

PUBLIC DISCLOSURE COPY

Return of Private Foundation

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

Form **990-PF**

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning 10/01, 2018, and ending 09/30, 20 19

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 NORTHWEST	Room/suite	B Telephone number (see instructions) (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) ▶ \$ 516,078,603	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	3,203,551	2,180,132	0	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	57,363,749			
	b Gross sales price for all assets on line 6a	257,508,556			
	7 Capital gain net income (from Part IV, line 2)		52,064,368		
	8 Net short-term capital gain				
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0		0		
11 Other income (attach schedule) . . . STATEMENT 2	(34,212,535)	1,816,774	0		
12 Total. Add lines 1 through 11	26,354,765	56,061,274	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	792,769	51,431	0	741,338
	14 Other employee salaries and wages	1,243,949	62,315	0	1,197,873
	15 Pension plans, employee benefits	317,154	13,642	0	307,444
	16a Legal fees (attach schedule) . . . STATEMENT 3	54,177	12,154	0	39,953
	b Accounting fees (attach schedule) . . . STATEMENT 4	101,170	50,585	0	0
	c Other professional fees (attach schedule) . . . STMT 5	1,755,491	1,397,357	0	358,134
	17 Interest	334,321	0	0	334,321
	18 Taxes (attach schedule) (see instructions) STATEMENT 6	1,180,257	6,832	0	241,250
	19 Depreciation (attach schedule) and depletion . . . STMT 7	399,558	0	0	
	20 Occupancy	338,414	0	0	338,414
	21 Travel, conferences, and meetings	125,007	2,388	0	122,620
	22 Printing and publications	51,563	0	0	46,563
	23 Other expenses (attach schedule) STMT 8	491,894	0	0	501,014
	24 Total operating and administrative expenses. Add lines 13 through 23	7,185,724	1,596,704	0	4,228,924
	25 Contributions, gifts, grants paid	21,573,961			21,255,628
26 Total expenses and disbursements. Add lines 24 and 25	28,759,685	1,596,704	0	25,484,552	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(2,404,920)				
b Net investment income (if negative, enter -0-)		54,464,570			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	288,391	485,834	485,834
	2 Savings and temporary cash investments	17,531,403	40,598,003	40,598,003
	3 Accounts receivable ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	61,438	69,490	69,490
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule) <i>STATEMENT 9</i>	179,299,503	138,468,091	138,468,091
	c Investments—corporate bonds (attach schedule) <i>STATEMENT 10</i>	121,797,855	95,771,815	95,771,815
	11 Investments—land, buildings, and equipment: basis ▶	0		
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12 Investments—mortgage loans	0	0	0	
13 Investments—other (attach schedule) <i>STATEMENT 11</i>	189,378,750	125,946,254	125,946,254	
14 Land, buildings, and equipment: basis ▶ <i>15,510,693</i>	<i>STATEMENT 12</i>			
Less: accumulated depreciation (attach schedule) ▶ <i>7,245,419</i>	8,578,965	8,265,274	8,265,274	
15 Other assets (describe ▶ <i>STATEMENT 13</i>)	8,802,431	106,473,842	106,473,842	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	525,738,736	516,078,603	516,078,603	
Liabilities	17 Accounts payable and accrued expenses	241,699	387,015	
	18 Grants payable	1,372,000	1,691,300	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule) <i>STMT 14</i>	10,800,000	10,800,000	
	22 Other liabilities (describe ▶ <i>STATEMENT 15</i>)	522,699	339,491	
	23 Total liabilities (add lines 17 through 22)	12,936,398	13,217,806	
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	512,802,338	502,860,797	
	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 (see instructions)	512,802,338	502,860,797		
31 Total liabilities and net assets/fund balances (see instructions)	525,738,736	516,078,603		

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	512,802,338
2 Enter amount from Part I, line 27a		2	(2,404,920)
3 Other increases not included in line 2 (itemize) ▶		3	0
4 Add lines 1, 2, and 3		4	510,397,418
5 Decreases not included in line 2 (itemize) ▶ <i>STATEMENT 16</i>		5	7,536,621
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	502,860,797

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	PURCHASE		
b	FROM PARTNERSHIPS	PURCHASE		
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 6,323,166			6,323,166
b 45,741,202			45,741,202
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a		0	6,323,166
b		0	45,741,202
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	52,064,368
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). See instructions. If (loss), enter -0- in Part I, line 8	3	0

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 doesn't 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))
2017	25,550,446	506,262,365	0.050469
2016	25,228,899	479,180,963	0.052650
2015	24,702,505	467,542,855	0.052835
2014	24,449,812	499,791,068	0.048920
2013	23,966,049	493,829,403	0.048531

2	Total of line 1, column (d)	2	0.253405
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.050681
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	495,762,243
5	Multiply line 4 by line 3	5	25,125,726
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	544,646
7	Add lines 5 and 6	7	25,670,372
8	Enter qualifying distributions from Part XII, line 4 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.	8	25,570,428

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	1,089,291	
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	1,089,291	
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	1,089,291	
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	998,627	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	998,627	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1,900	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	92,564	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0</u>		
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.		<input checked="" type="checkbox"/>
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.		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>CA, DC</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	<input checked="" type="checkbox"/>	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities *(continued)*

	Yes	No
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PUBLICWELFARE.ORG	<input checked="" type="checkbox"/>	
14 The books are in care of ► PUBLIC WELFARE FOUNDATION Telephone no. ► (202) 965-1800 Located at ► 1200 U STREET, 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		<input type="checkbox"/>
	15	0
16 At any time during calendar year 2018, 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 ►		<input checked="" type="checkbox"/>

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	<input checked="" type="checkbox"/>
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 2018?	1c	<input checked="" type="checkbox"/>
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
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 2018 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 2018.)	3b	<input checked="" type="checkbox"/>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2018?	4b	<input checked="" type="checkbox"/>

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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	✓
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

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

(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
JONES, CANDICE C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PRESIDENT, 40.0	365,650	57,012	0
TAYLOR, PHILLIPA P. C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	CFAO, 40.0	331,486	58,007	0
AASE, CRAIG C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
STATEMENT 17				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
MARSHALL, ALISE C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PROGRAM DIRECTOR, 40	125,460	9,536	0
LIPA, GALIT C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PROGRAM DIRECTOR, 40	87,109	16,152	0
HEINZ, KAITLIN C/O PUBLIC WELFARE FOUNDATION, 1200 U ST NW, WASHINGTON, DC 20009	CONTROLLER, 40	124,630	21,794	0
FREIBERG, JINA C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	GRANTS MANAGER, 40	88,355	16,525	0
SHULL, ROBERT C/O PUBLIC WELFARE FOUNDATION, 1200 U ST NW, WASHINGTON, DC 20009	PROGRAM DIRECTOR, 40	203,850	35,659	0

Total number of other employees paid over \$50,000 ▶ 10

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMONFUND - CASH ACCOUNT 15 OLD DANBURY ROAD, P.O. BOX 812, WILTON, CT 06897-0812	INVESTMENT MANAGEMENT	414,318
CAMBRIDGE ASSOCIATES 125 HIGH STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	367,023
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT MANAGEMENT	179,109
ASHLEY RAYMENT 2535 WOODCREEK CT SE, GRAND RAPIDS, MI 49546	COMMUNICATIONS CONSULTING	119,196
GARCIA HAMILTON 1401 MCKINNERY, SUITE 1600, HOUSTON, TX 77010	INVESTMENT MANAGEMENT	83,991
Total number of others receiving over \$50,000 for professional services ▶		6

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	N/A	0
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	0
2		
3	All other program-related investments. See instructions.	
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	483,885,103
b	Average of monthly cash balances	1b	19,021,872
c	Fair market value of all other assets (see instructions)	1c	404,947
d	Total (add lines 1a, b, and c)	1d	503,311,922
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	503,311,922
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	7,549,679
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	495,762,243
6	Minimum investment return. Enter 5% of line 5	6	24,788,112

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	24,788,112
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,089,291
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,089,291
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,698,821
4	Recoveries of amounts treated as qualifying distributions	4	967
5	Add lines 3 and 4	5	23,699,788
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	23,699,788

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	25,484,552
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	85,876
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	25,570,428
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. See instructions	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,570,428

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				23,699,788
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0	
b Total for prior years: 20 <u>14</u> , 20 <u>15</u> , 20 <u>16</u>		0		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	486,983			
b From 2014	176,074			
c From 2015	1,504,152			
d From 2016	1,510,484			
e From 2017	807,186			
f Total of lines 3a through e	4,484,879			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ <u>25,570,428</u>				
a Applied to 2017, 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 2018 distributable amount				23,699,788
e Remaining amount distributed out of corpus	1,870,640			
5 Excess distributions carryover applied to 2018 (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	6,355,519			
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 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions)	486,983			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	5,868,536			
10 Analysis of line 9:				
a Excess from 2014	176,074			
b Excess from 2015	1,504,152			
c Excess from 2016	1,510,484			
d Excess from 2017	807,186			
e Excess from 2018	1,870,640			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
2a 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
GRANTS MANAGEMENT, 1200 U STREET NW, WASHINGTON, DC 20009, 2029651800

b The form in which applications should be submitted and information and materials they should include:
(SEE STATEMENT)

c Any submission deadlines:
LETTERS OF INQUIRY ARE EXAMINED ON A ROLLING BASIS.

