

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation THE LIBRA FOUNDATION		A Employer identification number 36-4812310
Number and street (or P O box number if mail is not delivered to street address) 1 LETTERMAN DRIVE SUITE C4-420	Room/suite	B Telephone number (see instructions) (415) 549-4970
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94129		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) ▶ \$ 458,177,906	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(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)	157,735,528			
	2 Check <input 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	4,748,500	4,753,482		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,584,316			
	b Gross sales price for all assets on line 6a	122,627,934			
	7 Capital gain net income (from Part IV, line 2)		45,212,451		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2,335,502	1,884,814			
12 Total. Add lines 1 through 11	173,403,846	51,850,747			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	93,140	46,570		46,570
	b Accounting fees (attach schedule)	59,650	29,825		29,825
	c Other professional fees (attach schedule)	1,262,074	673,753		587,200
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	643,809	143,275		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	71,083	35,542		35,542
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,056,012	665,131		265,336
	24 Total operating and administrative expenses. Add lines 13 through 23	3,185,768	1,594,096		964,473
	25 Contributions, gifts, grants paid	21,273,269			17,298,271
26 Total expenses and disbursements. Add lines 24 and 25	24,459,037	1,594,096		18,262,744	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	148,944,809				
b Net investment income (if negative, enter -0-)		50,256,651			
c Adjusted net income (if negative, enter -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			
	2 Savings and temporary cash investments	72,854,448	166,792,790	166,792,790
	3 Accounts receivable ▶ <u>4,262,229</u>			
	Less allowance for doubtful accounts ▶ _____	3,203,278	4,262,229	4,262,229
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	182,460,965	208,878,325	208,878,325
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	73,768,374	75,732,631	75,732,631	
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	2,059,877	2,511,931	2,511,931	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	334,346,942	458,177,906	458,177,906	
Liabilities	17 Accounts payable and accrued expenses		332,570	
	18 Grants payable	5,400,000	9,374,998	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	805,000	371,382	
	23 Total liabilities (add lines 17 through 22)	6,205,000	10,078,950	
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	328,141,942	448,098,956	
	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)	328,141,942	448,098,956		
31 Total liabilities and net assets/fund balances (see instructions) .	334,346,942	458,177,906		

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	328,141,942
2 Enter amount from Part I, line 27a		2	148,944,809
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	477,086,751
5 Decreases not included in line 2 (itemize) ▶ _____		5	28,987,795
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	448,098,956

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a CAPITAL GAIN DISTRIBUTIONS		P		
b PORTFOLIO GAIN/LOSS		P		
c PARTNERSHIP GAIN/(LOSS)		P		
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 986,392			986,392	
b 116,401,911		77,389,567	39,012,344	
c 5,239,631		25,916	5,213,715	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			986,392	
b			39,012,344	
c			5,213,715	
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	45,212,451
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	14,565,227	270,326,913	0.053880
2016	10,913,306	199,310,994	0.054755
2015	14,706,017	194,920,450	0.075446
2014	6,711,186	197,816,902	0.033926
2013	3,479,604	152,574,424	0.022806
2 Total of line 1, column (d)			2 0.240813
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 0.048163
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 328,710,154
5 Multiply line 4 by line 3			5 15,831,667
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 502,567
7 Add lines 5 and 6			7 16,334,234
8 Enter qualifying distributions from Part XII, line 4			8 18,672,888

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and total tax due/overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, liquidation, and state reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 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 THELIBRAFOUNDATION ORG
14 The books are in care of TAO CAPITAL PARTNERS LLC Telephone no (415) 549-4970

Located at 1 LETTERMAN DRIVE SUITE C4-420 SAN FRANCISCO CA ZIP+4 94129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).
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 2018?

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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/>	Yes		<input type="checkbox"/>	No	
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	6b	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>						
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	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?						
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		

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

1 List all officers, directors, trustees, 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
See Additional Data Table				

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
NONE				

Total number of other employees paid over \$50,000. ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY 1 BEACON ST 33 BOSTON, MA 02108	INVESTMENT MANAGEMENT	238,261
SAVITRI BISNATH 34 LANCASTER AVENUE MAPLEWOOD, NJ 07040	STRATEGIC PLANNING	173,845
ASSET CONSULTING GROUP LLC 231 SOUTH BEMISTON AVENUE ST LOUIS, MO 63105	INVESTMENT ADVISORY	120,000
PRESIDIO TRUST 103 MONTGOMERY STREET SAN FRANCISCO, CA 94129	RENTAL	117,495
NEALE GONSALVES 1101 FRANCISCO STREET 103 SAN FRANCISCO, CA 94129	PHILANTHROPIC ADVISORY	91,400
Total number of others receiving over \$50,000 for professional services. ▶		0

