

PUBLIC DISCLOSURE COPY

Return of Private Foundation

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

Form **990-PF**

OMB No. 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning 10/01, 2017, and ending 09/30, 20 18

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) ▶ \$ 525,738,736	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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,155,123	1,806,636		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,991,549			
	b Gross sales price for all assets on line 6a 162,987,164				
	7 Capital gain net income (from Part IV, line 2)		23,604,892		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
b Less: Cost of goods sold 0					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule) STATEMENT 2	16,970,816	5,703,454	0		
12 Total. Add lines 1 through 11	52,117,488	31,114,982	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	723,350	48,440		670,590
	14 Other employee salaries and wages	1,207,409			1,207,409
	15 Pension plans, employee benefits	337,249	4,546		329,745
	16a Legal fees (attach schedule) STATEMENT 3	45,379	4,504	0	40,875
	b Accounting fees (attach schedule) STATEMENT 4	94,168	47,084	0	0
	c Other professional fees (attach schedule) STMT 5	1,134,119	835,048	0	299,071
	17 Interest	279,344			279,344
	18 Taxes (attach schedule) (see instructions) STATEMENT 6	407,629	2,239	0	231,851
	19 Depreciation (attach schedule) and depletion STMT 7	403,901	0	0	
	20 Occupancy	297,218			297,218
	21 Travel, conferences, and meetings	130,914			130,914
	22 Printing and publications	37,183			37,183
	23 Other expenses (attach schedule) STMT 8	374,373	0	0	356,815
	24 Total operating and administrative expenses. Add lines 13 through 23	5,472,236	941,861	0	3,881,015
	25 Contributions, gifts, grants paid	21,555,001			21,633,604
26 Total expenses and disbursements. Add lines 24 and 25	27,027,237	941,861	0	25,514,619	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	25,090,251				
b Net investment income (if negative, enter -0-)		30,173,121			
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	375,214	288,391	288,391
	2	Savings and temporary cash investments	9,332,113	17,531,403	17,531,403
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	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) ▶ Less: allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	73,644	61,438	61,438
	10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule) . . . STATEMENT 9	161,216,019	151,354,655	151,354,655
	c	Investments—corporate bonds (attach schedule) STATEMENT 10	45,060,881	65,216,798	65,216,798
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) . . . STATEMENT 11	276,908,068	273,904,655	273,904,655
	14	Land, buildings, and equipment: basis ▶ 15,424,818 Less: accumulated depreciation (attach schedule) ▶ 6,845,853	8,947,038	8,578,965	8,578,965
15	Other assets (describe ▶ STATEMENT 13)	11,841,985	8,802,431	8,802,431	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	513,754,962	525,738,736	525,738,736	
Liabilities	17	Accounts payable and accrued expenses	230,941	241,699	
	18	Grants payable	1,417,000	1,372,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule) . . . STATEMENT 14	10,800,000	10,800,000	
	22	Other liabilities (describe ▶ STATEMENT 15)	920,583	522,699	
	23	Total liabilities (add lines 17 through 22)	13,368,524	12,936,398	
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	500,386,438	512,802,338	
	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)	500,386,438	512,802,338		
31	Total liabilities and net assets/fund balances (see instructions)	513,754,962	525,738,736		

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	500,386,438
2	Enter amount from Part I, line 27a	2	25,090,251
3	Other increases not included in line 2 (itemize) ▶ STATEMENT 16	3	(12,674,351)
4	Add lines 1, 2, and 3	4	512,802,338
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	512,802,338

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	2,774,093	0	2,774,093	
b	20,830,799		20,830,799	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
a		0	2,774,093	
b		0	20,830,799	
c				
d				
e				
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	23,604,892
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))
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
2012	23,514,779	442,589,725	0.053130
2	Total of line 1, column (d)		2 0.256066
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 0.051213
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 506,262,365
5	Multiply line 4 by line 3		5 25,927,214
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 301,731
7	Add lines 5 and 6		7 26,228,945
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 25,550,446

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	603,462	
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		
3	Add lines 1 and 2	3	603,462	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	603,462	
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	802,089	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	802,089	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	198,627	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax 198,627 Refunded	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?		✓
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.		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	✓	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ CA, DC		
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	✓	
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PUBLICWELFARE.ORG	✓	
14	The books are in care of ► PUBLIC WELFARE FOUNDATION 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		0
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		✓

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

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

		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"/>		✓
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 2017?		✓
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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.)		
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 2017 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 2017.)		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		✓

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	<input checked="" type="checkbox"/>
	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	

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
AASE, CRAIG C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
BELL-ROSE, STEPHANIE C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
DIVER, COLIN C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	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
MAJD, KATAYOON C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PROGRAM DIRECTOR, 40	165,000	32,987	
SHULL, ROBERT C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PROGRAM DIRECTOR, 40	149,550	28,157	
CAMPER, DIANE C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	COMMUNICATIONS OFF., 40	134,728	28,591	
HEINZ, KAITLIN C/O PUBLIC WELFARE FOUNDATION, 1200 U ST NW, WASHINGTON, DC 20009	CONTROLLER, 40	121,200	21,127	
PICCIRILLI, ALYSSA C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR OF ADMIN, 40	116,899	20,891	
Total number of other employees paid over \$50,000				3

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	369,569
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, B-8, CHICAGO, IL 60603	INVESTMENT MANAGEMENT	149,174
COMMUNITY WEALTH PARTNERS 1825 K STREET NW, SUITE 1000, WASHINGTON, DC 20006	PROGRAM CONSULTING	96,710
IRM 100 FEDERAL STREET, 30TH FLOOR, BOSTON, MA 02110	INVESTMENT MANAGEMENT	91,084
BDO SEIDMAN, LLP 8401 GREENSBORO DRIVE, SUITE 800, MCLEAN, VA 22102	AUDIT SERVICES	65,003
Total number of others receiving over \$50,000 for professional services ▶		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	495,094,598
b	Average of monthly cash balances	1b	17,879,297
c	Fair market value of all other assets (see instructions)	1c	998,049
d	Total (add lines 1a, b, and c)	1d	513,971,944
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	
3	Subtract line 2 from line 1d	3	513,971,944
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	7,709,579
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	506,262,365
6	Minimum investment return. Enter 5% of line 5	6	25,313,118

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	25,313,118
2a	Tax on investment income for 2017 from Part VI, line 5	2a	603,462
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	603,462
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,709,656
4	Recoveries of amounts treated as qualifying distributions	4	33,604
5	Add lines 3 and 4	5	24,743,260
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,743,260

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	25,514,619
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	35,827
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	25,550,446
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	25,550,446

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				24,743,260
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0	
b Total for prior years: 20 <u>13</u> ,20 <u>14</u> ,20 <u>15</u>		0		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	3,744,959			
b From 2013	486,983			
c From 2014	176,074			
d From 2015	1,504,152			
e From 2016	1,510,484			
f Total of lines 3a through e	7,422,652			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ <u>25,550,446</u>				
a Applied to 2016, 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 2017 distributable amount				24,743,260
e Remaining amount distributed out of corpus	807,186			
5 Excess distributions carryover applied to 2017 (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	8,229,838			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	3,744,959			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	4,484,879			
10 Analysis of line 9:				
a Excess from 2013	486,983			
b Excess from 2014	176,074			
c Excess from 2015	1,504,152			
d Excess from 2016	1,510,484			
e Excess from 2017	807,186			

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 21,633,604
b <i>Approved for future payment</i> STATEMENT 19				
Total ▶				3b 1,372,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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?
- | | Yes | No |
|---|-----|----|
| 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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B(6)	2,114	GREATER WASHINGTON SOCIETY OF CPA'S	MEMBERSHIP DUES, CONFERENCE REGISTRATION
1B(6)	1,155	AMERICAN INSTITUTE OF CPA'S	MEMBERSHIP DUES
1B(6)	3,308	SOCIETY FOR HUMAN RESOURCE MANAGEMENT	MEMBERSHIP DUES, CONFERENCE REGISTRATION
1B(6)	150	AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES	MEMBERSHIP DUES, JOB POSTING
1B(6)	349	PROFESSIONAL CONVENTION MANAGEMENT ASSOCIATION	JOB POSTING
1B(6)	200	EVENT INDUSTRY COUNCIL	JOB POSTING
1B(6)	690	AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES	JOB POSTING
1B(6)	345	ASSOCIATION OF FUNDRAISING PROFESSIONALS	JOB POSTING

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? Yes No

b If "Yes," complete the following schedule.