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

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 <i>Paid during the year</i> STATEMENT 18				
Total			▶ 3a	21,255,628
b <i>Approved for future payment</i> STATEMENT 19				
Total			▶ 3b	1,691,300

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Includes entries for GREATER WASHINGTON SOCIETY OF CPA'S, AMERICAN INSTITUTE OF CPA'S, SOCIETY FOR HUMAN RESOURCE MANAGEMENT, and AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES.

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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: Craig A. Blaylock
Date: 6/25/2020
Title: CFAO

Paid Preparer Use Only
Print/Type preparer's name: RACHEL SPURLOCK
Preparer's signature: Rachel Spurlock
Date: 6/19/2020
Check if self-employed: []
PTIN: P00520729
Firm's name: CROWE LLP
Firm's EIN: 35-0921680
Firm's address: 9600 BROWNSBORO ROAD SUITE 400, LOUISVILLE, KY 40241-1122
Phone no.: (502) 326-3996

Application for Automatic Extension of Time To File an Exempt Organization Return

(Rev. January 2019)

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Enter the Return Code for the return that this application is for (file a separate application for each return) **0 4**

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

• The books are in the care of ► **PUBLIC WELFARE FOUNDATION**

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 6-month extension of time until 08/15, 20 20, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► calendar year 20 ____ or
 ► tax year beginning 10/01, 20 18, and ending 09/30, 20 19.

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	\$	998,627
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	\$	998,627
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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat. No. 27916D

Form **8868** (Rev. 1-2019)

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ **Attach to the corporation's tax return.**

2018

▶ **Go to www.irs.gov/Form2220 for instructions and the latest information.**

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	1,089,291
2a 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	0
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	1,089,291
4 Enter the tax shown on the corporation's 2017 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	603,462
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	603,462

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** The corporation is using the adjusted seasonal installment method.
- 7** The corporation is using the annualized income installment method.
- 8** 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	02/15/2019	03/15/2019	06/15/2019	09/15/2019
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule 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% (0.25) of line 5 above in each column	10	150,866	393,780	272,323	272,323
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	398,627	200,000	300,000	100,000
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		247,761	53,981	81,658
13 Add lines 11 and 12	13		447,761	353,981	181,658
14 Add amounts on lines 16 and 17 of the preceding column	14		0	0	0
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	398,627	447,761	353,981	181,658
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				90,665
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	247,761	53,981	81,658	

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.

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 11746L

Form **2220** (2018)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19 02/15/2020	02/15/2020	02/15/2020	02/15/2020
20 Number of days from due date of installment on line 9 to the date shown on line 19	20 365	337	245	153
21 Number of days on line 20 after 4/15/2018 and before 7/1/2018	21 0	0	0	0
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{365} \times 5\%$ (0.05)	22 \$ 0	\$ 0	\$ 0	\$ 0
23 Number of days on line 20 after 6/30/2018 and before 10/1/2018	23 0	0	0	0
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{365} \times 5\%$ (0.05)	24 \$ 0	\$ 0	\$ 0	\$ 0
25 Number of days on line 20 after 9/30/2018 and before 1/1/2019	25 0	0	0	0
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{365} \times 5\%$ (0.05)	26 \$ 0	\$ 0	\$ 0	\$ 0
27 Number of days on line 20 after 12/31/2018 and before 4/1/2019	27 44	16	0	0
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times 6\%$ (0.06)	28 \$ 0	\$ 0	\$ 0	\$ 0
29 Number of days on line 20 after 3/31/2019 and before 7/1/2019	29 91	91	15	0
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times \%$	30 \$ 0	\$ 0	\$ 0	\$ 0
31 Number of days on line 20 after 6/30/2019 and before 10/1/2019	31 92	92	92	15
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times \%$	32 \$ 0	\$ 0	\$ 0	\$ 186
33 Number of days on line 20 after 9/30/2019 and before 1/1/2020	33 92	92	92	92
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times \%$	34 \$ 0	\$ 0	\$ 0	\$ 1,143
35 Number of days on line 20 after 12/31/2019 and before 3/16/2020	35 46	46	46	46
36 Underpayment on line 17 × $\frac{\text{Number of days on line 35}}{366} \times \%$	36 \$ 0	\$ 0	\$ 0	\$ 571
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$ 0	\$ 0	\$ 0	\$ 1,900
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns.	38			\$ 1,900

*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.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21 "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods.				
a	Tax year beginning in 2015				
b	Tax year beginning in 2016				
c	Tax year beginning in 2017				
2	Enter taxable income for each period for the tax year beginning in 2018. See the instructions for the treatment of extraordinary items				
3	Enter taxable income for the following periods.	First 4 months	First 6 months	First 9 months	Entire year
a	Tax year beginning in 2015				
b	Tax year beginning in 2016				
c	Tax year beginning in 2017				
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a				
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b				
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c				
7	Add lines 4 through 6				
8	Divide line 7 by 3.0				
9a	Divide line 2 by line 8				
b	Extraordinary items (see instructions)				
c	Add lines 9a and 9b				
10	Figure the tax on the amount on line 9c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return				
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a				
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b				
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c				
12	Add lines 11a through 11c				
13	Divide line 12 by 3.0				
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)				
15	Enter any alternative minimum tax for each payment period. See instructions				
16	Enter any other taxes for each payment period. See instructions				
17	Add lines 14 through 16				
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-				

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First _____ months	First _____ months	First _____ months	First _____ months
20	Annualization periods (see instructions)	20			
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21			
22	Annualization amounts (see instructions)	22			
23a	Annualized taxable income. Multiply line 21 by line 22	23a			
b	Extraordinary items (see instructions)	23b			
c	Add lines 23a and 23b	23c			
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24			
25	Enter any alternative minimum tax for each payment period (see instructions)	25			
26	Enter any other taxes for each payment period. See instructions	26			
27	Total tax. Add lines 24 through 26	27			
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28			
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29			
30	Applicable percentage	30	25%	50%	75%
31	Multiply line 29 by line 30	31			

Part III Required Installments

		1st	2nd	3rd	4th
		installment	installment	installment	installment
	Note: Complete lines 32 through 38 of one column before completing the next column.				
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32			
33	Add the amounts in all preceding columns of line 38. See instructions	33			
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34			
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35			
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36			
37	Add lines 35 and 36	37			
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38			

Return Reference - Identifier	Explanation
FORM 990 PF, PART XV, LINE 2B - FORM AND INFORMATION	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/GRANTS/APPLY-FOR-A-GRANT/
FORM 990 PF PART XV, LINE 2D - RESTRICTIONS AND LIMITATIONS	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 TWO PROGRAM AREAS: CRIMINAL JUSTICE AND YOUTH JUSTICE.

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Accumulated Depreciation	Sales Expense	Total (net)
(1) REALIZED GAINS PER BOOKS					257,508,556	200,144,807				57,363,749
Total					257,508,556	200,144,807		0	0	57,363,749

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income
(1) PARTNERSHIP INCOME/(LOSS)	(34,237,251)	1,816,774	
(2) CLASS ACTION PROCEEDS	24,466		
(3) OTHER INCOME	250		
TOTAL	(34,212,535)	1,816,774	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) LEGAL FEES	54,177	12,154		39,953
TOTAL	54,177	12,154	0	39,953

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) ACCOUNTING FEES	101,170	50,585		0
TOTAL	101,170	50,585	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) COMPUTER CONSULTING	60,440			60,440
(2) MANAGEMENT FEES- INVESTMENTS	1,318,695	1,318,695		
(3) COMMUNICATIONS CONSULTANT	272,627			272,627
(4) PROGRAM CONSULTANTS	17,630			17,630
(5) INVESTMENT CONSULTANT	78,662	78,662		
(6) OTHER CONSULTING	7,437			7,437
TOTAL	1,755,491	1,397,357	0	358,134

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) PAYROLL TAXES	118,698	6,832		111,866
(2) CURRENT AND DEFERRED FEDERAL EXCISE TAXES	932,175			
(3) PROPERTY TAXES	129,384			129,384
TOTAL	1,180,257	6,832	0	241,250

Description of property	Date acquired	Cost or other basis (exclude any land)	Depreciation allowed or allowable in prior years	Method of computation	Rate or Life Rate	Rate(%) or life (years)	Depreciation this year	Net investment income	Adjusted income
(1) FURNITURE, FIXTURES & EQUIPMENT		1,373,214	1,195,863				41,938		0
(2) BUILDING & IMPROVEMENTS		11,708,306	5,226,672				322,348		0
(3) LAND & LAND IMPROVEMENTS		1,690,862	75,563				4,339		0
(4) BOND REFINANCING COSTS		738,308	347,754				30,933		0
Total		15,510,690	6,845,852				399,558	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) BANK FEES	1,303			1,303
(2) BUILDING OPERATIONS	294,739			294,420
(3) EMPLOYEE RECRUITMENT	3,267			3,267
(4) INSURANCE	25,709			27,207
(5) OTHER EXPENSES	22,640			22,640
(6) HOSTING SERVICES	15,072			15,072
(7) PAYROLL PROCESSING FEES	4,362			4,362
(8) SUPPLIES	43,326			51,267
(9) POSTAGE	1,160			1,160
(10) PROFESSIONAL DEVELOPMENT	8,518			8,518
(11) TELEPHONE	33,970			33,970
(12) TEMPORARY HELP	37,828			37,828
TOTAL	491,894	0	0	501,014

