOR UNDERSTANDING OF CIVIL LEGAL AID THAT WILL HELP GRANTEEES ENCOURAGE MORE INVESTMENT IN THIS ARENA. ACTIVITIES INCLUDED EDUCATIONAL OUTREACH AT FUNDER EVENTS INCLUDING DONOR MEETINGS, WEBINARS, BLOGS, FUNDER CONFERENCES AND OTHER PHILANTHROPIC ACTIVITIES.

EXPENSES

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

16,518.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY TWO

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

EXPENSES

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

150,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY THREE

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

EXPENSES

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

50,439.

ACTIVITY FOUR

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

EXPENSES

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

167,423.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS MANAGEMENT
1200 U STREET, NW
WASHINGTON, DC 20009

TELEPHONE NUMBER

202-965-1800

NAME OF GRANT PROGRAM

GRANTS MANAGEMENT, 1200 U STREET NW, WASHINGTON, DC
20009

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

LETTERS OF INQUIRY ARE EXAMINED ON A ROLLING BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF

OTHER REVENUE

STATEMENT 21

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
CLASS ACTION NET PARTNERSHIP INCOME/LOSS			01	7,348.	
NET PARTNERSHIP INCOME/LOSS REPORTED ON 990-T	523000	-174,905.	14	8,080,146.	
OTHER INCOME PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS			01		
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS			14	-12,958,351.	
PARTNERSHIP INCOME/LOSS - OTHER TAXABLE PARTNERSHIPS			14	-2,348,450.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-174,905.		-7,219,307.	