(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: _____ Date: _____ Title: **CFAO**

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only

Print/Type preparer's name RACHEL SPURLOCK	Preparer's signature <i>Rachel Spurlock</i>	Date 8/13/19	Check <input type="checkbox"/> if self-employed	PTIN P00520729
Firm's name CROWE LLP	Firm's EIN 35-0921680		Phone no. (202) 624-5555	
Firm's address 1455 PENNSYLVANIA AVENUE, N.W. SUITE 700, WASHINGTON, DC 20004-1008				

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

(Rev. January 2017)

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

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

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/efile, click on Charities & Non-Profits, and click on 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.	Name of exempt organization or other filer, see instructions. PUBLIC WELFARE FOUNDATION, INC.	Enter filer's identifying number, see instructions 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 19, 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 17, and ending 09/30, 20 18.

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	\$	252,089
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	\$	252,089
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.

Department of the Treasury
Internal Revenue Service

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

2017

▶ **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 isn't 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	603,462
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 doesn't owe the penalty		3	603,462
4 Enter the tax shown on the corporation's 2016 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	159,732
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	159,732

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 doesn't 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	02/15/2018	03/15/2018	06/15/2018	09/15/2018
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	39,933	261,798	150,866	150,866
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	552,089	150,000	0	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		512,156	400,358	249,493
13 Add lines 11 and 12	13		662,156	400,358	349,493
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	552,089	662,156	400,358	349,493
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0	0	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	512,156	400,358	249,493	

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** (2017)

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			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20	0	0	0
21 Number of days on line 20 after 4/15/2017 and before 7/1/2017	21	0	0	0
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{365} \times 4\% (0.04)$	22	\$ 0	\$ 0	\$ 0
23 Number of days on line 20 after 6/30/2017 and before 10/1/2017	23	0	0	0
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{365} \times 4\% (0.04)$	24	\$ 0	\$ 0	\$ 0
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25	0	0	0
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{365} \times 4\% (0.04)$	26	\$ 0	\$ 0	\$ 0
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27	0	0	0
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times 4\% (0.04)$	28	\$ 0	\$ 0	\$ 0
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29	0	0	0
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times *%$	30	\$ 0	\$ 0	\$ 0
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31	0	0	0
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times *%$	32	\$ 0	\$ 0	\$ 0
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33	0	0	0
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times *%$	34	\$ 0	\$ 0	\$ 0
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35	0	0	0
36 Underpayment on line 17 × $\frac{\text{Number of days on line 35}}{365} \times *%$	36	\$ 0	\$ 0	\$ 0
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$ 0	\$ 0	\$ 0
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns.	38			\$ 0

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

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "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 2014				
b	Tax year beginning in 2015				
c	Tax year beginning in 2016				
2	Enter taxable income for each period for the tax year beginning in 2017. 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 2014				
b	Tax year beginning in 2015				
c	Tax year beginning in 2016				
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/APPLYGRANT/FULLPROPOSAL.ASPX .
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 THREE PROGRAM AREAS: CRIMINAL JUSTICE, YOUTH JUSTICE AND WORKERS' RIGHTS.

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					162,987,164	130,995,615				31,991,549
Total					162,987,164	130,995,615		0	0	31,991,549

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income
(1) PARTNERSHIP INCOME/(LOSS)	16,935,141	5,703,454	
(2) CLASS ACTION PROCEEDS	35,675		
TOTAL	16,970,816	5,703,454	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) LEGAL FEES	45,379	4,504		40,875
TOTAL	45,379	4,504	0	40,875

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) ACCOUNTING FEES	94,168	47,084		0
TOTAL	94,168	47,084	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) COMPUTER CONSULTING	68,662			68,662
(2) MANAGEMENT FEES- INVESTMENTS	835,048	835,048		
(3) COMMUNICATIONS CONSULTANT	80,189			80,189
(4) PROGRAM CONSULTANTS	100,230			100,230
(5) ACCOUNTING CONSULTANT	8,075			8,075
(6) OTHER CONSULTING	41,915			41,915
TOTAL	1,134,119	835,048	0	299,071

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) PAYROLL TAXES	116,531	2,239		114,292
(2) CURRENT AND DEFERRED FEDERAL EXCISE TAXES	173,539			
(3) PROPERTY TAXES	117,559			117,559
TOTAL	407,629	2,239	0	231,851

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		1,302,995	1,154,438				41,425		0
(2) BUILDING & IMPROVEMENTS		11,692,650	4,899,467				327,205		0
(3) LAND & LAND IMPROVEMENTS		1,690,862	71,224				4,339		0
(4) BOND REFINANCING COSTS		738,308	316,820				30,932		0
Total		15,424,815	6,441,949				403,901	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) BANK FEES	6,427			6,427
(2) BUILDING OPERATIONS	175,472			175,472
(3) EMPLOYEE RECRUITMENT	2,926			2,926
(4) INSURANCE	27,216			27,585
(5) OTHER EXPENSES	17,738			17,738
(6) FSA FEES	5			5
(7) HOSTING SERVICES	16,304			16,304
(8) PAYROLL PROCESSING FEES	4,031			4,031
(9) SUPPLIES	37,540			32,924
(10) POSTAGE	2,195			2,195
(11) PROFESSIONAL DEVELOPMENT	17,611			4,300
(12) TELEPHONE	42,326			42,326
(13) TEMPORARY HELP	24,582			24,582
TOTAL	374,373	0	0	356,815

Description	BOY Amount	EOY Amount	Fair Market Value
ARIEL INTERNATIONAL FUND	25,000,000	33,110,886	33,110,886
CF T. ROWE PRICE EUROPEAN EQUITY FUND	19,741,671	11,654,864	11,654,864
COMMONFUND EMERGING MARKETS QUANTITATIVE FOCUS FUND	14,029,625	25,320,780	25,320,780
COMMONFUND INSTITUTIONAL CORE EQUITY FUND, LLC	22,000,000	0	0
COMMONFUND INTERNATIONAL FOCUS FUND I, LLC	21,920,020	0	0
COMMONFUND SELECT EQUITY FUND, LLC	0	21,987,602	21,987,602
COMMONFUND SSGA GLOBAL NATURAL RESOURCES STOCK INDEX	24,490,032	0	0
COMMONFUND SSGA MSCI AUSTRALIA INDEX FUND	0	1,199,341	1,199,341
COMMONFUND SSGA MSCI CANADA INDEX FUND	6,973,911	7,045,728	7,045,728
COMMONFUND SSGA MSCI EAFE INDEX FUND	0	13,679,751	13,679,751
COMMONFUND SSGA MSCI JAPAN INDEX FUND	7,060,760	4,489,944	4,489,944
MATARIN CAPITAL MANAGEMENT	20,000,000	23,623,947	23,623,947
SSGA S&P GLOBAL LARGEMIDCAP NATURAL RESOURCES INDEX NON-LENDING	0	1,680,000	1,680,000
SSGA TUCKERMAN US REIT INDEX NON-LENDING	0	7,561,812	7,561,812
TOTAL	161,216,019	151,354,655	151,354,655