Description	BOY Amount	EOY Amount	Fair Market Value
DEVELOPED EX-US EQUITY	11,654,864	0	0
GLOBAL EQUITY	33,110,886	32,406,596	32,406,596
U.S. EQUITY	134,533,753	106,061,495	106,061,495
TOTAL	179,299,503	138,468,091	138,468,091

Description	BOY Amount	EOY Amount	Fair Market Value
CORE BONDS	65,216,798	58,189,796	58,189,796
DIVERSIFYING STRATEGIES	56,581,057	37,582,019	37,582,019
TOTAL	121,797,855	95,771,815	95,771,815

Description	Type	BOY Amount	EOY Amount	Fair Market Value
DEVELOPED EX-U.S. EQUITY	END OF YEAR MARKET VALUE	26,414,764	0	0
DIVERSIFYING STRATEGIES	END OF YEAR MARKET VALUE	43,758	9,694,257	9,694,257
EMERGING MARKETS EQUITY	END OF YEAR MARKET VALUE	26,454,843	499,085	499,085
PRIVATE EQUITY	END OF YEAR MARKET VALUE	28,529,281	28,981,100	28,981,100
PRIVATE EQUITY-VENTURE CAPITAL	END OF YEAR MARKET VALUE	26,412,539	31,534,397	31,534,397
PRIVATE OPPORTUNISTIC	END OF YEAR MARKET VALUE	12,191,770	18,074,077	18,074,077
PRIVATE REAL ESTATE	END OF YEAR MARKET VALUE	69,331,795	37,163,338	37,163,338
TOTAL		189,378,750	125,946,254	125,946,254

Description of Investment	BOY Book Value	EOY Cost or Other Basis	EOY Accumulated Depreciation	EOY Book Value	FMV Amount
FURNITURE, FIXTURES & EQUIPMENT	107,132	1,373,214	1,237,801	135,413	135,413
BUILDING & IMPROVEMENTS	6,465,977	11,708,306	5,549,020	6,159,286	6,159,286
LAND & LAND IMPROVEMENTS	1,615,300	1,690,863	79,901	1,610,962	1,610,962
OTHER	390,556	738,310	378,697	359,613	359,613
TOTAL	8,578,965	15,510,693	7,245,419	8,265,274	8,265,274

Description	Book Value BOY	Book Value EOY	Fair Market Value
DEFERRED FEDERAL EXCISE TAXES RECEIVABLE	230,798	17,595	17,595
DUE FROM NORTHERN TRUST	8,232,609	106,040,007	106,040,007
ACCRUED INTEREST RECEIVABLE	236,673	311,579	311,579
EMPLOYEE INVESTMENT - 457(B)	79,646	77,215	77,215
DEFERRED INCOME RECEIVABLE - 457(B)	22,705	27,446	27,446
TOTAL	8,802,431	106,473,842	106,473,842

Lender Name	Title	Relationship to Insider	Original Loan Amount	BOY Balance Due	EOY Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Consideration	Consideration FMV
TD BANK	N/A	NONE	10,800,000	10,800,000	10,800,000	11/01/10	10/31/35	ALL DUE ON 11/1/2025, VARIABLE INTEREST RATE		NONE	BUILDING ACQ. AND RESTORATION	NONE	

Description	BOY Amount	EOY Amount
DEFERRED FEDERAL TAX LIABILITY	420,347	234,830
PLAN LIABILITY - 457(B)	102,352	104,661
TOTAL	522,699	339,491

Description	Amount
(1) UNREALIZED LOSSES ON INVESTMENTS	7,536,621
TOTAL	7,536,621

Name	Address	Title, and average hours per week devoted to position	Compensation (If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
BELL-ROSE, STEPHANIE	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
DIVER, COLIN	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
DODSON, DAVID	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
GRAHAM, CHRISTOPHER	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
OLIVEROS, GUMERSINDO	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	0	0	0
OTERO, MARIA	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
SAGAWA, SHIRLEY	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
SLOAN, CLIFFORD	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
TAYLOR-THOMPSON, KIM	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0
WASHINGTON, ERIC	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	0

Name and Address	Relationship	Foundation status	Purpose	Amount
A WIDER CIRCLE 4808 MOORLAND LN BETHESDA, MD, 20814	NONE	PC	GENERAL SUPPORT	1,000
ACTION COUNCIL OF MONTEREY COUNTY 295 MAIN STREET SALINAS, CA, 93901	NONE	PC	SUPPORT FOR MILPA (MOTIVATING INDIVIDUAL LEADERSHIP FOR PUBLIC ADVANCEMENT)	150,000
ALTERNATE ROOTS INC 1270 CAROLINE ST ATLANTA, GA, 30307	NONE	PC	SUPPORT FOR SPIRITHOUSE	45,000
AMERICAN BRAIN TUMOR ASSOCIATION 8550 W. BRYN MAWR AVE, SUITE 550 CHICAGO, IL, 60631	NONE	PC	GENERAL SUPPORT	400
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA, 19102	NONE	PC	SUPPORT FOR STATEWIDE SENTENCING REFORM EFFORTS IN ARIZONA	242,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC, 20016	NONE	PC	SUPPORT FOR THE RIGHT TO COUNSEL NATIONAL INITIATIVE	85,000
ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK ROAD, SUITE 405B PHOENIX, AZ, 85016	NONE	PC	SUPPORT TO LAUNCH A PRIZE INITIATIVE FOR INNOVATION IN LAW & POLICY FOR LOW-WAGE WORKERS' RIGHTS	250,000
ART 180 INC 114 W. MARSHALL STREET RICHMOND, VA, 23220	NONE	PC	GENERAL SUPPORT	20,000
ASIAN AMERICAN LEAD 1029 VERMONT AVENUE NW WASHINGTON, DC, 20005	NONE	PC	GENERAL SUPPORT	200
ASPEN INSTITUTE 2300 N ST, NW, SUITE 700 WASHINGTON, DC, 20037	NONE	PC	PROGRAM SUPPORT FOR THE FORUM FOR COMMUNITY SOLUTIONS	25,000
ASSOCIATION OF PROSECUTING ATTORNEYS 1615 L STREET, SUITE 1100 WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	200,000
ASSOCIATION OF STATE CORRECTIONAL ADMINISTRATORS (ASCA) ASCA HQ PO BOX 102 IONA, ID, 83427	NONE	PC	PROJECT SUPPORT FOR EFFORTS TO INCREASE ACCESS TO COLLEGE FOR INCARCERATED STUDENTS	100,000
AT HOME IN ALEXANDRIA 3139 MOUNT VERNON AVE ALEXANDRIA, VA, 22305	NONE	PC	GENERAL SUPPORT	200
AUBURN THEOLOGICAL SEMINARY 475 RIVERSIDE DRIVE NEW YORK, NY, 10115	NONE	PC	SUPPORT FOR THE FILM "THE PSALM OF HOWARD THURMAN" BY ARLEIGH PRELOW	2,500
BISHOP JOHN T WALKER SCHOOL FOR BOYS 1801 MISSISSIPPI AVENUE WASHINGTON, DC, 20020	NONE	PC	GENERAL SUPPORT	2,500
BOSTON CHILDRENS CHORUS 20 OLD COLONY AVENUE BOSTON, MA, 02127	NONE	PC	GENERAL SUPPORT	5,000
BROOKLYN COMMUNITY BAIL FUND 195 MONTAGUE STREET NEW YORK, NY, 11201	NONE	PC	GENERAL SUPPORT	500
CABRINI GREEN LEGAL AID CLINIC 6 SOUTH CLARK ST CHICAGO, IL, 60603	NONE	PC	GENERAL SUPPORT	25,000
CABRINI GREEN LEGAL AID CLINIC 6 SOUTH CLARK ST CHICAGO, IL, 60603	NONE	PC	GENERAL SUPPORT	2,000
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH	NONE	PC	PROJECT SUPPORT FOR INCARCERATED CHILDREN'S	30,000