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 _____ _____	
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 _____ _____	
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	198,418,803
b	Average of monthly cash balances.	1b	47,224,326
c	Fair market value of all other assets (see instructions).	1c	88,072,763
d	Total (add lines 1a, b, and c).	1d	333,715,892
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	333,715,892
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,005,738
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	328,710,154
6	Minimum investment return. Enter 5% of line 5.	6	16,435,508

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	16,435,508
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	502,567
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	502,567
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	15,932,941
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	15,932,941
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	15,932,941

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	18,262,744
b	Program-related investments—total from Part IX-B.	1b	410,144
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	18,672,888
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	502,567
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	18,170,321

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				15,932,941
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.		475,398		
e From 2017.		2,734,863		
f Total of lines 3a through e.	3,210,261			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>18,672,888</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				15,932,941
e Remaining amount distributed out of corpus	2,739,947			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))		0		0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,950,208			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	5,950,208			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.		475,398		
d Excess from 2017.		2,734,863		
e Excess from 2018.		2,739,947		

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a
b <i>Approved for future payment</i> See Additional Data Table				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue (a-f), Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate (a-b), Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue (a-e). Totals for line 12 are 0 for (b), (d), and (e), and 15,668,318 for (e). Total for line 13 is 15,668,318.

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 (other than by providing funds for such purposes) (See instructions).

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

Part XVII

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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.

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

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

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.

Sign Here

2019-11-15

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only

Table for paid preparer information including: Print/Type preparer's name (JOAN S MCMAHON), Preparer's Signature, Date, Check if self-employed, PTIN (P00966494), Firm's name (DELOITTE TAX), Firm's EIN (86-1065772), Firm's address (555 MISSION STREET, SAN FRANCISCO, CA 94105), and Phone no (415) 783-4000.

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NICHOLAS JPRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	CHAIRMAN 0 10	0	0	0
JACOB PRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0 10	0	0	0
ISAAC PRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0 10	0	0	0
CRYSTAL HAYLING 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	EXECUTIVE DIRECTOR 20 00	0	0	0
REGAN PRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	PRESIDENT/DIRECTOR OF IMPACT INVESTING 3 00	0	0	0
JOSEPH PERKOVICH 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	SECRETARY/TREASURER 1 00	0	0	0
JOSEPH PRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0 10	0	0	0
SUSAN S PRITZKER 1 LETTERMAN DR SUITE C4-420 SAN FRANCISCO, CA 94129	VICE CHAIR/VICE PRESIDENT 3 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
350ORG20 JAY STREET SUITE 1010 BROOKLYN, NY 11201		PC	GENERAL SUPPORT	30,000
A NEW WAY OF LIFE REENTRY PROJECT PO BOX 875288 LOS ANGELES, CA 90087		PC	GENERAL SUPPORT	100,000
ACCE INSTITUTE 3655 S GRAND AVENUE SUITE 250 LOS ANGELES, CA 90007		PC	GENERAL SUPPORT	75,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 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>				
ALAMEDA COUNTY DEPUTY SHERIFFS ACTIVITIES LEAGUE 16378 E 14TH STREET SUITE 204 SAN LEANDRO, CA 94578		PC	GENERAL SUPPORT	45,770
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA 39 DRUMM STREET SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	466,667
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004		PC	GENERAL SUPPORT	775,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
ASIAN AMERICANS ADVANCING JUSTICE - ASIAN LAW CAUCUS 55 COLUMBUS AVENUE SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	125,000
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 116 E 16TH STREET 7TH FLOOR NEW YORK, NY 10003		PC	GENERAL SUPPORT	50,000
BEND THE ARC 330 SEVENTH AVENUE 19TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
BIG GREEN 1637 PEARL STREET SUITE 201 BOULDER, CO 80302		PC	GENERAL SUPPORT	50,000
BORDER NETWORK FOR HUMAN RIGHTS 2115 N PIEDRAS EL PASO, TX 79930		PC	GENERAL SUPPORT	150,000
BUSINESS ALLIANCE FOR LOCAL LIVING ECONOMIES 2323 BROADWAY OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
BVM CAPACITY BUILDING INSTITUTE INC 3390 STONEWALL TELL ROAD ATLANTA, GA 30349		PC	GENERAL SUPPORT	100,000
CALIFORNIA URBAN PARTNERSHIP 915 L STREET SUITE C283 SACRAMENTO, CA 95814		PC	GENERAL SUPPORT	100,000
CAMBRIDGE IN AMERICA PO BOX 9123 JAF BOULEVARD NEW YORK, NY 10087		PC	GENERAL SUPPORT	50,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
CAMPAIGN FOR FAIR SENTENCING OF YOUTH 1319 F STREET NW SUITE 303 WASHINGTON, DC 20004		PC	GENERAL SUPPORT	100,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702		PC	GENERAL SUPPORT	125,000
CENTER FOR COMMUNITY ACTION AND ENVIRONMENTAL JUSTICE PO BOX 33124 RIVERSIDE, CA 92519		PC	GENERAL SUPPORT	5,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 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>				
CENTER FOR COMMUNITY CHANGE ACTION 1536 U STREET NW WASHINGTON, DC 20009		PC	GENERAL SUPPORT	100,000
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY 7TH FLOOR NEW YORK, NY 10012		PC	GENERAL SUPPORT	250,000
CENTER FOR DEATH PENALTY LITIGATION 123 W MAIN STREET SUITE 700 DURHAM, NC 27701		PC	GENERAL SUPPORT	25,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
CENTER FOR GENDER & REFUGEE STUDIES 200 MCALLISTER STREET SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	50,000
CENTER FOR INVESTIGATIVE REPORTING 1400 65TH STREET SUITE 200 EMERYVILLE, CA 94608		PC	GENERAL SUPPORT	20,000
CENTER FOR MEDIA JUSTICE 436 14TH STREET SUITE 500 OAKLAND, CA 94612		PC	GENERAL SUPPORT	50,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
CENTER FOR NEIGHBORHOOD TECHNOLOGY 2125 W NORTH AVENUE CHICAGO, IL 60647		PC	GENERAL SUPPORT	65,000
CENTER FOR REPRODUCTIVE RIGHTS INC 120 WALL STREET 14TH FLOOR NEW YORK, NY 10005		PC	GENERAL SUPPORT	250,000
CENTER FOR STORY-BASED STRATEGY 654 13TH STREET 2 OAKLAND, CA 94612		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
CERES INC99 CHAUNCY STREET BOSTON, MA 02111				
CHICAGO FOUNDATION FOR WOMEN 1 EAST WACKER DRIVE SUITE 1620 CHICAGO, IL 60601				
CITIZEN ENGAGEMENT LAB EDUCATION FUND 1330 BROADWAY THIRD FLOOR OAKLAND, CA 94612				
Total	▶ 3a			17,298,271