Description	BOY Amount	EOY Amount	Fair Market Value
GARCIA HAMILTON & ASSOCIATES	0	29,346,230	29,346,230
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	45,060,881	35,870,568	35,870,568
TOTAL	45,060,881	65,216,798	65,216,798

Description	Type	BOY Amount	EOY Amount	Fair Market Value
ADAGE CAPITAL PARTNERS, LP	END OF YEAR MARKET VALUE	117,879,517	50,994,495	50,994,495
ALPHADYNE INTERNATIONAL FUND	END OF YEAR MARKET VALUE	0	13,202,856	13,202,856
ATLAS ENHANCED FUND	END OF YEAR MARKET VALUE	0	15,498,283	15,498,283
BLAKENEY, LP	END OF YEAR MARKET VALUE	10,362,833	1,134,063	1,134,063
BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV, LP	END OF YEAR MARKET VALUE	0	2,012,576	2,012,576
CARMEL PARTNERS INVESTMENT FUND, LP	END OF YEAR MARKET VALUE	29,002	0	0
CARMEL PARTNERS INVESTMENT FUND II, LP	END OF YEAR MARKET VALUE	1,323,723	1,281,741	1,281,741
CARMEL PARTNERS INVESTMENT FUND III, LP	END OF YEAR MARKET VALUE	3,131,739	2,911,365	2,911,365
CERBERUS OFFSHORE LEVERED LOAN OPPORTUNITIES III, LP	END OF YEAR MARKET VALUE	3,237,735	5,221,606	5,221,606
CF BRIGADE LEVERAGED CAPITAL STRUCTURES OFFSHORE	END OF YEAR MARKET VALUE	11,515,567	0	0
CF CAXTON GLOBAL INVESTMENTS	END OF YEAR MARKET VALUE	9,514,180	0	0
CF HUDSON BAY INTERNATIONAL	END OF YEAR MARKET VALUE	2,010,126	0	0
CF WESTERN ASSET MACRO OPPORTUNITIES DIRECT FEEDER FUND	END OF YEAR MARKET VALUE	12,477,569	12,276,741	12,276,741
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	END OF YEAR MARKET VALUE	791,681	635,427	635,427
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VII, LP	END OF YEAR MARKET VALUE	4,652,885	4,811,853	4,811,853
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS IX, LP	END OF YEAR MARKET VALUE	8,235,551	9,750,854	9,750,854
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS X, LP	END OF YEAR MARKET VALUE	2,883,987	6,011,800	6,011,800
COMMONFUND CAPITAL VENTURE PARTNERS IX, LP	END OF YEAR MARKET VALUE	13,382,422	14,370,320	14,370,320
COMMONFUND CAPITAL VENTURE PARTNERS X, LP	END OF YEAR MARKET VALUE	6,286,387	7,296,839	7,296,839
COMMONFUND CAPITAL VENTURE PARTNERS XI, LP	END OF YEAR MARKET VALUE	2,165,158	4,415,462	4,415,462
COMMONFUND CAPITAL VENTURE PARTNERS XII, LP	END OF YEAR MARKET VALUE	13,006	329,918	329,918
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	END OF YEAR MARKET VALUE	557,936	402,388	402,388
COMMONFUND GLOBAL DISTRESSED DEBT PARTNERS III, LP	END OF YEAR MARKET VALUE	1,176,955	914,876	914,876
COMMONFUND GLOBAL DISTRESSED DEBT PARTNERS, LP	END OF YEAR MARKET VALUE	1,072,121	917,629	917,629
COMMONFUND PRIVATE EQUITY PARTNERS V, LP	END OF YEAR MARKET VALUE	817,668	536,113	536,113
COMMONFUND PRIVATE EQUITY PARTNERS VII, LP	END OF YEAR MARKET VALUE	7,673,317	6,955,153	6,955,153
COMMONFUND PRIVATE EQUITY PARTNERS VIII, LP	END OF YEAR MARKET VALUE	4,488,312	5,195,744	5,195,744
COMMONFUND STRATEGIC SOLUTIONS CORE REAL ESTATE FUND, LP	END OF YEAR MARKET VALUE	9,261,055	10,001,332	10,001,332
COMMONFUND STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND II, LP	END OF YEAR MARKET VALUE	1,069,847	2,451,893	2,451,893
COMMONFUND STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND, LP	END OF YEAR MARKET VALUE	5,422,638	7,242,542	7,242,542
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2011, LP	END OF YEAR MARKET VALUE	7,044,229	5,888,005	5,888,005
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2014, LP	END OF YEAR MARKET VALUE	8,856,660	8,140,917	8,140,917
GOLDMAN SACHS EVENT DRIVEN PLC	END OF YEAR MARKET VALUE	34,808	34,760	34,760

Description	Type	BOY Amount	EOY Amount	Fair Market Value
HARRISON STREET CORE PROPERTY FUND, LP	END OF YEAR MARKET VALUE	0	10,191,536	10,191,536
LIQUID REALTY PARTNERS IV TAX EXEMPT AIV, LP	END OF YEAR MARKET VALUE	215,409	293,014	293,014
LIQUID REALTY PARTNERS IV, LP	END OF YEAR MARKET VALUE	184,314	47,432	47,432
MERIT ENERGY PARTNERS CANADA II, LP	END OF YEAR MARKET VALUE	15,404	0	0
MERIT ENERGY PARTNERS CANADA, LP	END OF YEAR MARKET VALUE	2,590,425	2,585,623	2,585,623
MERIT ENERGY PARTNERS C-II, LP	END OF YEAR MARKET VALUE	2,206,443	827,408	827,408
MERIT ENERGY PARTNERS D-II, LP	END OF YEAR MARKET VALUE	2,425,715	715,865	715,865
MERIT ENERGY PARTNERS F-II, LP	END OF YEAR MARKET VALUE	1,377,380	1,031,461	1,031,461
TIFF PARTNERS IV, LLC	END OF YEAR MARKET VALUE	359,689	281,984	281,984
TIFF PARTNERS V-INT'L, LLC	END OF YEAR MARKET VALUE	187,602	101,614	101,614
TIFF PARTNERS V-US, LLC	END OF YEAR MARKET VALUE	435,508	316,958	316,958
TIFF REALTY AND RESOURCE PARTNERS I, LLC	END OF YEAR MARKET VALUE	684,112	411,630	411,630
TUCKERBROOK MEDLEY, LP (CK PEARL FUND, LP)	END OF YEAR MARKET VALUE	560,173	551,302	551,302
TUCKERBROOK SB GLOBAL DISTRESSED FUND, LP	END OF YEAR MARKET VALUE	2,939,627	2,036,796	2,036,796
TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND, LP	END OF YEAR MARKET VALUE	134,598	134,597	134,597
TUCKERBROOK STYX PARTNERS, LP	END OF YEAR MARKET VALUE	31,615	8,998	8,998
TWO SIGMA US ALL CAP CORE EQUITY FU	END OF YEAR MARKET VALUE	0	37,927,709	37,927,709
WATERFRONT OFFSHORE FUND	END OF YEAR MARKET VALUE	5,191,440	15,603,177	15,603,177
TOTAL		276,908,068	273,904,655	273,904,655