Name and Address	Relationship	Foundation status	Purpose	Amount
1319 F STREET NW WASHINGTON, DC, 20004			ADVOCACY NETWORK (ICAN) MEMBERS	
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH 1319 F STREET NW WASHINGTON, DC, 20004	NONE	PC	GENERAL SUPPORT	5,000
CAMPAIGN FOR YOUTH JUSTICE 1220 L ST NW SUITE 605 WASHINGTON, DC, 20005	NONE	PC	GENERAL SUPPORT	400,000
CAMPAIGN FOR YOUTH JUSTICE 1220 L ST NW SUITE 605 WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT FOR STRATEGIC SUPPORT	35,000
CAPITOL HILL VILLAGE 725 8TH ST SE WASHINGTON, DC, 20003	NONE	PC	GENERAL SUPPORT	500
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT TO EXPAND ALTERNATIVES TO INCARCERATION AND FOSTER PUBLIC SAFETY	100,000
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC, 20009	NONE	PC	SUPPORT FOR FELLOWSHIP ON THE FUTURE OF WORKERS	165,000
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET, NW WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	2,500
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY, 11237	NONE	PC	PROGRAM SUPPORT FOR COORDINATION OF STATE COALITIONS AND FORCED ARBITRATION EDUCATION	700,000
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE., NW, #150-513 WASHINGTON, DC, 20001	NONE	PC	PROGRAM SUPPORT FOR HEALTH AND SAFETY RESEARCH	400,000
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC, 20006	NONE	PC	PROGRAM SUPPORT FOR INVESTIGATIVE REPORTING ON WORKERS' RIGHTS ISSUES	300,000
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC, 20006	NONE	PC	SUPPORT TO PRODUCE ORIGINAL INVESTIGATIVE JOURNALISM FOR A WORKERS' RIGHTS REPORTING BEAT	150,000
CENTER ON BUDGET AND POLICY PRIORITIES 1275 FIRST STREET NE, SUITE 1200 WASHINGTON, DC, 20002	NONE	PC	PROGRAM SUPPORT TO PROVIDE TECHNICAL ASSISTANCE ON FISCAL AND BUDGET ISSUES TO YOUTH DECARCERATION	100,000
CENTRO DE LOS DERECHOS DEL MIGRANTE 10 EAST NORTH AVENUE BALTIMORE, MD, 21202	NONE	PC	GENERAL SUPPORT	50,000
CENTRO DE LOS DERECHOS DEL MIGRANTE 10 EAST NORTH AVENUE BALTIMORE, MD, 21202	NONE	PC	GENERAL SUPPORT	400,000
CHORAL SOCIETY OF DURHAM 120 MORRIS ST. DURHAM, NC, 27701	NONE	PC	GENERAL SUPPORT	5,000
COLLABORATIVE SOLUTIONS FOR COMMUNITIES 3333 14TH STREET NW, #200 WASHINGTON, DC, 20010	NONE	PC	PROGRAM SUPPORT TO IMPLEMENT VIOLENCE PREVENTION AND INTERRUPTION EFFORTS IN WARDS 1-5 IN DC	100,000
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO, 80204	NONE	PC	GENERAL SUPPORT	250,000
COLOROFCHANGEORG EDUCATION FUND 1714 FRANKLIN STREET, #100-136 OAKLAND, CA, 94612	NONE	PC	GENERAL SUPPORT	150,000
COLUMBIA UNIVERSITY 615 W 131 STREET NEW YORK, NY, 10027	NONE	PC	PROGRAM SUPPORT FOR THE YOUTH CORRECTIONAL LEADERS FOR JUSTICE	150,000

Name and Address	Relationship	Foundation status	Purpose	Amount
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET BRONX, NY, 10455	NONE	PC	PROGRAM SUPPORT FOR THE CAROLINA YOUTH ACTION PROJECT	50,000
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET BRONX, NY, 10455	NONE	PC	GENERAL SUPPORT	292,000
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET BRONX, NY, 10455	NONE	PC	SUPPORT FOR TECHNICAL ASSISTANCE & TRAINING ON BUILDING CAPACITY FOR ALT TO YOUTH INCARCERATION	100,000
COMMUNITY WORKS 4681 TELEGRAPH AVENUE OAKLAND, CA, 94609	NONE	PC	PROJECT SUPPORT FOR THE TRANSFORMATIONAL PRISON PROJECT	50,000
COUNCIL FOR COURT EXCELLENCE 1111 14TH ST NW WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT FOR A DC CRIMINAL AND JUVENILE JUSTICE LANDSCAPE REVIEW	34,000
DC GREENS INC 2000 P ST NW WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	1,000
DEMOCRACY NORTH CAROLINA 1821 GREEN ST. DURHAM, NC, 27705	NONE	PC	GENERAL SUPPORT	2,500
DETROIT JUSTICE CENTER 2465 LONGFELLOW ST. DETROIT, MI, 48206	NONE	PC	GENERAL SUPPORT	100,000
DETROIT JUSTICE CENTER 2465 LONGFELLOW ST. DETROIT, MI, 48206	NONE	PC	PROJECT SUPPORT TO HELP BUILD THE LONG-TERM CAPACITY OF CRIMINAL JUSTICE ORGANIZERS IN MICHIGAN	68,700
DISTRICT OF COLUMBIA GRASSROOTS EMPOWERMENT PROJECT INCORPORATED 1419 V STREET NW WASHINGTON, DC, 20009	NONE	PC	GENERAL SUPPORT	25,000
DWIGHT HALL AT YALE 67 HIGH STREET NEW HAVEN, CT, 06520	NONE	PC	SUPPORT FOR SOCIAL JUSTICE PROGRAMMING	5,000
FAR SOUTHEAST FAMILY STRENGTHENING COLLABORATIVE 2041 MARTIN LUTHER KING JR AVE, SE #304 WASHINGTON, DC, 20020	NONE	PC	PROGRAM SUPPORT TO IMPLEMENT VIOLENCE PREVENTION AND INTERRUPTION EFFORTS IN WARD 8 IN DC	100,000
FREE MINDS BOOK CLUB 1816 12TH STREET NW WASHINGTON, DC, 20009	NONE	PC	PROGRAM SUPPORT FOR THE EMERGING LEADERS: ON THE SAME PAGE PROJECT	100,000
FRIENDS OF GUEST HOUSE 1 EAST LURAY AVE. ALEXANDRIA, VA, 22301	NONE	PC	GENERAL SUPPORT	300
FRIENDS OF ST STEPHENS YOUTH PROGRAMS INC 419 SHAWMUT AVENUE BOSTON, MA, 02118	NONE	PC	GENERAL SUPPORT	2,500
GEORGETOWN UNIVERSITY 600 NEW JERSEY AVE NW WASHINGTON, DC, 20009	NONE	PC	PROJECT SUPPORT TO PROVIDE LEADERSHIP, ORGANIZING, & EXPERTISE FOR JUVENILE JUSTICE REFORM	200,000
GEORGETOWN UNIVERSITY 600 NEW JERSEY AVE NW WASHINGTON, DC, 20009	NONE	PC	PROGRAM SUPPORT FOR THE JUVENILE JUSTICE LEADERSHIP NETWORK	100,000
GREATER WASHINGTON COMMUNITY FOUNDATION 1325 G STREET NW WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT FOR THE DC FUND FOR JUST AND PEACEFUL NEIGHBORHOODS	200,000
HOMELESS CHILDRENS PLAYTIME PROJECT 1525 NEWTON ST. NW WASHINGTON, DC, 20010	NONE	PC	GENERAL SUPPORT	200
HUMAN RIGHTS WATCH 350 FIFTH AVENUE NEW YORK, NY, 10118	NONE	PC	PROGRAM SUPPORT FOR WORK AROUND CALIFORNIA'S REFORMS IN YOUTH TRANSFER AND SENTENCING LAWS	200,000
IN THESE TIMES 2040 N. MILWAUKEE AVE.	NONE	PC	PROGRAM SUPPORT FOR ORIGINAL PRINT AND ONLINE	160,000

Name and Address	Relationship	Foundation status	Purpose	Amount
CHICAGO, IL, 60647			NEWS COVERAGE AND COMMENTARY ON WORKERS' RIGHTS	
INTERFAITH WORKER JUSTICE 1020 W. BRYN MAWR AVE. CHICAGO, IL, 60660	NONE	PC	GENERAL SUPPORT	400,000
JAZZMOBILE INC 163 W 125TH ST NEW YORK, NY, 10027	NONE	PC	GENERAL SUPPORT	20,000
JFA INSTITUTE 720 KEARNEY ST. DENVER, CO, 80220	NONE	PC	GENERAL SUPPORT	100,000
JOHN PAUL STEVENS FELLOWSHIP FOUNDATION 3 EMBARCADERO CENTER, 10TH FLOOR SAN FRANCISCO, CA, 94111	NONE	PC	GENERAL SUPPORT	5,000
JOHN PAUL STEVENS FELLOWSHIP FOUNDATION 3 EMBARCADERO CENTER, 10TH FLOOR SAN FRANCISCO, CA, 94111	NONE	PC	GENERAL SUPPORT	5,000
JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD, 21218	NONE	PC	SUPPORT FOR THE CENTER FOR GOVERNMENT EXCELLENCE	200,000
JUSTICE FOR FAMILIES LTD 1913 AZALEA STREET SULPHUR, LA, 70663	NONE	PC	SUPPORT TO PROVIDE TRAINING FOR FAMILIES TO ENGAGE IN STATES WITH ACTIVE YOUTH FIRST INITIATIVES	100,000
JUSTICE IN MOTION 789 WASHINGTON AVE BROOKLYN, NY, 11238	NONE	PC	GENERAL SUPPORT	250,000
JUSTICE POLICY INSTITUTE 1012 14TH STREET NW WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT FOR THE DC EMERGING ADULT JUSTICE ACTION COLLABORATIVE	200,000
JUSTICEAID 2120 KALORAMA RD NW APT 3 WASHINGTON, DC, 20008	NONE	PC	GENERAL SUPPORT	5,000
JUVENILE JUSTICE COALITION PO BOX 477 BATH, OH, 44210	NONE	PC	GENERAL SUPPORT	60,000
JUVENILE JUSTICE INITIATIVE 518 DAVIS EVANSTON, IL, 60201	NONE	PC	GENERAL SUPPORT	100,000
JUVENILE LAW CENTER 1315 WALNUT STREET, SUITE 400 PHILADELPHIA, PA, 19107	NONE	PC	SUPPORT FOR A POLICY REFORM EFFORT TO END THE PRACTICE OF REGISTERING YOUNG PEOPLE AS SEX OFFENDERS	150,000
KANSAS APPLESEED CENTER FOR LAW AND JUSTICE INC 211 E 8TH ST LAWRENCE, KS, 66044	NONE	PC	GENERAL SUPPORT	100,000
KOREAN AMERICAN FAMILY SERVICE CENTER INC PO BOX 541429 FLUSHING, NY, 11354	NONE	PC	GENERAL SUPPORT	400
LATINO COALITION FOR COMMUNITY LEADERSHIP 970 VILLAGE LANE SANTA BARBARA, CA, 93110	NONE	PC	SUPPORT TO BUILD CAPACITY TO ACT AS AN INTERMEDIARY FOR COLORADO'S COMMUNITY REINVESTMENT PARTNERS	150,000
LATINO NETWORK 410 NE 18TH AVE PORTLAND, OR, 97232	NONE	PC	PROJECT SUPPORT FOR A CONVENING OF THE EBP+ COLLABORATIVE	25,000
LATINOJUSTICE PRLDEF 99 HUDSON STREET NEW YORK, NY, 10013	NONE	PC	PROGRAM SUPPORT FOR REENVISION JUSTICIA	200,000
LAW ENFORCEMENT ACTION PARTNERSHIP 121 MYSTIC AVENUE MEDFORD, MA, 02155	NONE	PC	GENERAL SUPPORT	200,000
LIVING CITIES INC THE NATIONAL COMMUNITY DEVELOPMENT INITIATIVE 1040 AVENUE OF THE AMERICAS, FLOOR 17 NEW YORK, NY, 10018	NONE	PC	PROJECT SUPPORT FOR FRONTLINE SOLUTIONS	200,000