Form 990PF Part XV Line 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>				
CIVIL RIGHTS CORPS 916 G STREET NW APARTMENT 701 WASHINGTON, DC 20001		PC	GENERAL SUPPORT	25,000
COALITION TO STOP VIOLENCE AGAINST NATIVE WOMEN 4600 MONTGOMERY BOULEVARD NE ALBUQUERQUE, NM 87109		PC	GENERAL SUPPORT	100,000
COLOR OF CHANGE 1714 FRANKLIN STREET SUITE 100 136 OAKLAND, CA 946123409		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
COLUMBIA LAW SCHOOL HUMAN RIGHTS INSTITUTE 435 W 116TH STREET NEW YORK, NY 10027		PC	GENERAL SUPPORT	100,000
COMMON COUNSEL FOUNDATION 1624 FRANKLIN STREET SUITE 1022 OAKLAND, CA 94612		PC	GENERAL SUPPORT	50,000
COMMON JUSTICE INC 540 ATLANTIC AVENUE SUITE 4 BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
COMMUNITIES UNITED FOR PEOPLE 1441 SE 122ND AVENUE SUITE B PORTLAND, OR 97233		PC	GENERAL SUPPORT	100,000
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT 8101 S VERMONT AVENUE LOS ANGELES, CA 90044		PC	GENERAL SUPPORT	100,000
COMMUNITY INITIATIVES 1000 BROADWAY SUITE 480 OAKLAND, CA 94607		PC	GENERAL SUPPORT	190,000
Total			▶ 3a	17,298,271

Form 990PF Part XV Line 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>				
COMMUNITY WORKS WEST 4681 TELEGRAPH AVENUE OAKLAND, CA 94609		PC	GENERAL SUPPORT	150,000
DEMOCRACY NOW 207 WEST 25TH STREET 11TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	50,000
DEMOS 80 BROAD STREET FOURTH FLOOR NEW YORK, NY 10004		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
DREAM CORPS 1611 TELEGRAPH AVENUE SUITE 1200 OAKLAND, CA 94612		PC	GENERAL SUPPORT	150,000
DRUG POLICY ALLIANCE 131 W 33RD STREET 15TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	250,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
EARTHRIGHTS INTERNATIONAL INC 1612 K STREET NW SUITE 401 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	300,000
EAST BAY COMMUNITY FOUNDATION 200 FRANK OGAWA PLAZA OAKLAND, CA 94612		PC	GENERAL SUPPORT	25,000
EDGE FUNDERS ALLIANCE 116 E 16TH STREET 7 NEW YORK, NY 10003		PC	GENERAL SUPPORT	55,000
Total				17,298,271