Description of Investment	BOY Cost or Other Basis	EOY Cost or Other Basis	EOY Accumulated Depreciation	EOY Amount	FMV Amount
LAND AND LAND IMPROVEMENTS	1,619,639	1,690,863	75,563	1,615,300	1,615,300
BUILDINGS AND BUILDING IMPROVEMENTS	6,793,183	11,692,649	5,226,672	6,465,977	6,465,977
FURNITURE, FIXTURES AND EQUIPMENT	112,728	1,302,996	1,195,864	107,132	107,132
OTHER	421,488	738,310	347,754	390,556	390,556
TOTAL	8,947,038	15,424,818	6,845,853	8,578,965	8,578,965

Description	Book Value BOY	Book Value EOY	Fair Market Value
DEFERRED FEDERAL EXCISE TAXES RECEIVABLE	1,174,998	230,798	230,798
DUE FROM NORTHERN TRUST	10,584,500	8,232,609	8,232,609
ACCRUED INTEREST RECEIVABLE	12,174	236,673	236,673
EMPLOYEE INVESTMENT - 457(B)	47,546	79,646	79,646
DEFERRED INCOME RECEIVABLE - 457(B)	22,767	22,705	22,705
TOTAL	11,841,985	8,802,431	8,802,431

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			10,800,000	10,800,000	10,800,000								

Description	BOY Amount	EOY Amount
DEFERRED FEDERAL TAX LIABILITY	850,270	420,347
PLAN LIABILITY - 457(B)	70,313	102,352
TOTAL	920,583	522,699

Description	Amount
(1) UNREALIZED GAINS AND (LOSSES) ON INVESTMENTS	(12,674,351)
TOTAL	(12,674,351)

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
DODSON, DAVID	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
GRAHAM, CHRISTOPHER	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	2,000	0	
JONES, CANDICE	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	PRESIDENT, 40.0	361,300	50,305	8,294
MARSHALL, LYDIA	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
OLIVEROS, GUMERSINDO	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	0	0	
OTERO, MARIA	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
SAGAWA, SHIRLEY	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
SLOAN, CLIFFORD	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
TAYLOR, PHILLIPA P.	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	CFAO, 40.0	304,050	53,646	
WASHINGTON, ERIC	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	6,000	0	
ZIMMERMAN, LANDIS	C/O PUBLIC WELFARE FOUNDATION, 1200 U STREET NW, WASHINGTON, DC 20009	DIRECTOR, 1.0	2,000	0	

Name and Address	Relationship	Foundation status	Purpose	Amount
ADVANCEMENT PROJECT 1220 L STREET, NW, #850 WASHINGTON, DC, 20005		PC	SUPPORT FOR ACTION CAMP	10,000
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA, 19102		PC	SUPPORT FOR SENTENCING REFORM IN ARIZONA	243,000
ANTHONY L JORDAN HEALTH CORPORATION 82 HOLLAND STREET ROCHESTER, NY, 14605		PC	PROGRAM SUPPORT TO ESTABLISH A PATIENT ASSISTANCE FUND	5,000
ARIZONA COMMUNITY FOUNDATION 2201 E. CAMELBACK ROAD, SUITE 405B PHOENIX, AZ, 85016		PC	GENERAL SUPPORT	20,000
ART 180 INC 114 W. MARSHALL STREET RICHMOND, VA, 23220		PC	GENERAL SUPPORT	15,000
ARTSPACE NEW HAVEN 50 ORANGE ST. NEW HAVEN, CT, 06510		PC	PROGRAM SUPPORT FOR MAY DAY 20/20: LEARNING FROM THE BLACK PANTHER TRIALS 50 YEARS LATER	50,000
ARTSPACE NEW HAVEN 50 ORANGE ST. NEW HAVEN, CT, 06510		PC	GENERAL SUPPORT	2,500
AT HOME IN ALEXANDRIA 3139 MOUNT VERNON AVE ALEXANDRIA, VA, 22305		PC	GENERAL SUPPORT	200
AUBURN THEOLOGICAL SEMINARY 475 RIVERSIDE DRIVE, SUITE 1800 NEW YORK, NY, 10115		PC	PRODUCTION COSTS FOR THE FILM "THE PSALM OF HOWARD THURMAN" BY ARLEIGH PRELOW	5,000
BISHOP JOHN T WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING JR. AVE, SE WASHINGTON, DC, 20032		PC	GENERAL SUPPORT	7,500
BLUEGREEN ALLIANCE FOUNDATION BROADWAY PLACE WEST, 1300 GODWARD STREET, NE #2625 MINNEAPOLIS, MN, 55413		PC	PROGRAM SUPPORT FOR SAFER CHEMICALS, SAFER JOBS PROGRAM	200,000
BOSTON CHILDREN'S CHORUS 20 OLD COLONY AVENUE, 2ND FLOOR BOSTON, MA, 02127		PC	GENERAL SUPPORT	2,500
BRANDEIS UNIVERSITY 415 SOUTH STREET, MS 122 WALTHAM, MA, 02453		PC	SUPPORT FOR THE SEGAL FELLOWSHIP	5,000
CABRINI GREEN LEGAL AID CLINIC 6 SOUTH CLARK ST CHICAGO, IL, 60603		PC	GENERAL SUPPORT	29,000
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH 1319 F STREET NW, SUITE 303 WASHINGTON, DC, 20004		PC	TO HIRE A FORMERLY INCARCERATED YOUTH TO COORDINATE THE INCARCERATED CHILDREN'S ADVOCACY NETWORK	25,000
CAMPAIGN FOR THE FAIR SENTENCING OF YOUTH 1319 F STREET NW, SUITE 303 WASHINGTON, DC, 20004		PC	GENERAL SUPPORT	200,000
CAPITAL TRAVEL SPORTS 1231-B GOOD HOPE ROAD, SE WASHINGTON, DC, 20020		PC	GENERAL SUPPORT	1,000
CASA RUBY 7530 GEORGIA AVENUE NW WASHINGTON, DC, 20012		PC	GENERAL SUPPORT	200
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR		PC	RESEARCH INTO WAGE THEFT FROM HIGH-FEE PAY DELIVERY SYSTEMS	75,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WASHINGTON, DC, 20005				
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY, 11237		PC	SUPPORT TO PROVIDE TECHNICAL ASSISTANCE AND BE A HUB FOR WORKERS' RIGHTS EFFORTS	175,000
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY, 11237		PC	EDUCATION AND EFFORTS ADDRESSING FORCED ARBITRATION	300,000
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET, SUITE A BROOKLYN, NY, 11237		PC	PROGRAM SUPPORT FOR ASSISTANCE TO GRANTEEES ON FUNDRAISING STRATEGIES	100,000
CENTER FOR PROGRESSIVE REFORM 455 MASSACHUSETTS AVE., NW, #150-513 WASHINGTON, DC, 20001		PC	SUPPORT FOR OCCUPATIONAL SAFETY AND HEALTH RESEARCH, POLICY DESIGN, AND TECHNICAL ASSISTANCE	200,000
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DRIVE, SUITE 200 AUSTIN, TX, 78752		PC	ANALYSIS SUPPORT OF CRIMINAL JUSTICE REFORM POLICIES AND COMMUNITY REINVESTMENT STRATEGIES IN TEXAS	70,000
CENTER ON JUVENILE AND CRIMINAL JUSTICE 424 GUERRERO STREET, SUITE A SAN FRANCISCO, CA, 94110		PC	SUPPORT FOR THE PACIFIC JUVENILE DEFENDER CENTER	165,000
CHILDREN OF UGANDA P.O. BOX 659 CHARLES TOWN, WV, 25414		PC	GENERAL SUPPORT	10,000
CHORAL SOCIETY OF DURHAM 120 MORRIS ST. DURHAM, NC, 27701		PC	GENERAL SUPPORT	5,000
CITIZENS FOR JUVENILE JUSTICE 44 SCHOOL STREET, SUITE 400 BOSTON, MA, 02108		PC	GENERAL SUPPORT	200,000
CITY YEAR - WASHINGTON DC 1875 CONNECTICUT AVENUE, NW, SUITE 1130 WASHINGTON, DC, 20009		PC	TO SUPPORT ACTIVITIES OF VOICES FOR NATIONAL SERVICE	10,000
COLOROFCHANGEORG EDUCATION FUND 1714 FRANKLIN STREET, #100-136 OAKLAND, CA, 94612		PC	PROGRAM SUPPORT FOR DIGITAL COMMUNICATION EFFORTS	100,000
COLUMBIA UNIVERSITY 615 W 131 STREET, 4TH FLOOR NEW YORK, NY, 10027		PC	SUPPORT FOR COORDINATING THE YOUTH CORRECTIONAL ADMINISTRATORS FOR JUSTICE	150,000
COMMON JUSTICE 540 ATLANTIC AVE, STE 4 BROOKLYN, NY, 11217		PC	GENERAL SUPPORT	1,000,000
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET, 7TH FLOOR BRONX, NY, 10455		PC	NATIONAL CONVENING ON CREDIBLE MESSENGER MENTORING	200,000
COMMUNITY LABOR UNITED 6 BEACON STREET, ROOM 910 BOSTON, MA, 02108		PC	GENERAL SUPPORT	150,000
COMMUNITY LABOR UNITED 6 BEACON STREET, ROOM 910 BOSTON, MA, 02108		PC	PROGRAM SUPPORT	200,000
COMMUNITY PARTNERS 1000 N. ALAMEDA STREET , STE. 240 LOS ANGELES, CA, 90012		PC	HEALING DIALOGUE AND ACTION	125,000
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE INC 151 ELLIS STREET, NE ATLANTA, GA, 30303		PC	GENERAL SUPPORT	2,500
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA, 22202		PC	GENERAL SUPPORT	21,600
DEMOCRACY NORTH CAROLINA 1821 GREEN ST.		PC	GENERAL SUPPORT	2,500