Name and Address	Relationship	Foundation status	Purpose	Amount
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVE. LOS ANGELES, CA, 90017	NONE	PC	PROGRAM SUPPORT FOR THE CLEAN AND SAFE PORTS INITIATIVE	250,000
LOUIS D BROWN PEACE INSTITUTE 15 CHRISTOPHER STREET DORCHESTER, MA, 02122	NONE	PC	GENERAL SUPPORT	2,500
LOUISIANA CENTER FOR CHILDRENS RIGHTS 1100-B MILTON STREET NEW ORLEANS, LA, 70122	NONE	PC	GENERAL SUPPORT	200,000
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN, 55105	NONE	PC	GENERAL SUPPORT	2,500
MADE IN DURHAM 359 BLACKWELL STREET, SUITE 200 DURHAM, NC, 27701	NONE	PC	GENERAL SUPPORT	2,500
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY, 11237	NONE	PC	GENERAL SUPPORT	200,000
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY, 11237	NONE	PC	PROGRAM SUPPORT	700,000
MANY HANDS INC P.O. BOX 15048 CHEVY CHASE, MD, 20825	NONE	PC	GENERAL SUPPORT	2,000
MARCH ON WASHINGTON FILM FESTIVAL 1341 G ST NW 5TH FLOOR WASHINGTON, DC, 20005	NONE	PC	GENERAL SUPPORT TO THE MARCH ON WASHINGTON FILM FESTIVAL	20,000
MARTHAS TABLE 2114 - 14TH ST NW WASHINGTON, DC, 20009	NONE	PC	GENERAL SUPPORT	120
MEDIA MOBILIZING PROJECT 924 CHERRY STREET, 5TH FLOOR PHILADELPHIA, PA, 19107	NONE	PC	SUPPORT FOR THE YOUTH ART & SELF-EMPOWERMENT PROJECT; & WORK IN PA TO PILOT A TECH. ASSISTANCE MODEL	70,000
MERRIAM PARK LIVING AT HOME BLOCK NURSE PROGRAM 1895 LAUREL AVENUE ST. PAUL, MN, 55104	NONE	PC	GENERAL SUPPORT	2,500
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI, 48915	NONE	PC	SUPPORT FOR NATION OUTSIDE	21,300
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI, 48915	NONE	PC	PROGRAM SUPPORT TO RAISE THE AGE OF JUVENILE COURT JURISDICTION TO EIGHTEEN IN MICHIGAN	180,000
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD BELLEVUE, WA, 98005	NONE	PC	PROGRAM SUPPORT FOR REPORTING ON JUVENILE JUSTICE ISSUES	100,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1900 L ST NW WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	40,000
NATIONAL COSH 3737 CAMINO DEL RIO SOUTH, SUITE 305 SAN DIEGO, CA, 92108	NONE	PC	GENERAL SUPPORT	300,000
NATIONAL COUNCIL FOR INCARCERATED AND FORMERLY INCARCERATED WOMEN 100 R WARREN STREET ROXBURY, MA, 02119	NONE	PC	GENERAL SUPPORT TO AN ORGANIZATION THAT PROVIDES SUPPORT FOR POLICY AND LEADERSHIP DEVELOPMENT	50,000
NATIONAL EMPLOYMENT LAW PROJECT 90 BROAD STREET, SUITE 110 NEW YORK, NY, 10004	NONE	PC	GENERAL SUPPORT	700,000
NATIONAL LEAD FOR AMERICA INC 400 SOUTH RD	NONE	PC	GENERAL SUPPORT	5,000

Name and Address	Relationship	Foundation status	Purpose	Amount
CHAPEL HILL, NC, 27514				
NATIONAL NETWORK OF ABORTION FUNDS P.O. BOX 22457 PHILADELPHIA, PA, 19110	NONE	PC	PROJECT SUPPORT FOR MISSISSIPPI REPRODUCTIVE FREEDOM FUND	35,984
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC, 20002	NONE	PC	SUPPORT FOR NPR'S COVERAGE OF CRIMINAL JUSTICE REFORM	200,000
NATIONAL QUEER ASIAN PACIFIC ISLANDER ALLIANCE INC PO BOX 1277 OLD CHELSEA STATION NEW YORK, NY, 10113	NONE	PC	GENERAL SUPPORT	200
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA, 94612	NONE	PC	PROGRAM SUPPORT FOR FUNDERS FOR A JUST ECONOMY	75,000
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA, 94612	NONE	PC	SUPPORT FOR FUNDERS FOR A JUST ECONOMY'S INITIATIVE TO EDUCATE AND ENGAGE LOCAL FUNDERS	200,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036	NONE	PC	PROGRAM SUPPORT FOR THE YOUTH FIRST STATE ADVOCACY FUND	400,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036	NONE	PC	PROGRAM SUPPORT FOR VOICES FOR CIVIL JUSTICE	300,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036	NONE	PC	SUPPORT FOR THE SELF-REPRESENTED LITIGATION NETWORK	200,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036	NONE	PC	SUPPORT FOR YOUTH FIRST INITIATIVE	300,000
NEW YORK AVENUE FOUNDATION 1313 NEW YORK AVENUE WASHINGTON, DC, 20005	NONE	PC	GENERAL SUPPORT	500
NJJN 1734 CONNECTICUT, UNIT 1 WASHINGTON, DC, 20009	NONE	PC	GENERAL SUPPORT	200,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, STE. 225 PORTLAND, OR, 97205	NONE	PC	GENERAL SUPPORT	100,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, STE. 225 PORTLAND, OR, 97205	NONE	PC	PROGRAM SUPPORT FOR STATE POLICY COALITION	100,000
NORTHWESTERN UNIVERSITY SCHOOL OF LAW PO BOX 625 ELY, MN, 55731	NONE	PC	SUPPORT FOR THE SAVE THE BOUNDARY WATERS INITIATIVE	2,500
NORTHWESTERN UNIVERSITY SCHOOL OF LAW 375 E. CHICAGO AVE., 8TH FLOOR CHICAGO, IL, 60611	NONE	PC	PROGRAM SUPPORT FOR RESEARCH	200,000
OLD SOL ALLIANCE INC 370 MYRTLE ST MANCHESTER, NH, 03104	NONE	PC	SUPPORT FOR PUBLIC EDUCATION REGARDING SERVICE YEARS	5,000
ONE DC 614 S STREET, NW WASHINGTON, DC, 20001	NONE	PC	GENERAL SUPPORT	20,000
OPERATION RESTORATION 2321 THALIA ST NEW ORLEANS, LA, 70113	NONE	PC	GENERAL SUPPORT	100,000
ORGANIZATION FOR YOUTH EMPOWERMENT 3128 19TH STREET, NW WASHINGTON, DC, 20010	NONE	PC	SUPPORT FOR EDUCATION EFFORTS FOR LOW-INCOME YOUTH IN HONDURAS	20,000
PACIFICA FOUNDATION DBA WPFW 1990 K ST NW	NONE	PC	GENERAL SUPPORT	25,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WASHINGTON, DC, 20006				
PANCREATIC CANCER ACTION NETWORK INC 1500 ROSECRANS AVE MANHATTAN BEACH, CA, 90266	NONE	PC	GENERAL SUPPORT	250
PASADENA HUMANE SOCIETY AND SPCA 361 SOUTH RAYMOND AVENUE PASADENA, CA, 91105	NONE	PC	GENERAL SUPPORT	300
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY, 10038	NONE	PC	GENERAL SUPPORT	180
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX, 77023	NONE	PC	GENERAL SUPPORT	100
PLANNED PARENTHOOD MINNESOTA NORTH DAKOTA SOUTH DAKOTA 671 VANDALIA STREET ST. PAUL, MN, 55114	NONE	PC	GENERAL SUPPORT	2,500
PLANNED PARENTHOOD OF METROPOLITAN DC 1108 16TH STREET NW WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	200
PRETRIAL JUSTICE INSTITUTE 7361 CALHOUN PLACE ROCKVILLE, MD, 20855	NONE	PC	PROJECT SUPPORT FOR THE PRETRIAL INNOVATORS CONVENTION	10,000
PRISON FELLOWSHIP MINISTRIES 44180 RIVERSIDE PARKWAY LANSDOWNE, VA, 20176	NONE	PC	GENERAL SUPPORT	350,000
PRISON POLICY INITIATIVE 69 GARFIELD AVE FLOOR 1 EASTHAMPTON, MA, 01027	NONE	PC	PROGRAM SUPPORT TO CONDUCT DATA ANALYSES AND PRODUCE MATERIALS TO FILL CRIMINAL JUSTICE DATA	120,000
PROJECT & 220 N GREEN ST CHICAGO, IL, 60607	NONE	PC	PROJECT SUPPORT FOR WORKING IN AMERICA	25,000
PROMISE OF JUSTICE INITIATIVE 1024 ELYSIAN FIELDS NEW ORLEANS, LA, 70116	NONE	PC	PROJECT SUPPORT TO ESTABLISH A PARTICIPATORY DEFENSE HUB IN NEW ORLEANS	85,000
PUBLIC CITIZEN FOUNDATION 1600 20TH STREET NW WASHINGTON, DC, 20009	NONE	PC	PROGRAM SUPPORT FOR LITIGATION ON WORKER HEALTH AND REGULATORY POLICY	200,000
PUBLIC HEALTH ADVOCACY INSTITUTE 360 HUNTINGTON AVENUE BOSTON, MA, 02115	NONE	PC	PROGRAM SUPPORT FOR TECHNICAL ASSISTANCE, PUBLIC EDUCATION, AND RESEARCH	300,000
PUENTE HUMAN RIGHTS MOVEMENT P.O. BOX 21837 PHOENIX, AZ, 85036	NONE	PC	GENERAL SUPPORT	60,350
R STREET INSTITUTE 1212 NEW YORK AVE NW WASHINGTON, DC, 20005	NONE	PC	PROGRAM SUPPORT TO BUILD CONSERVATIVE SUPPORT FOR ENDING POLICIES TO TRY YOUTH AS ADULTS	100,000
RAPHAH INSTITUTE 615 MAIN STREET NASHVILLE, TN, 37206	NONE	PC	GENERAL SUPPORT	50,000
RESIST 259 ELM STREET SOMERVILLE, MA, 02144	NONE	PC	GENERAL SUPPORT	200,000
RESIST 259 ELM STREET SOMERVILLE, MA, 02144	NONE	PC	GENERAL SUPPORT	200
RESIST 259 ELM STREET SOMERVILLE, MA, 02144	NONE	PC	GENERAL SUPPORT	200
RIGHTS & DEMOCRACY EDUCATION FUND 70 S WINOOSKI AVENUE BURLINGTON, VT, 05401	NONE	PC	GENERAL SUPPORT FOR STATE ORGANIZING EFFORTS IN VERMONT	450,000
SAFE & JUST MICHIGAN	NONE	PC	PROGRAM SUPPORT FOR	150,000