3a

Form 990PF Part XV Line 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>				
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY SUITE 450 OAKLAND, CA 94612		PC	GENERAL SUPPORT	200,000
ENVIRONMENTAL HEALTH COALITION 2727 HOOVER AVENUE SUITE 202 NATIONAL CITY, CA 91950		PC	GENERAL SUPPORT	150,000
ENVIRONMENTAL LAW AND POLICY CENTER 35 EAST WACKER DRIVE SUITE 1600 CHICAGO, IL 60601		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104		PC	GENERAL SUPPORT	100,000
ESSIE JUSTICE 300 FRANK OGAWA PLAZA SUITE 420 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000
FAMILIES AGAINST MANDATORY MINIMUMS 1100 H STREET NW SUITE 1000 WASHINGTON DC, DC 20005		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344		PC	GENERAL SUPPORT	5,000
FORWARD TOGETHER 300 FRANK H OGAWA PLAZA SUITE 700 OAKLAND, CA 94612		PC	GENERAL SUPPORT	150,000
FOUNDATION FOR NATIONAL PROGRESS PUBLISHES MOTHER JONES 222 SUTTER STREET SUITE 600 SAN FRANCISCO, CA 94108		PC	GENERAL SUPPORT	25,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVENUE NW SUITE 410 WASHINGTON, DC 20009		PC	GENERAL SUPPORT	150,000
FUND FOR THE CITY OF NEW YORK 121 AVENUE OF THE AMERICAS 6TH FLOOR NEW YORK, NY 100131590		PC	GENERAL SUPPORT	100,000
FUTURO MEDIA GROUP 361 WEST 125TH ST SIXTH FLOOR NEW YORK, NY 10027		PC	GENERAL SUPPORT	20,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
GLOBAL ALLIANCE FOR INCINERATOR ALTERNATIVES 1958 UNIVERSITY AVENUE BERKELEY, CA 94704		PC	GENERAL SUPPORT	100,000
GLOBAL FUND FOR WOMEN 222 SUTTER STREET SUITE 500 SAN FRANCISCO, CA 94108		PC	GENERAL SUPPORT	100,000
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE SUITE A BOULDER, CO 80301		PC	GENERAL SUPPORT	350,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
GRASSROOTS GLOBAL JUSTICE ALLIANCE PO BOX 610663 NORTH MIAMI, FL 33261		PC	GENERAL SUPPORT	125,000
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET 4TH FLOOR BOSTON, MA 02130		PC	GENERAL SUPPORT	300,000
GREEN DIVERSITY INITIATIVE 1341 G STREET NW FLOOR 5 WASHINGTON, DC 20005		PC	GENERAL SUPPORT	50,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
GRIST MAGAZINE INC 1201 WESTERN AVENUE SUITE 410 SEATTLE, WA 98101		PC	GENERAL SUPPORT	100,000
HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN RIGHTS 33 W GRAND AVENUE 500 CHICAGO, IL 60654		PC	GENERAL SUPPORT	325,000
HIGHLANDER RESEARCH AND EDUCATION CENTER 1959 HIGHLANDER WAY NEW MARKET, TN 37820		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE 13TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	200,000
IGNITE 180 N MICHIGAN AVENUE SUITE 1900 CHICAGO, IL 60601		PC	GENERAL SUPPORT	50,000
IMPACT JUSTICE 2323 BROADWAY OAKLAND, CA 94612		PC	GENERAL SUPPORT	200,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
INDIAN LAW RESOURCE CENTER 602 N EWING STREET HELENA, MT 59601		PC	GENERAL SUPPORT	125,000
INDIGENOUS ENVIRONMENTAL NETWORK PO BOX 485 BEMIDJI, MN 56619		PC	GENERAL SUPPORT	100,000
INNER-CITY MUSLIM ACTION NETWORK 2744 W 63RD STREET CHICAGO, IL 60629		PC	GENERAL SUPPORT	100,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 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>				
INNOVATION LAW LABPO BOX 8382 PORTLAND, OR 97207		PC	GENERAL SUPPORT	50,000
INSTITUTE FOR PUBLIC AFFAIRS 2040 N MILWAUKEE 2ND FLOOR CHICAGO, IL 60647		PC	GENERAL SUPPORT	5,000
INTERNATIONAL INDIAN TREATY COUNCIL 2940 16TH STREET SUITE 305 SAN FRANCISCO, CA 94103		PC	GENERAL SUPPORT	75,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
IPAS300 MARKET STREET SUITE 200 CHAPEL HILL, NC 27516		PC	GENERAL SUPPORT	100,000
LAW ENFORCEMENT AGAINST PROHIBITION 121 MYSTIC AVENUE SUITE 7 - 9 MEDFORD, MA 02155		PC	GENERAL SUPPORT	100,000
LET'S BREAKTHROUGH 4 W 37TH STREET 4TH FLOOR NEW YORK, NY 10018		PC	GENERAL SUPPORT	100,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106		PC	GENERAL SUPPORT	7,500
MIDWEST ACCESS PROJECT PO BOX 13173 CHICAGO, IL 60613		PC	GENERAL SUPPORT	10,000
MIJENTE SUPPORT COMMITTEE 734 W POLK STREET PHOENIX, AZ 85007		PC	GENERAL SUPPORT	25,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 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>				
MOVEMENT STRATEGY CENTER 436 14TH STREET 5TH FLOOR OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000
MOVEMENT STRATEGY CENTER 436 14TH STREET 5TH FLOOR OAKLAND, CA 94612		PC	GENERAL SUPPORT	150,000
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES 1215 MISSION STREET SANTA CRUZ, CA 95060		PC	GENERAL SUPPORT	300,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 W 36TH STREET SUITE 901 NEW YORK, NY 10024		PC	GENERAL SUPPORT	150,000
NATIONAL DOMESTIC WORKERS ALLIANCE INC 45 BROADWAY SUITE 320 NEW YORK, NY 10006		PC	GENERAL SUPPORT	200,000
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET SUITE 308 NEW YORK, NY 10038		PC	GENERAL SUPPORT	300,000
Total			▶ 3a	17,298,271