Name and Address	Relationship	Foundation status	Purpose	Amount
DURHAM, NC, 27705				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY, 10001		PC	GENERAL SUPPORT	5,000
DOLORES STREET COMMUNITY SERVICES INC 938 VALENCIA STREET SAN FRANCISCO, CA, 94110		PC	GENERAL SUPPORT	100
DWIGHT HALL AT YALE 67 HIGH STREET, P.O. BOX 209008 NEW HAVEN, CT, 06520		PC	SUPPORT FOR STUDENT-LED SOCIAL JUSTICE PROGRAMMING	5,000
EAST BAY COMMUNITY LAW CENTER 2921 ADELIN STREET BERKELEY, CA, 94703		PC	FOR THOUGHT LEADERSHIP AND SUPPORT TO REFORM THE USE OF ELECTRONIC MONITORING IN JUVENILE COURT	200,000
ECHOING GREEN 462 SEVENTH AVENUE, 13TH FLOOR NEW YORK, NY, 10018		PC	GENERAL SUPPORT	400
ECHOING GREEN 462 SEVENTH AVENUE, 13TH FLOOR NEW YORK, NY, 10018		PC	SUPPORT FOR CRIMINAL JUSTICE FELLOWS IN THE 2018 CLASS	200,000
ECONOMIC POLICY INSTITUTE 1225 EYE ST. NW WASHINGTON, DC, 20005		PC	SUPPORT FOR RESEARCH AT THE NEXUS OF ENFORCEMENT AND FORCED ARBITRATION	100,000
EPOCA INC 4 KING STREET WORCESTER, MA, 01610		PC	GENERAL SUPPORT	5,000
FAMM 1100 H STREET NW, SUITE 1000 WASHINGTON, DC, 20005		PC	GENERAL SUPPORT	400,000
GARFIELD CENTER FOUNDATION 210 HIGH ST., PO BOX 37 CHESTERTOWN, MD, 21620		PC	GENERAL SUPPORT	1,500
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	6,380
GRASSROOTS LEADERSHIP 2301 EAST CESAR CHAVEZ AUSTIN, TX, 78702		PC	GENERAL SUPPORT	147,000
GRASSROOTS LEADERSHIP 2301 EAST CESAR CHAVEZ AUSTIN, TX, 78702		PC	SUPPORT FOR A CRIMINAL JUSTICE REPORT ON RACIAL DISPARITIES AND OVER-INCARCERATION IN HARRIS COUNTY	75,000
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION STREET, SUITE 602 SAN FRANCISCO, CA, 94103		PC	PROGRAM SUPPORT TO ADDRESS THE CRIMINALIZATION OF IMMIGRANT YOUTH OF COLOR	200,000
IN THESE TIMES 2040 N. MILWAUKEE AVE. CHICAGO, IL, 60647		PC	SUPPORT FOR ORIGINAL NEWS COVERAGE AND COMMENTARY ON WORKERS' RIGHTS ISSUES	80,000
INTERNATIONAL COMMISSION ON VIOLENCE AGAINST WOMEN AND GIRLS 152 WOBURN ST LEXINGTON, MA, 02420		PC	SUPPORT TO THE EVERYWOMAN EVERYWHERE PROJECT	5,000
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND ST NEW YORK, NY, 10168		PC	GENERAL SUPPORT	100
JUNTOS 600 WASHINGTON AVENUE, 2ND FLOOR, UNIT 18UA PHILADELPHIA, PA, 19147		PC	GENERAL SUPPORT	32,617
JUSTICE FOR FAMILIES LTD 1913 AZALEA STREET SULPHUR, LA, 70663		PC	SUPPORT TO TRAIN AND MOBILIZE FAMILIES DIRECTLY IMPACTED BY THE JUVENILE JUSTICE SYSTEM	50,000
JUSTICE POLICY INSTITUTE 1012 14TH STREET NW, SUITE 600		PC	FOR RESEARCH, PUBLIC EDUCATION AND RE-FRAMING THE DEBATE AROUND CRIMINAL	100,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WASHINGTON, DC, 20005			JUSTICE REFORM IN MARYLAND	
JUSTICE POLICY INSTITUTE 1012 14TH STREET NW, SUITE 600 WASHINGTON, DC, 20005		PC	RESEARCH AND COMMUNICATIONS STRATEGIES FOR REFORM EFFORTS ON YOUTH CHARGED WITH VIOLENT OFFENSES	175,000
KENTUCKY EQUAL JUSTICE CENTER 201 WEST SHORT STREET, SUITE 310 LEXINGTON, KY, 40507		PC	PROGRAM SUPPORT FOR STATE-BASED WORKPLACE POLICY EFFORTS	160,000
KENTUCKY YOUTH ADVOCATES 10200 LINN STATION ROAD, SUITE 310 LOUISVILLE, KY, 40299		PC	PROGRAM SUPPORT FOR A RANGE OF YOUTH JUSTICE ISSUES IN KENTUCKY	50,000
KIDS IN NEED OF DEFENSE (KIND) 1201 L STREET, NW, 2ND FLOOR WASHINGTON, DC, 20005		PC	GENERAL SUPPORT	400
LOUIS D BROWN PEACE INSTITUTE 15 CHRISTOPHER STREET DORCHESTER, MA, 02122		PC	GENERAL SUPPORT	2,500
MACALESTER COLLEGE 1600 GRAND AVE ST. PAUL, MN, 55105		PC	GENERAL SUPPORT	2,500
MANY HANDS INC P.O. BOX 15048 CHEVY CHASE, MD, 20825		PC	GENERAL SUPPORT	2,500
MARCH ON WASHINGTON FILM FESTIVAL 1341 G ST NW 5TH FLOOR WASHINGTON, DC, 20005		PC	GENERAL SUPPORT	25,000
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA, 02122		PC	GENERAL SUPPORT	150,000
MERRIAM PARK LIVING AT HOME BLOCK NURSE PROGRAM 1895 LAUREL AVENUE ST. PAUL, MN, 55104		PC	GENERAL SUPPORT	2,500
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1000 WEST ST. JOSEPH SUITE 400 LANSING, MI, 48915		PC	PROGRAM SUPPORT FOR EFFORTS TO RAISE THE AGE OF JUVENILE COURT JURISDICTION TO 18 IN MICHIGAN	235,000
MONTGOMERY COUNTY COALITION FOR THE HOMELESS 600 - B EAST GUDE DRIVE ROCKVILLE, MD, 20850		PC	GENERAL SUPPORT	600
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1900 L ST NW, SUITE 825 WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	40,000
NATIONAL COSH 3737 CAMINO DEL RIO SOUTH, SUITE 305 SAN DIEGO, CA, 92108		PC	GENERAL SUPPORT	150,000
NATIONAL COSH 3737 CAMINO DEL RIO SOUTH, SUITE 305 SAN DIEGO, CA, 92108		PC	PROJECT SUPPORT FOR A CONVENING OF ORGANIZERS AND ADVOCATES ON SEXUAL HARASSMENT AND VIOLENCE	30,000
NATIONAL CRITTENTON FOUNDATION 921 SW WASHINGTON STREET, SUITE 312 PORTLAND, OR, 97205		PC	SUPPORT TO PROVIDE TRAINING AND TECHNICAL ASSISTANCE TO YOUTH JUSTICE STAKEHOLDERS	200,000
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY, 10038		PC	SUPPORT FOR WORKER'S COMPENSATION REFORM AND WORK WITH DIGNITY INITIATIVE	200,000
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE, SUITE 601 NEW YORK, NY, 10038		PC	PROGRAM SUPPORT FOR THE NATIONAL LEGAL ADVOCACY NETWORK	175,000
NATIONAL JUVENILE JUSTICE		PC	GENERAL SUPPORT	200,000