Name and Address	Relationship	Foundation status	Purpose	Amount
222 WEST GENESEE STREET LANSING, MI, 48933			NATIONAL NETWORK FOR JUSTICE	
SASHA BRUCE YOUTHWORX INC 745 8TH ST SE WASHINGTON, DC, 20003	NONE	PC	GENERAL SUPPORT	240
SECOND CHANCE CENTER INC 9722 EAST 16TH AVENUE AURORA, CO, 80010	NONE	PC	GENERAL SUPPORT	75,000
SERVICE YEAR ALLIANCE 1400 EYE ST NW SUITE 900 WASHINGTON, DC, 20005	NONE	PC	GENERAL SUPPORT	10,000
SILICON VALLEY DE-BUG 701 LENZEN AVENUE SAN JOSE, CA, 95126	NONE	PC	PROJECT SUPPORT TO ESTABLISH TWO PARTICIPATORY DEFENSE HUBS IN MICHIGAN	145,000
SISTERSONG WOMEN OF COLOR REPRODUCTIVE JUSTICE COLLECTIVE 1237 RALPH D ABERNATHY BLVD SW ATLANTA, GA, 30310	NONE	PC	GENERAL SUPPORT	200
SISTERSONG WOMEN OF COLOR REPRODUCTIVE JUSTICE COLLECTIVE 1237 RALPH D ABERNATHY BLVD SW ATLANTA, GA, 30310	NONE	PC	GENERAL SUPPORT	200
SISTERSONG WOMEN OF COLOR REPRODUCTIVE JUSTICE COLLECTIVE 1237 RALPH D ABERNATHY BLVD SW ATLANTA, GA, 30310	NONE	PC	GENERAL SUPPORT	50,000
SISTERSONG WOMEN OF COLOR REPRODUCTIVE JUSTICE COLLECTIVE 1237 RALPH D ABERNATHY BLVD SW ATLANTA, GA, 30310	NONE	PC	GENERAL SUPPORT	2,000
SO OTHERS MIGHT EAT 71 "O" STREET, NW WASHINGTON, DC, 20001	NONE	PC	GENERAL SUPPORT	120
SOCIAL & ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD CALABASAS, CA, 91302	NONE	PC	SUPPORT TO THE RACIAL JUSTICE ACTION CENTER	50,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD CALABASAS, CA, 91302	NONE	PC	PROGRAM SUPPORT FOR YOUTH LED WORK TO END YOUTH INCARCERATION THROUGH ARTS BASED PROGRAMMING	100,000
STEP AFRIKA U S A INCORPORATED 1333 H ST., NE WASHINGTON, DC, 20002	NONE	PC	PROJECT SUPPORT FOR MARKETING AND COMMUNICATIONS EFFORTS FOR STEP AFRIKA'S 25TH ANNIVERSARY	25,000
STEPHEN C ROSE LEGACY FOUNDATION 138 GOVERNOR STREET PROVIDENCE, RI, 02940	NONE	PC	GENERAL SUPPORT	20,000
SUSAN G KOMEN BREAST CANCER FOUNDATION GREATER LANSING AFFILIATE EAST LANSING, MI, 48826	NONE	PC	PROGRAM SUPPORT FOR SUSAN G. KOMEN 3-DAY	200
SYRACUSE UNIVERSITY 820 COMSTOCK AVENUE SYRACUSE, NY, 13244	NONE	PC	SUPPORT FOR SCHOOL OF SOCIAL WORK DISCRETIONARY FUND	400
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW RD. SUITE 104 AUSTIN, TX, 78735	NONE	PC	YOUTH JUSTICE PROGRAM FOR WORK TO RAISE THE AGE OF JUVENILE JURISDICTION TO 18	125,000
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW RD. SUITE 104 AUSTIN, TX, 78735	NONE	PC	GENERAL SUPPORT	300,000
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVENUE	NONE	PC	PROGRAM SUPPORT TO ADVANCE STATE AND FEDERAL CRIMINAL JUSTICE REFORM	150,000