Form 990PF Part XV Line 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>				
NETWORK ON WOMEN IN PRISON 4400 MARKET STREET OAKLAND, CA 94608		PC	GENERAL SUPPORT	100,000
NEW FLORIDA MAJORITY EDUCATION FUND 10800 BISCAYNE BOULEVARD SUITE 1050 MIAMI, FL 33161		PC	GENERAL SUPPORT	100,000
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105		PC	GENERAL SUPPORT	25,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
NORTHWESTERN UNIVERSITY'S SCHOOL OF LAW - CHILDREN & FAMILY JUSTICE CENTER 633 CLARK STREET EVANSTON, IL 60208		PC	GENERAL SUPPORT	100,000
OLE EDUCATION FUND 411 BELLAMAH AVENUE NW ALBUQUERQUE, NM 87102		PC	GENERAL SUPPORT	50,000
OUR CHILDREN'S TRUSTPO BOX 5181 EUGENE, OR 97405		PC	GENERAL SUPPORT	200,000
Total				17,298,271

▶ **3a**

Form 990PF Part XV Line 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>				
PACIFIC FOREST TRUST 1001-A OREILLY AVENUE SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	50,000
PESTICIDE ACTION NETWORK NORTH AMERICA 1611 TELEGRAPH AVENUE SUITE 1200 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000
PICO CALIFORNIAPO BOX 162754 SACRAMENTO, CA 95816		PC	GENERAL SUPPORT	50,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET NEW YORK, NY 10038		PC	GENERAL SUPPORT	200,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVENUE 6TH FLOOR CHICAGO, IL 60603		PC	GENERAL SUPPORT	200,000
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE 11 PETALUMA, CA 94954		PC	GENERAL SUPPORT	40,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
POWERPAC FOUNDATION 268 BUSH STREET 3737 SAN FRANCISCO, CA 94014		PC	GENERAL SUPPORT	100,000
PRAXIS PROJECT 1001 CONNECTICUT AVENUE NW SUITE 201 WASHINGTON, DC 20036		PC	GENERAL SUPPORT	100,000
PROGRESS TEXAS INSTITUTE 500 SAN MARCOS STREET SUITE 110 AUSTIN, TX 78702		PC	GENERAL SUPPORT	20,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
PROJECT SOUTH THE INSTITUTION FOR THE ELIMINATION POVERTY AND GENOCIDE 9 GAMMON AVENUE SW ATLANTA, GA 30315		PC	GENERAL SUPPORT	100,000
PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST, MA 01002		PC	GENERAL SUPPORT	175,000
RESTAURANT OPPORTUNITIES CENTERS ROC UNITED INC 275 7TH AVENUE ROOM 1703 NEW YORK, NY 10001		PC	GENERAL SUPPORT	100,000
Total			▶ 3a	17,298,271