Name and Address	Relationship	Foundation status	Purpose	Amount
NETWORK PO BOX 43740 WASHINGTON, DC, 20010				
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC, 20002		PC	SUPPORT FOR COVERAGE OF WORKERS' RIGHTS AND OTHER LABOR ISSUES	200,000
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST., NE WASHINGTON, DC, 20002		PC	COVERAGE OF JUSTICE REFORM	200,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET, 11TH FLOOR NEW YORK, NY, 10011		PC	GENERAL SUPPORT	5,000
NEBRASKA APPLESEED 941 O ST., SUITE 920 LINCOLN, NE, 68508		PC	SUPPORT FOR ADVOCACY FOR MEAT AND POULTRY WORKERS	75,000
NEO PHILANTHROPY 45 W 36TH ST, 6TH FLOOR NEW YORK, NY, 10018		PC	SUPPORT FOR THE OCCUPATIONAL SAFETY & HEALTH LAW PROJECT	110,000
NEO PHILANTHROPY 45 W 36TH ST, 6TH FLOOR NEW YORK, NY, 10018		PC	GENERAL SUPPORT	150,000
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON, MA, 02115		PC	SUPPORT FOR COMMUNITY PERFORMANCES AND PARTNERSHIP PROGRAM	2,500
NEW JERSEY INSTITUTE FOR SOCIAL JUSTICE 60 PARK PLACE - SUITE 511 NEWARK, NJ, 07102		PC	PROGRAM SUPPORT FOR STATEWIDE EFFORTS TO CLOSE YOUTH PRISONS AND REINVEST IN COMMUNITIES	600,000
NEW POLITICS LEADERSHIP ACADEMY INC 9 EAST STREET, UNIT 2 BOSTON, MA, 02111		PC	GENERAL SUPPORT	5,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036		PC	COMMUNITIES FOR JUST SCHOOLS FUND	200,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC, 20036		PC	YOUTH FIRST STATE ADVOCACY FUND	400,000
NEW WORLD FOUNDATION 627 WEST END AVENUE NEW YORK, NY, 10024		PC	PROGRAM SUPPORT FOR THE DIVERSE ASSET MANAGERS INITIATIVE	25,000
NORTHEASTERN MINNESOTANS FOR WILDERNESS PO BOX 625 ELY, MN, 55731		PC	PROGRAM SUPPORT FOR THE CAMPAIGN TO SAVE THE BOUNDARY WATERS	5,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, STE. 225 PORTLAND, OR, 97205		PC	GENERAL SUPPORT	100,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, STE. 225 PORTLAND, OR, 97205		PC	PROGRAM SUPPORT FOR STATE POLICY COALITION	100,000
OAKWOOD FRIENDS SCHOOL 22 SPACKENKILL ROAD POUGHKEEPSIE, NY, 12603		PC	CAPITAL CAMPAIGN SUPPORT	3,500
OAKWOOD FRIENDS SCHOOL 22 SPACKENKILL ROAD POUGHKEEPSIE, NY, 12603		PC	SUPPORT FOR THE ANTHONY AND RUTH JORDAN FUND	5,000
ONE DC 614 S STREET, NW WASHINGTON, DC, 20001		PC	GENERAL SUPPORT	25,000
ORGANIZATION FOR YOUTH EMPOWERMENT 3128 19TH STREET, NW WASHINGTON, DC, 20010		PC	GENERAL SUPPORT	20,000
PACIFICA FOUNDATION DBA WPFW 1990 K ST NW, STE 14R WASHINGTON, DC, 20006		PC	GENERAL SUPPORT TO A COMMUNITY-BASED PUBLIC RADIO STATION BROADCASTING IN WASHINGTON, DC	25,000
PARTNERSHIP FOR SAFETY AND JUSTICE		PC	GENERAL SUPPORT	300,000