Name and Address	Relationship	Foundation status	Purpose	Amount
AUSTIN, TX, 78701				
THE AFIYA CENTER 7220 WESTMORELAND, SUITE 200 DALLAS, TX, 75237	NONE	PC	GENERAL SUPPORT	35,984
THE ARC 1825 K STREET NW, SUITE 1200, WASHINGTON, DC, 20006	NONE	PC	SUPPORT FOR THE NATIONAL CENTER ON CRIMINAL JUSTICE & DISABILITY	5,000
THE ARC 1825 K STREET NW, SUITE 1200, WASHINGTON, DC, 20006	NONE	PC	GENERAL SUPPORT	2,500
THE BOYS AND GIRLS CLUBS OF GREATER WASHINGTON 4103 BENNING RD NE WASHINGTON, DC, 20019	NONE	PC	SUPPORT FOR PROGRAMS DESIGNED TO ADDRESS NEEDS OF AT-RISK CHILDREN IN WASHINGTON, DC	10,000
THE BUCKEYE RANCH 5665 HOOVER ROAD GROVE CITY, OH, 43123	NONE	PC	GENERAL SUPPORT	20,000
THE CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVENUE CAMBRIDGE, MA, 02139	NONE	PC	GENERAL SUPPORT	5,000
THE EDUCATION TRUST 1250 H STREET, NW SUITE 700 WASHINGTON, DC, 20005	NONE	PC	PROJECT SUPPORT TO LIFT THE BAN ON FEDERAL PELL GRANTS FOR INCARCERATED STUDENTS	200,000
THE GEORGIA LATINO ALLIANCE FOR HUMAN RIGHTS 7 DUNWOODY PARK ATLANTA, GA, 30338	NONE	PC	GENERAL SUPPORT	38,000
THE MARSHALL PROJECT 156 W 56TH STREET, SUITE 701 NEW YORK, NY, 10019	NONE	PC	PROJECT SUPPORT FOR NEWS INSIDE AND PARTNERSHIP WITH SUNDANCE DOCUMENTARY FILM FUND	200,000
THE MUSICIANSHIP DC 2863 29TH STREET NW WASHINGTON, DC, 20008	NONE	PC	PROJECT SUPPORT FOR THE DC FUNK PARADE	15,000
THE NATIONAL REENTRY NETWORK FOR RETURNING CITIZENS 3227 DUBOIS PLACE SE WASHINGTON, DC, 20019	NONE	PC	GENERAL SUPPORT	25,000
THE SCHUBERT CLUB LANDMARK CENTER, 75 5TH STREET EAST ST. PAUL, MN, 55102	NONE	PC	SUPPORT FOR MUSIC EDUCATIONAL PROGRAMS	2,500
THE SIXTH AMENDMENT CENTER INCORPORATED PO BOX 15556 BOSTON, MA, 02215	NONE	PC	GENERAL SUPPORT	200,000
THEATRE OF THE OPPRESSED NYC 758 8TH AVE, SUITE 300 NEW YORK, NY, 10036	NONE	PC	GENERAL SUPPORT	200
THEATRE OF THE OPPRESSED NYC 758 8TH AVE, SUITE 300 NEW YORK, NY, 10036	NONE	PC	GENERAL SUPPORT	200
THEATRE OF THE OPPRESSED NYC 758 8TH AVE, SUITE 300 NEW YORK, NY, 10036	NONE	PC	GENERAL SUPPORT	200
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA, 94129	NONE	PC	PROGRAM SUPPORT TO CALIFORNIANS FOR SAFETY AND JUSTICE	200,000
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA, 94129	NONE	PC	SUPPORT FOR FLORIDA RIGHTS RESTORATION COALITION	100,000
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA, 94129	NONE	PC	PROJECT SUPPORT FOR LIFE COMES FROM IT	150,000
TRACE MEDIA INC 68 3RD ST, #236 BROOKLYN, NY, 11202	NONE	PC	PROJECT SUPPORT FOR A SERIES INVESTIGATING GUN VIOLENCE, JUSTICE REFORM, & ECONOMIC EQUALITY	150,000
TRAINING GROUNDS INC 3526 STANTON RD SE	NONE	PC	PROGRAM SUPPORT TO IMPLEMENT VIOLENCE	100,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WASHINGTON, DC, 20020			PREVENTION EFFORTS IN DC WARD 6 AND 7	
TRINITY BOSTON FOUNDATION 206 CLARENDON ST. BOSTON, MA, 02116	NONE	PC	GENERAL SUPPORT	7,500
TUFTS UNIVERSITY LINCOLN FILENE HALL MEDFORD, MA, 02155	NONE	PC	GENERAL SUPPORT TO TISCH COLLEGE	2,500
TYPE MEDIA CENTER 116 EAST 16TH STREET, 8TH FLOOR NEW YORK, NY, 10003	NONE	PC	PROJECT SUPPORT FOR THE TYPE MEDIA FELLOWSHIP	50,000
UBUNTU VILLAGE NOLA 430 N. GALVEZ STREET NEW ORLEANS, LA, 70119	NONE	PC	PROGRAM SUPPORT TO PILOT A PARENT NAVIGATOR PROGRAM	25,000
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY, 40517	NONE	PC	GENERAL SUPPORT	125,000
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY, 40517	NONE	PC	GENERAL SUPPORT	75,000
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 1995 UNIVERSITY AVE BERKELEY, CA, 94704	NONE	PC	SUPPORT FOR THE BERKELEY UNDERGRADUATE SCHOLARSHIP FUND	200
UNIVERSITY OF DELAWARE 83 E. MAIN STREET, 3RD FLOOR NEWARK, DE, 19716	NONE	PC	GENERAL SUPPORT	400
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET SE, SUITE 500 MINNEAPOLIS, MN, 55455	NONE	PC	PROGRAM SUPPORT TO ESTABLISH THE ANNE O. KRUEGER FACULTY ENDOWMENT IN ECONOMICS	20,000
VERA INSTITUTE OF JUSTICE INC 233 BROADWAY NEW YORK, NY, 10279	NONE	PC	PROGRAM SUPPORT FOR RESTORING PROMISE	1,000,000
VIOLENCE POLICY CENTER 1025 CONNECTICUT AVE NW WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	5,000
VIRGINIA TECH FOUNDATION INC 902 PRICES FORK ROAD (MC0336) BLACKSBURG, VA, 24061	NONE	PC	GENERAL SUPPORT	300
VOICE OF THE EXPERIENCED 2022 ST. BERNARD AVE. NEW ORLEANS, LA, 70116	NONE	PC	GENERAL SUPPORT	385,000
VOICES FOR A SECOND CHANCE 1422 MASSACHUSETTS AVE SE WASHINGTON, DC, 20003	NONE	PC	GENERAL SUPPORT	25,000
W HAYWOOD BURNS INSTITUTE 475 14TH STREET, SUITE 800 OAKLAND, CA, 94612	NONE	PC	PROJECT SUPPORT FOR THE PLANNING AND INCUBATION OF A NATIONAL CREDIBLE MESSENGER MENTORING MOVEMENT	200,000
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W. WASHINGTON, DC, 20036	NONE	PC	GENERAL SUPPORT	21,500
WETA 2775 SOUTH QUINCY STREET ARLINGTON, VA, 22206	NONE	PC	PROJECT SUPPORT FOR WETA'S PBS NEWSHOUR TO SUPPORT A FIVE PART CRIMINAL JUSTICE-FOCUSED BROADCAST	100,000
WILDERNESS INQUIRY 808 14TH AVENUE SE MINNEAPOLIS, MN, 55414	NONE	PC	SUPPORT OF THE CANOE/MOBILE (FLOATING CLASSROOM) PROGRAM	2,500
YOUTH ADVOCATE PROGRAMS INC 2007 N. THIRD ST. HARRISBURG, PA, 17102	NONE	PC	PROGRAM SUPPORT FOR YAP'S POLICY AND ADVOCACY CENTER	150,000
YOUTH ADVOCATE PROGRAMS INC 2007 N. THIRD ST. HARRISBURG, PA, 17102	NONE	PC	PROJECT SUPPORT FOR SAFELY HOME DC	200,000

Name and Address	Relationship	Foundation status	Purpose	Amount
COLORADO CRIMINAL JUSTICE REFORM COALITION 1212 MARIPOSA STREET, SUITE 6 DENVER, CO, 80204	NONE	PC	GENERAL SUPPORT	250,000
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET BRONX, NY, 10455	NONE	PC	GENERAL SUPPORT	108,000
DETROIT JUSTICE CENTER 2465 LONGFELLOW ST. DETROIT, MI, 48206	NONE	PC	GENERAL SUPPORT	100,000
GEORGETOWN UNIVERSITY 600 NEW JERSEY AVE NW WASHINGTON, DC, 20009	NONE	PC	PROGRAM SUPPORT FOR THE JUVENILE JUSTICE LEADERSHIP NETWORK	100,000
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI, 48915	NONE	PC	SUPPORT FOR NATION OUTSIDE	21,300
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036	NONE	PC	SUPPORT FOR YOUTH FIRST INITIATIVE	302,000
NJJN 1734 CONNECTICUT, UNIT 1 WASHINGTON, DC, 20009	NONE	PC	GENERAL SUPPORT	200,000
OPERATION RESTORATION 2321 THALIA ST NEW ORLEANS, LA, 70113	NONE	PC	GENERAL SUPPORT	100,000
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY, 40517	NONE	PC	GENERAL SUPPORT	125,000
VOICE OF THE EXPERIENCED 2022 ST. BERNARD AVE. NEW ORLEANS, LA, 70116	NONE	PC	GENERAL SUPPORT	385,000

Inclusion of Deferred Foreign Income Upon Transition to Participation Exemption System

▶ Attach to tax return.

▶ Go to www.irs.gov/Form965 for instructions and the latest information.

For calendar year 20 , or other tax year beginning 10/01 , 20 18 , and ending 09/30 , 20 19 , of the filer.	
Name of person filing this return PUBLIC WELFARE FOUNDATION, INC.	Identifying number 54-0597601

Note. Throughout this form, the term “2018 tax year” refers to 2018 calendar tax years and fiscal tax years of the person filing this return that begin in 2018. The term “2017 tax year” refers to 2017 calendar tax years and fiscal tax years of the person filing this return that begin in 2017.

Part I Section 965(a) Inclusion	
1 2018 tax year section 965(a) inclusion amounts from Schedule A. Enter the sum of column (k) of Schedule A	1 <u>0</u>
2 2018 tax year section 965(a) inclusions from pass-throughs. Attach schedule	2 <u>12,191.00</u>
3 Total 2018 tax year section 965(a) inclusion. Add lines 1 and 2. Enter the sum here and on your tax return as follows. Corporations: Enter the line 3 total on Form 1120, Schedule C, line 15, column (a), or the corresponding line of other corporate tax returns. All others: See instructions ▶	3 <u>12,191.00</u>
4 2017 tax year section 965(a) inclusion amounts from Schedule A. Enter the sum of column (j) of Schedule A	4 <u>0</u>
5 2017 tax year section 965(a) inclusions from pass-throughs. Attach schedule	5 <u>83,130.00</u>
6 Total 2017 tax year section 965(a) inclusion. Add lines 4 and 5 ▶	6 <u>83,130.00</u>