Form 990PF Part XV Line 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>				
ROGER BALDWIN FOUNDATION OF ACLU 180 N MICHIGAN AVENUE SUITE 2300 CHICAGO, IL 60601		PC	GENERAL SUPPORT	433,334
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E WASHINGTON STREET SUITE 500 CHICAGO, IL 60602		PC	GENERAL SUPPORT	100,000
SHARED INTEREST 121 W 27TH STREET SUITE 905 NEW YORK, NY 10001		PC	GENERAL SUPPORT	200,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
SOUTHERNERS ON NEW GROUND PO BOX 11250 ATLANTA, GA 30310		PC	GENERAL SUPPORT	100,000
STUDENTS FOR SENSIBLE DRUG POLICY 1317 F STREET NW SUITE 501 WASHINGTON, DC 20004		PC	GENERAL SUPPORT	75,000
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741		PC	GENERAL SUPPORT	30,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
TEXAS ORGANIZING PROJECT EDUCATION FUND PO BOX 120296 SAN ANTONIO, TX 78212		PC	GENERAL SUPPORT	100,000
THE MARSHALL PROJECT 156 W 56TH STREET SUITE 701 NEW YORK, NY 10019		PC	GENERAL SUPPORT	100,000
THE OPPORTUNITY AGENDA (PROJECT OF THE TIDES CENTER) 568 BROADWAY SUITE 701 NEW YORK, NY 10012		PC	GENERAL SUPPORT	300,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
THE WORKING WORLD 116 NASSAU STREET SUITE 513 NEW YORK, NY 10038		PC	GENERAL SUPPORT	200,000
THOUSAND CURRENTS 1330 BROADWAY SUITE 301 OAKLAND, CA 94612		PC	GENERAL SUPPORT	75,000
THOUSAND CURRENTS FKA IDEX 1330 BROADWAY SUITE 301 OAKLAND, CA 94612		PC	GENERAL SUPPORT	250,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
TIDES CENTER - INTERNATIONAL CORPORATE ACCOUNTABILITY ROUNDTABLE PO BOX 29907 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	125,000
TIDES CENTER - WOMEN'S ALLIANCE FOR KNOWLEDGE EXCHANGE WAKE PO BOX 29907 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	20,000
TIDES FOUNDATION - MOVEMENT VOTER FUND PO BOX 29903 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
TIDES FOUNDATION - NEW MEDIA VENTURES EDUCATION FUND PO BOX 29903 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	50,000
TIDES FOUNDATION - THE RESTORATIVE JUSTICE FUND PO BOX 29903 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	50,000
TRANSGENDER LAW CENTER PO BOX 70976 OAKLAND, CA 70976		PC	GENERAL SUPPORT	20,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
ULTRAVIOLETPO BOX 34756 WASHINGTON, DC 20043		PC	GENERAL SUPPORT	130,000
UNITE FOR REPRODUCTIVE & GENDER EQUITY 734 15TH STREET NW SUITE 800 WASHINGTON, DC 200051016		PC	GENERAL SUPPORT	150,000
UNITED WAY OF NORTHERN CALIFORNIA 2280 BENTON DRIVE BOULEVARD B REDDING, CA 96003		PC	GENERAL SUPPORT	150,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
URBAN JUSTICE CENTER 40 RECTOR STREET 9TH FLOOR 40 RECTOR STREET NEW YORK CITY, NY 10006		PC	GENERAL SUPPORT	100,000
URBAN TILTH 323 BROOKSIDE DRIVE C/O DORIA ROBINSON RICHMOND, CA 94801		PC	GENERAL SUPPORT	100,000
US HUMAN RIGHTS NETWORK 250 GEORGIA AVENUE SE SUITE 330 ATLANTA, GA 30312		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
VENTURA COUNTY COMMUNITY FOUNDATION 4001 MISSION OAKS BOULEVARD SUITE A CAMARILLO, CA 93012		PC	GENERAL SUPPORT	150,000
VIRGINIA OPERATING - TRANSFORM FINANCE 598 BROADWAY NEW YORK, NY 10012		PC	GENERAL SUPPORT	80,000
VOTEORG4096 PIEDMONT AVENUE 368 OAKLAND, CA 94611		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
WASHINGTON OFFICE ON LATIN AMERICA 1666 CONNECTICUT AVENUE NW SUITE 400 WASHINGTON, DC 20009		PC	GENERAL SUPPORT	80,000
WE GOT US NOW INC 63 HAMILTON TERRACE APT 36 NEW YORK, NY 10031		PC	GENERAL SUPPORT	100,000
WESTERN STATES CENTER INC PO BOX 40305 PORTLAND, OR 97240		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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>				
WITNESS INC 80 HANSON PLACE 5TH FLOOR BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000
WOMEN'S EMPOWERMENT NETWORK PO BOX 7652 OLYMPIA, WA 98507		PC	GENERAL SUPPORT	10,000
WOMEN'S FOUNDATION OF CALIFORNIA 300 FRANK H OGAWA PLAZA SUITE 420 OAKLAND, CA 94612		PC	GENERAL SUPPORT	250,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
WOMEN'S LAW PROJECT 125 S 9TH STREET PHILADELPHIA, PA 19107		PC	GENERAL SUPPORT	25,000
WOMEN'S LINK WORLDWIDE PO BOX 415 NORTHFIELD, VT 05663		PC	GENERAL SUPPORT	100,000
WOMEN'S MEDIA CENTER 1825 K STREET NW SUITE 400 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	20,000
Total ▶ 3a				17,298,271

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
YANSAINC14 CHURCH STREET COLD SPRING, NY 10516		PC	GENERAL SUPPORT	30,000
ZEBRAS UNITE (VILCAP INC) 1101 K STREET NW SUITE 920 WASHINGTON, DC 20005		PC	GENERAL SUPPORT	10,000
Total ▶ 3a				17,298,271