Name and Address	Relationship	Foundation status	Purpose	Amount
825 NE 20TH AVE, #250 PORTLAND, OR, 97232				
PLANNED PARENTHOOD OF METROPOLITAN DC 1108 16TH STREET NW WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	200
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1350 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA, 02138		PC	PROGRAM SUPPORT FOR INITIATIVES TO REIMAGINE LABOR AND EMPLOYMENT LAWS	370,000
PROGRAMA DE AYUDA HUMANITARIA PARA VENEZUELA 1062 LAVENDER CIRCLE WESTON, FL, 33327		PC	GENERAL SUPPORT	400
PUBLIC ALLIES 735 N. WATER ST. STE 550 MILWAUKEE, WI, 53202		PC	YOUTH JUSTICE MILWAUKEE	400,000
PUBLIC HEALTH ADVOCACY INSTITUTE 360 HUNTINGTON AVENUE, SUITE 117CU BOSTON, MA, 02115		PC	SUPPORT FOR BEYOND OSHA	150,000
PUBLIC JUSTICE CENTER 1 N. CHARLES STREET, SUITE 200 BALTIMORE, MD, 21201		PC	SUPPORT FOR THE WORKPLACE JUSTICE PROJECT	600,000
PUENTE HUMAN RIGHTS MOVEMENT P.O. BOX 21837 PHOENIX, AZ, 85036		PC	GENERAL SUPPORT	160,000
RADIO BILINGUE INC 5005 E. BELMONT AVE. FRESNO, CA, 93727		PC	TO INCREASE SPANISH NEWS COVERAGE OF CRIMINAL JUSTICE REFORM ISSUES IMPACTING LATINOS	200,000
RAISE THE FLOOR ALLIANCE 1 N LASALLE, SUITE 1275 CHICAGO, IL, 60602		PC	GENERAL SUPPORT	700,000
REFUGEE & IMMIGRANT CENTER FOR EDUCATION & LEGAL SERVICES 1305 N FLORES STREET SAN ANTONIO, TX, 78212		PC	GENERAL SUPPORT	2,000
REGIONAL YOUTH ADULT SOCIAL ACTION PARTNERSHIP 2470 FAIRFIELD AVE BRIDGEPORT, CT, 06605		PC	CONNECTICUT JUVENILE JUSTICE ALLIANCE	500,000
REPAIRERS OF THE BREACH 2105 N WILLIAM STREET GOLDSBORO, NC, 27530		PC	SUPPORT TO ADVANCE COMMUNITY-BASED JUSTICE REINVESTMENT STRATEGIES	200,000
ROCK CREEK CONSERVANCY INC 4300 MONTGOMERY AVENUE, SUITE 304 BETHESDA, MD, 20814		PC	GENERAL SUPPORT	200
ROCKEFELLER PHILANTHROPY ADVISORS 575 MARKET ST, SUITE3625 SAN FRANCISCO, CA, 94105		PC	ANNUAL CONTRIBUTION TO THE EXECUTIVES' ALLIANCE FOR BOYS AND MEN OF COLOR	60,000
RUTGERS UNIVERSITY - CENTER FOR INNOVATION IN WORKER ORGANIZATION SCHOOL OF MANAGEMENT AND LABOR RELATIONS, 50 LABOR CENTER WAY NEW BRUNSWICK, NJ, 08901		PC	SUPPORT FOR EDUCATING STATE AND LOCAL LABOR DEPARTMENTS ON STRATEGIC ENFORCEMENT PRACTICES	150,000
SAFE & JUST MICHIGAN 222 WEST GENESEE STREET LANSING, MI, 48933		PC	GENERAL SUPPORT	511,335
SAFE & JUST MICHIGAN 222 WEST GENESEE STREET LANSING, MI, 48933		PC	NATIONAL NETWORK OF JUSTICE	141,600
SASHA BRUCE YOUTHWORX INC 745 8TH ST SE WASHINGTON, DC, 20003		PC	GENERAL SUPPORT	5,000
SMITHSONIAN INSTITUTION 3001 CONNECTICUT AVE NW		PC	GENERAL SUPPORT	7,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WASHINGTON, DC, 20008				
SO OTHERS MIGHT EAT 71 "O" STREET, NW WASHINGTON, DC, 20001-1290		PC	GENERAL SUPPORT	1,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD, STE A CALABASAS, CA, 91302		PC	PROGRAM SUPPORT FOR NATIONAL ALIANZA FOR LATINO YOUTH JUSTICE	200,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD, STE A CALABASAS, CA, 91302		PC	NATIONAL QUEER AND TRANS THERAPISTS OF COLOR NETWORK	1,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD, STE A CALABASAS, CA, 91302		PC	SUPPORT FOR RISE YOUTH CAMPAIGN IN VIRGINIA	400,000
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES 706 GILBERT ST DURHAM, NC, 27701		PC	SUPPORT FOR A COMMUNITY SCHOOL FOCUSED ON NATURAL RESOURCE BASED EDUCATION FOR YOUTH	2,500
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET ATLANTA, GA, 30303		PC	GENERAL SUPPORT	665,000
SOUTHERNERS ON NEW GROUND 580 HOLDERNESS ST. SW. ATLANTA, GA, 30310		PC	SUPPORT FOR A 12-WEEK COMMUNITY ORGANIZING APPRENTICESHIP FOR BLACK MAMAS	200,000
SPLIT THIS ROCK 1301 CONNECTICUT AVENUE, NW, SUITE 600 WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	10,000
STATE INNOVATION EXCHANGE P.O. BOX 260230 MADISON, WI, 53726		PC	PROGRAM SUPPORT FOR MULTI- STATE TECHNICAL ASSISTANCE ON LOW-WAGE WORKER ISSUES	150,000
STEPHEN C ROSE LEGACY FOUNDATION 138 GOVERNOR STREET PROVIDENCE, RI, 02940		PC	GENERAL SUPPORT	20,000
STUDIO MUSEUM IN HARLEM 144 W. 125TH STREET NEW YORK, NY, 10027		PC	CAPITAL CAMPAIGN SUPPORT	3,000
STUDIO MUSEUM IN HARLEM 144 W. 125TH STREET NEW YORK, NY, 10027		PC	GENERAL SUPPORT	5,000
SURGE INSTITUTE 935 W. CHESTNUT STREET, SUITE 515 CHICAGO, IL, 60642		PC	GENERAL SUPPORT	500
TEXAS APPLESEED 1609 SHOAL CREEK BLVD, STE 201 AUSTIN, TX, 78701		PC	ADVANCE POLICIES IN TEXAS TO KEEP YOUTH IN SCHOOL AND OUT OF THE JUSTICE SYSTEM	100,000
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW RD. SUITE 104 AUSTIN, TX, 78735		PC	LONE STAR JUSTICE ALLIANCE	85,000
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW RD. SUITE 104 AUSTIN, TX, 78735		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		PC	GENERAL SUPPORT	320,000
TEXAS DEFENDER SERVICE 1927 BLODGETT STREET HOUSTON, TX, 77004		PC	SUPPORT TO IMPROVE REPRESENTATION TO DEATH ROW INMATES IN THE TX CRIMINAL JUSTICE SYSTEM.	2,500
THE ARC 1825 K STREET NW, SUITE 1200, WASHINGTON, DC, 20006		PC	SUPPORT FOR THE NATIONAL CENTER ON CRIMINAL JUSTICE & DISABILITY	7,500
THE BOYS AND GIRLS CLUBS OF GREATER WASHINGTON 4103 BENNING RD NE WASHINGTON, DC, 20019		PC	SUPPORT PROGRAMS DESIGNED TO ADDRESS NEEDS OF AT-RISK CHILDREN IN WASHINGTON, DC	10,000