Part II Section 965(c) Deduction	
SECTION 1—Section 965(c) Deduction by Tax Year	2018 Tax Year
7 Enter the amount from Part I, line 1. If -0-, skip to line 16	7 <u>0</u>
8 Aggregate Foreign Cash Position. Enter the sum from Schedule D, line 21	8 _____
9 Enter the smaller of line 7 or 8	9 _____
10 Enter the 2018 15.5% Rate Equivalent Percentage from Part II, Section 2. Enter amount from Section 2, line 1a	10 _____
11 Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage. Multiply line 9 by line 10	11 _____
12 Subtract line 9 from line 7	12 _____
13 Enter the 2018 8% Rate Equivalent Percentage from Part II, Section 2. Enter amount from Section 2, line 1b	13 _____
14 Section 965(c) Deduction Related to 8% Rate Equivalent Percentage. Multiply line 12 by line 13	14 _____
15 2018 tax year section 965(c) deduction not from pass-throughs. Add lines 11 and 14	15 _____
16 2018 tax year section 965(c) deduction from pass-throughs. Attach schedule	16 <u>0</u>
17 Total 2018 tax year section 965(c) deduction. Add lines 15 and 16. Enter the sum here and on your tax return as follows. Corporations: Enter the line 17 total on Form 1120, Schedule C, line 15, column (c), or the corresponding line of other corporate tax returns. All others: See instructions	17 <u>0</u>

SECTION 1—Section 965(c) Deduction by Tax Year <i>(continued)</i>		2017 Tax Year	
18	Enter the amount from Part I, line 4. If -0-, skip to line 27	18	0
19	Aggregate Foreign Cash Position. Enter the sum from Schedule D, line 19	19	
20	Enter the smaller of line 18 or 19	20	
21	Enter the 2017 15.5% Rate Equivalent Percentage from Part II, Section 2. For calendar year persons, enter amount from Section 2, line 1a. For fiscal year persons, enter amount from Section 2, line 2c	21	
22	Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage. Multiply line 20 by line 21	22	
23	Subtract line 20 from line 18	23	
24	Enter the 2017 8% Rate Equivalent Percentage from Part II, Section 2. For calendar year persons, enter amount from Section 2, line 1b. For fiscal year persons, enter amount from Section 2, line 2e	24	
25	Section 965(c) Deduction Related to 8% Rate Equivalent Percentage. Multiply line 23 by line 24	25	
26	2017 tax year section 965(c) deductions not from pass-throughs. Add lines 22 and 25	26	
27	2017 tax year section 965(c) deductions from pass-throughs. Attach schedule	27	0
28	Total 2017 tax year section 965(c) deductions. Add lines 26 and 27	28	0

SECTION 2—Rate Equivalent Percentages

1	Calendar Year Persons	2017 Calendar Year	2018 Tax Year
a	15.5 Percent Rate Equivalent Percentage	0.557142857	0.261904762
b	8 Percent Rate Equivalent Percentage	0.771428571	0.619047619
2	2017 Fiscal Year Persons		
a	Enter the section 15 blended rate calculated in accordance with section 965(c)(2) (see instructions) 15.5 Percent Rate Equivalent Percentage	2a	
b	Subtract 15.5% from line 2a	2b	
c	Divide line 2b by line 2a	2c	
	8 Percent Rate Equivalent Percentage		
d	Subtract 8% from line 2a	2d	
e	Divide line 2d by line 2a	2e	

Part III Elections		Yes	No
A	Was an election made to pay the net tax liability over 8 years as provided for in section 965(h)?		✓
B	Complete if a shareholder in an S corporation. Was an election made to defer payment of net tax liability as provided for in section 965(i)?		
C	Complete if a Real Estate Investment Trust. Was an election made to include income over 8 years as provided for in section 965(m)?		
D	Was an election made not to apply a net operating loss deduction as provided in section 965(n)?		✓
E	Was the election provided for in Regulations section 1.965-2(f)(2) made?		✓

Form 965-A

(January 2019)
Department of the Treasury
Internal Revenue Service

Individual Report of Net 965 Tax Liability

OMB No. 1545-0074

► Go to www.irs.gov/Form965A for instructions and the latest information.

Check this box if this is an amended report

Name of taxpayer with a net 965 tax liability

PUBLIC WELFARE FOUNDATION, INC.

Identifying number

54-0597601

Taxable year of reporting

2018

Part I Report of Net 965 Tax Liability and Election To Pay in Installments

	(a) Year of Section 965(a) Inclusion, Liability Assumed, or Liability Triggering Event (see instructions)	(b) Taxpayer's Net Tax Liability with all 965 amounts (see instructions)		(c) Taxpayer's Net Tax Liability without 965 amounts (see instructions)	(d) Net 965 Tax Liability (subtract column (c) from column (b))	(e) S Corporation Shareholder Total Deferred Net 965 Tax Liability (line total from Part III, column (g), see instructions)
		Yes	No			
1	2017		603,462.00	601,800.00	1,662.00	
2	2018		1,089,291.00	1,089,048.00	243.00	
3						
4						
5						
6						
7						

	(f) Net 965 Tax Liability eligible for installment payment election (subtract column (e) from column (d), see instructions)	(g) Installment Election Made		(h) Net 965 Tax Liability to be paid in full for Year 1 (if column (g) is "No," enter amount from column (f))	(i) Net 965 Tax Liability to be paid in installments (if column (g) is "Yes," enter amount from column (f) and see instructions)	(j) Net 965 Tax Liability Transferred (Out), Transferred In, or Subsequent Adjustments, if any (see instructions)	(k) Tax Identification Number of buyer/transferee or seller/transferee
		Yes	No				
1	1,662.00		✓	1,662.00			
2	243.00		✓	243.00			
3							
4							
5							
6							
7							

Part II Record of Amount of Net 965 Tax Liability Paid by the Taxpayer (see instructions)

(a) Year of Section 965(a) Inclusion, Liability Assumed, or Triggering Event	(b) Paid for Year 1		(c) Paid for Year 2		(d) Paid for Year 3		(e) Paid for Year 4		(f) Paid for Year 5	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1										
2										
3										
4										
5										
6										
7										

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 71277H

Form 965-A (1-2019)

Part II Record of Amount of Net 965 Tax Liability Paid by the Taxpayer (continued)

	(g) Paid for Year 6	(h) Paid for Year 7	(i) Paid for Year 8	(j) Net 965 Tax Liability Remaining Unpaid (see instructions)	(k) Net 965 Tax Liability Paid for the Reporting Year
1					
2					
3					
4					
5					
6					
7					

Totals

Part III S Corporation Shareholder: Report of Calculation of Net 965 Tax Liability Related to 965 Amounts Allocated From an S Corporation and Election To Defer Such Net 965 Tax Liability

Year of 965(a) Inclusion	(a) S Corporation Name	(b) S Corporation Tax Identification Number	(c) Taxpayer's Net Tax Liability with only 965 amounts from this S Corporation (see instructions)	(d) Taxpayer's Net Tax Liability without 965 amounts (see instructions)	(e) Net 965 Tax Liability related to 965 amounts from this S Corporation (subtract column (d) from column (c))	(f) Deferral Election Made		(g) Deferred Net 965 Tax Liability (if column (f) is "Yes," enter amount from column (e))
						Yes	No	
1 2017 (i)								
(ii)								
(iii)								
(iv)								
(v)								

Total

2 2018 (i)								
(ii)								
(iii)								
(iv)								
(v)								

Total

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Part IV Annual Report of Deferred Net 965 Tax Liability Related to 965 Amounts Allocated From S Corporations

(required every year until the liability is fully paid)

	(a) Election or Transfer Year	(b) S Corporation Name	(c) S Corporation Tax Identification Number	(d) Beginning Deferred Net 965 Tax Liability (see instructions)	
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
	(e) Reserved for Future Use	(f) Net 965 Tax Liability Triggered (see instructions)	(g) Deferred 965 Net Tax Liability Transferred (Out) or Transferred In by Agreement, if any (see instructions)	(h) Tax Identification Number of Transferee or Transferor	(i) Deferred Net Tax Liability at the end of this Reporting Year (add columns (d), (e), (f), and (g)) (see instructions)
1		()			
2		()			
3		()			
4		()			
5		()			
6		()			
7		()			
8		()			
9		()			
10		()			

Total

If more lines are needed for any Part on this form, attach additional sheets.

Public Welfare Foundation, Inc.
 EIN: 54-0597601
 965 Detail - Form 990-PF

Investment Name	Investment EIN	2018		2017	
		965(A) Income	965(C) Deduction	965(A) Income	965(C) Deduction
CF GLOBAL DISTRESSED INVESTORS, LLC	56-2676315	983	-	-	-
COMMONFUND CAPITAL INTERNATIONAL PARTNERS	26-3669321	-	-	5,618	-
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	06-1605324	1,052	-	-	-
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS X, L.P.	47-2468038	223	-	-	-
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS IX, LP	37-1656529	-	-	20,607	-
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	06-1605326	-	-	3,445	-
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII LP	20-8306306	8,665	-	11,802	-
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VIII, LP	27-4641880	-	-	21,341	-
COMMONFUND CAPITAL STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND II, L.P.	81-2852078	34	-	82	-
COMMONFUND CAPITAL STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND, LP	38-3932557	75	-	3,999	-
COMMONFUND CAPITAL VENTURE PARTNERS IX, L.P.	26-4138517	6	-	446	-
COMMONFUND CAPITAL VENTURE PARTNERS X, LP	80-0788864	681	-	-	-
COMMONFUND CAPITAL VENTURE PARTNERS XII, L.P.	82-0966019	4	-	-	-
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	26-0133064	-	-	1,626	-
TIFF PARTNERS IV, LLC	54-2007544	-	-	4,096	-
TIFF PARTNERS V-US, LLC	56-2384591	-	-	589	-
TUCKERBROOK SB GLOBAL DISTRESSED FUND I LP	76-0833755	468	-	9,479	-
Subtotal		12,191	-	83,130	-