TY 2018 Accounting Fees Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	59,650	29,825		29,825

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: THE LIBRA FOUNDATION

EIN: 36-4812310

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
STOCK CONTRIBUTION		DONATED				36,654,051		0	-36,654,051	

TY 2018 General Explanation Attachment**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART VII-B LINE 1(A) (2)	LINE 1A (2) OF PART VII-B IS ANSWERED YES AN INTEREST FREE LOAN FOR EXPENSES OF LESS THAN \$1,000 WAS MADE BY TAO CAPITAL PARTNERS LLC, AN ENTITY WHOLLY OWNED BY NICHOLAS J PRITZKER AND HIS FAMILY, TO THE LIBRA FOUNDATION

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		FORM 990-PF, PART VII-B LINE 1(A) (3)	LINE 1A (3) OF PART VII-B IS ANSWERED YES TAO CAPITAL PARTNERS LLC, AN ENTITY OWNED BY NICHOLAS J PRITZKER AND HIS FAMILY, PROVIDED ACCOUNTING AND TAX SERVICES TO THE LIBRA FOUNDATION WITHOUT CHARGE

General Explanation Attachment

Identifier	Return Reference	Explanation	
3		TANGIBLE PROPERTY REGULATIONS ELECTION STATEMENTS	SECTION 1 263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION TAXPAYER IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER TREAS REG 1 263(A)-1(F) FOR ALL ELIGIBLE AMOUNTS PAID OR INCURRED DURING THE TAXABLE YEAR. SECTION 1 263(A)-3(N) CAPITALIZATION ELECTION TAXPAYER HEREBY ELECTS TO CAPITALIZE REPAIR AND MAINTENANCE COSTS UNDER TREAS REG 1 263(A)-3(N) THE COSTS WERE INCURRED DURING THE TAXABLE YEAR IN THE ELECTING TAXPAYER'S TRADE OR BUSINESS AND THE ELECTING TAXPAYER TREATS SUCH COSTS AS CAPITAL EXPENDITURES ON ITS BOOKS AND RECORDS

General Explanation Attachment

Identifier	Return Reference	Explanation	
4		FORM 990-PF, PART VII-A LINE 11	STATEMENT OF INFORMATION REGARDING TRANSFERS TO A CONTROLLED ENTITY NAME AND ADDRESS OF EACH CONTROLLED ENTITY LIBRA SOCIAL INVESTMENT FUND LLC 1 LETTERMAN DRIVE, SUITE C4-420SAN FRANCISCO, CA 94129 EMPLOYER IDENTIFICATION NUMBER 36-4812310DESCRIPTION OF TRANSFER CASHAMOUNT OF TRANSFER \$2,176

TY 2018 Investments Corporate Stock Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AEW CORE PROPERTY TRUST, INC	10,198,852	10,198,852
CALVERT SOCIAL INV BOND I	28,510,119	28,510,119
CRA QUALIFIED INVESTMENT FUND	28,089,982	28,089,982
PAX WORLD GLOBAL ENVIRONMENT	44,019,356	44,019,356
WALDEN LARGE CAP EQUITY	22,928,310	22,928,310
WALDEN SMALL/MID CAP EQUITY	10,466,542	10,466,542
APERIO GROUP	36,435,160	36,435,160
SOLAR MOSAIC, INC	500,000	500,000
SUMMIT PARTNERS OPP L/S FUND	8,466,392	8,466,392
GLOBAL EM MRKTS ESG FUND-LGM	15,008,271	15,008,271
MAYVENN, INC	502,897	502,897
LEND STREET INC	1,002,445	1,002,445
ORGANICALLY GROWN COMPANY	1,500,000	1,500,000
SPARK COMMUNITY INVESTMENT COM	749,999	749,999
YERDLE, INC.	500,000	500,000