Name and Address	Relationship	Foundation status	Purpose	Amount
THE MARSHALL PROJECT 156 W 56TH STREET, SUITE 701 NEW YORK, NY, 10019		PC	"CHANGING THE NARRATIVE ON CRIMINAL JUSTICE" SPEAKER SERIES	200,000
THE NEW PRESS 120 WALL STREET, 31ST FLOOR NEW YORK, NY, 10005		PC	TO PUBLISH A BOOK BY DANIELLE SERED, EXECUTIVE DIRECTOR OF COMMON JUSTICE	25,000
THE PRAXIS PROJECT 7731 ALASKA AVENUE, NW WASHINGTON, DC, 20012		PC	SUPPORT FOR THE UNDOCUBLACK NETWORK	32,617
THE SCHUBERT CLUB LANDMARK CENTER, 75 5TH STREET EAST, #302 ST. PAUL, MN, 55102		PC	EDUCATIONAL PROGRAMS	2,500
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA, 94129		PC	PROGRAM SUPPORT FOR THE BLACK CENSUS PROJECT	200,000
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA, 94129		PC	SUPPORT FOR CALIFORNIANS FOR SAFETY AND JUSTICE	200,000
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA, 94129		PC	PROGRAM SUPPORT TO DEVELOP AND DRIVE CRIMINAL JUSTICE EFFORTS IN TARGET STATES	750,000
TRINITY BOSTON FOUNDATION 206 CLARENDON ST. BOSTON, MA, 02116		PC	GENERAL SUPPORT	7,500
TUFTS UNIVERSITY LINCOLN FILENE HALL MEDFORD, MA, 02155		PC	SUPPORT OF CIRCLE AT TUFTS UNIVERSITY'S TISCH COLLEGE	7,500
TWIN CITIES RISE 800 WASHINGTON AVE N, SUITE 203 MINNEAPOLIS, MN, 55401		PC	GENERAL SUPPORT	2,500
UNION THEOLOGICAL SEMINARY 3041 BROADWAY NEW YORK, NY, 10027		PC	SUPPORT FOR POOR PEOPLE'S CAMPAIGN	2,500
UNITED STATES COMMITTEE FOR UNICEF 333 EAST 38TH STREET NEW YORK, NY, 10016		PC	SUPPORT FOR KIDS IN NEED OF DESKS	55
UNITED WORKERS ASSOCIATION PO BOX 41547 BALTIMORE, MD, 21203		PC	GENERAL SUPPORT	200,000
UNITED WORKERS ASSOCIATION PO BOX 41547 BALTIMORE, MD, 21203		PC	PROGRAM SUPPORT FOR A WORKERS' RIGHTS COALITION	200,000
URBAN INSTITUTE 2100 M STREET, NW WASHINGTON, DC, 20037		PC	SUPPORT FOR RESEARCH AND EFFORTS TO CLOSE YOUTH PRISONS AND INVEST IN COMMUNITY PROGRAMS	250,000
VERA INSTITUTE OF JUSTICE INC 233 BROADWAY, 12TH FLOOR NEW YORK, NY, 10279		PC	SUPPORT FOR STATE-BASED EFFORTS TO INCREASE ACCESS TO PRISON-BASED COLLEGE EDUCATION	1,000,000
VIOLENCE POLICY CENTER 1025 CONNECTICUT AVE NW, SUITE 1210 WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	2,500
VOICE OF THE EXPERIENCED 2022 ST. BERNARD AVE., SUITE 307 NEW ORLEANS, LA, 70116		PC	GENERAL SUPPORT	385,000
W HAYWOOD BURNS INSTITUTE 475 14TH STREET, SUITE 800 OAKLAND, CA, 94612		PC	SUPPORT FOR A RESEARCH NETWORK TO FOCUS ON STRUCTURAL RACISM IN THE ADMINISTRATION OF YOUTH JUSTICE	500,000
WASHINGTON HUMANE SOCIETY 71 OGLETHORPE ST., NW WASHINGTON, DC, 20011		PC	GENERAL SUPPORT	100
WASHINGTON OFFICE ON LATIN AMERICA 1666 CONNECTICUT AVENUE, NW, SUITE 400 WASHINGTON, DC, 20009		PC	SUPPORT WOLA'S RESEARCH AND PROGRAMS THROUGHOUT THE AMERICAS	2,500
WASHINGTON PERFORMING		PC	GENERAL SUPPORT	8,500

Name and Address	Relationship	Foundation status	Purpose	Amount
ARTS 1400 K STREET, NW, SUITE 500 WASHINGTON, DC, 20005				
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 SIXTEENTH STREET, N.W., SUITE 740 WASHINGTON, DC, 20036		PC	GENERAL SUPPORT	21,500
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 112 SAN JOSE, CA, 95125		PC	GENERAL SUPPORT AND PROGRAM SUPPORT FOR THE MARKING WORK PAY COALITION	600,000
WORKSAFE 1736 FRANKLIN ST, SUITE 500 OAKLAND, CA, 94612		PC	GENERAL SUPPORT	200,000
YOUTH POLICY INSTITUTE OF IOWA 6200 AURORA AVENUE DES MOINES, IA, 50322		PC	YOUTH JUSTICE WORK GROUP OF THE YOUTH TRANSITION FUNDERS GROUP	15,000
YOUTH RADIO 1701 BROADWAY OAKLAND, CA, 94612		PC	PROGRAM SUPPORT TO DEVELOP A NATIONAL YOUTH JUSTICE DESK	300,000

Name and Address	Relationship	Foundation status	Purpose	Amount
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA, 19102		PC	SUPPORT FOR STATEWIDE SENTENCING REFORM IN ARIZONA	242,000
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET, 7TH FLOOR WASHINGTON, DC, 20006		PC	SUPPORT FOR INVESTIGATIVE JOURNALISM WITH A WORKERS' RIGHTS REPORTING BEAT	150,000
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET, 7TH FLOOR BRONX, NY, 10455		PC	SUPPORT FOR TECHNICAL ASSISTANCE AND TRAINING ON COMMUNITY CAPACITY FOR YOUTH	100,000
MICHIGAN COUNCIL ON CRIME AND DELINQUENCY 1679 BROADWAY STREET ANN ARBOR, MI, 48105		PC	PROGRAM SUPPORT FOR EFFORTS TO RAISE THE AGE OF JUVENILE COURT JURISDICTION TO 18 IN MICHIGAN	180,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 225 PORTLAND, OR, 97205		PC	GENERAL SUPPORT	100,000
NORTHWEST EMPLOYMENT EDUCATION AND DEFENSE FUND 812 SW WASHINGTON, SUITE 225 PORTLAND, OR, 97205		PC	PROGRAM SUPPORT FOR STATE POLICY COALITION	100,000
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX, 78704		PC	SUPPORT FOR YOUTH JUSTICE PROGRAM FOR WORK TO RAISE THE AGE OF JUVENILE JURISDICTION TO 18	125,000
TEXAS CRIMINAL JUSTICE COALITION 1714 FORTVIEW ROAD, SUITE 104 AUSTIN, TX, 78704		PC	GENERAL SUPPORT	300,000
UNITED SUPPORT AND MEMORIAL FOR WORKPLACE FATALITIES 2837 YELLOWSTONE PKWY LEXINGTON, KY, 40517		PC	GENERAL SUPPORT	75,000

IRC 965 Transition Tax Statement (Portable Document Format with a filename of '965 Tax')

Taxpayer Name: PUBLIC WELFARE FOUNDATION, INC.

SSN/FEIN: 54-0597601

<u>Item</u>	<u>Amount</u>
Total amount required to be included in income by reason of section 965(a).	Line 1 \$ 83,130
Aggregate foreign cash position, if applicable.	Line 2 \$ N/A
Total deduction under section 965(c).	Line 3 \$ 0
Total deemed paid foreign taxes associated with the total amount required to be included in income by reason of section 965(a).	Line 4a \$ N/A
Total deemed paid foreign taxes disallowed pursuant to IRC 965(g)(1).	Line 4b \$ N/A
Total net tax liability under section 965 (as determined under section 965(h)(6), without regard to whether such paragraph is applicable), if applicable, which will be assessed.	Line 5 \$ 0
Amount of the net tax liability under section 965 to be paid in installments under section 965(h), if applicable.	Line 6 \$ N/A
Amount of the net tax liability under section 965, the payment of which has been deferred, under section 965(i), if applicable.	Line 7 \$ N/A

Listing of applicable elections under section 965 or the election provided for in Notice 2018-13 that the taxpayer has made, if applicable.

<u>Provision Under Which Election is Made</u>	<u>Title</u>	<u>Attached (Y or N)</u>
Section 965(h)(1)	Election to Pay Net Tax Liability Under Section 965 in Installments under Section 965(h)(1).	N
Section 965(i)(1)	S Corporation Shareholder Election to Defer Payment of Net Tax Liability Under Section 965 Under Section 965(i)(1)	N
Section 965(m)(1)(B)	Statement for Real Estate Investment Trusts Electing Deferred Inclusions Under Section 951(a)(1) By Reason of Section 965 Under Section 965(m)(1)(B)	N
Section 965(n)	Election Not to Apply Net Operating Loss Deduction under section 965(n)	N
Notice 2018-13, Section 3.02	Election Under Section 3.02 of Notice 2018-13 to Use Alternative Method to Compute Post-1986 Earnings and Profits	N

Under penalties of perjury, I declare that I have examined this statement, 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 Taxpayer and/or Officer