TY 2018 Investments - Other Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARTWORK	FMV	18,500	18,500
ECOSYSTEM INTEGRITY FUND III	FMV	708,456	708,456
HCAP PARTNERS IV, L.P.	FMV	191,430	191,430
MACRO MEDIA, LLC	FMV	938,759	938,759
ECOTRUST FORESTS III, LLC	FMV	211,151	211,151
CLEANFIBER, LLC	FMV	331,657	331,657
MAKENA CAP SPLITTER X/BLOCKER Y	FMV	13,429,570	13,429,570
METROPOLITAN REAL ESTATE PARTNERS GLOBAL II, LP	FMV	132,026	132,026
METROPOLITAN REAL ESTATE PARTNERS INTL II, LP	FMV	19,831	19,831
METROPOLITAN REAL ESTATE PARTNERS IV-A, LP	FMV	176,965	176,965
METROPOLITAN REAL ESTATE PARTNERS V, LP	FMV	74,504	74,504
KBI DST WATER FUND	FMV	6,745,110	6,745,110
ABERDEEN VP VI (OFFSHORE)	FMV	615,441	615,441
ABERDEEN US PE III(OFFSHORE)	FMV	1,150,671	1,150,671
ABERDEEN US PE IV (OFFSHORE)	FMV	1,617,264	1,617,264
ABERDEEN VP VII (OFFSHORE)	FMV	1,081,839	1,081,839
ABERDEEN US PE V (OFFSHORE)	FMV	4,106,889	4,106,889
ABERDEEN VP VIII (OFFSHORE)	FMV	2,344,921	2,344,921
IMPAX GB'L RESOUC E OPT FUND LP	FMV	6,432,709	6,432,709
IMPACT AMERICA FUND, L.P.	FMV	829,181	829,181
BOSTON COMMON INT'L SOCIAL FU	FMV	25,400,784	25,400,784
GLOBAL IMPACT FUND, GAWA	FMV	1,579,067	1,579,067
INVESTECO SUSTAIN FOOD FUND II	FMV	840,575	840,575
COMPLETE SOLAR, INC.	FMV	500,000	500,000
COMPLETE SOLAR, INC--CONVERTIBLE DEBT	FMV	2,250,000	2,250,000
ROSE AFFORDABLE HP IV REIT LP	FMV	1,845,698	1,845,698
BUILDERS FUND TM LLC	FMV	745,916	745,916
BWI ENTERPRISES, LLC--CONVERTIBLE DEBT	FMV	1,000,000	1,000,000
MACRO CONTENT FUND I, LLC	FMV	299,804	299,804
NJP FAMILY LLC	FMV	113,913	113,913

TY 2018 Legal Fees Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	93,140	46,570		46,570

TY 2018 Other Assets Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXPENSES	7,877	49,787	49,787
PROGRAM RELATED INVESTMENTS	2,052,000	2,462,144	2,462,144

TY 2018 Other Decreases Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Description	Amount
UNREALIZED GAIN/LOSS	28,987,795

TY 2018 Other Expenses Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PARTNERSHIP EXPENSES	779,456	653,911		0
OTHER EXPENSES	276,556	11,220		265,336

TY 2018 Other Income Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	70,863	70,863	70,863
PARTNERSHIP INCOME	-393,116	60,545	-393,116
PARTNERSHIP INTEREST AND DIVIDENDS	1,221,561	1,218,516	1,221,561
FOREIGN CORPORATE DIVIDEND	867,194	534,890	867,194
DEFERRED TAX BENEFIT	569,000	0	569,000

TY 2018 Other Liabilities Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAXES	805,000	371,382

TY 2018 Other Professional Fees Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	587,200	0		587,200
PORTFOLIO EXPENSES	148,056	146,935		0
INVESTMENT MANAGEMENT FEES	526,818	526,818		0

**TY 2018 Substantial Contributors
Schedule****Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Name	Address
JBR TRUST #1	165 WEST LIBERTY STREET SUITE 210 RENO, NV 89501
PG NICHOLAS TRUST	165 WEST LIBERTY STREET SUITE 210 RENO, NV 89501
NJP FAMILY LLC	1 LETTERMAN DRIVE SUITE C4-420 SAN FRANCISCO, CA 94129

TY 2018 Taxes Schedule**Name:** THE LIBRA FOUNDATION**EIN:** 36-4812310

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	143,396	143,275		0
FEDERAL/STATE TAXES	500,413	0		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
THE LIBRA FOUNDATION

Employer identification number
36-4812310

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Part I Contributors (See Instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
10	PUBLIC TRADED STOCKS	\$ 83,335 528	2018-12-19
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

Additional Data

Software ID:
Software Version:
EIN: 36-4812310
Name: THE LIBRA FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">JOSEPH PRITZKER</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">JACOB PRITZKER</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">REGAN PRITZKER</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">NICHOLAS PRITZKER</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 9,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">ISAAC PRITZKER</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	<div style="border-bottom: 1px solid black; padding-bottom: 2px;">TAO INVEST LLC</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">1 LETTERMAN DRIVE SUITE C4-420</div> <div style="border-bottom: 1px solid black; padding-bottom: 2px;">SAN FRANCISCO, CA 94129</div>	\$ 33,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JBR TRUST #1	\$ 23,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	165 WEST LIBERTY STREET SUITE 210		
	RENO, NV 89501		
8	PG NICHOLAS TRUST	\$ 7,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	165 WEST LIBERTY STREET SUITE 210		
	RENO, NV 89501		
9	ANP TRUST #1	\$ 2,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	165 WEST LIBERTY STREET SUITE 210		
	RENO, NV 89501		
10	NJP FAMILY LLC	\$ 83,335,528	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
	1 LETTERMAN DRIVE SUITE C4-420		
	SAN FRANCISCO, CA 94129		