

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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

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 200094443		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 <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)				
	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)	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)	45,379	4,504	0	40,875
	b Accounting fees (attach schedule)	94,168	47,084	0	0
	c Other professional fees (attach schedule)	1,134,119	835,048	0	299,071
	17 Interest	279,344			279,344
	18 Taxes (attach schedule) (see instructions)	407,629	2,239	0	231,851
	19 Depreciation (attach schedule) and depletion	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)	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) ▶ _____ 0 Less allowance for doubtful accounts ▶ _____ 0	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)	161,216,019	151,354,655	151,354,655
	c Investments—corporate bonds (attach schedule)	45,060,881	65,216,798	65,216,798
	11 Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	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 ▶ _____)	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)	10,800,000	10,800,000	
	22 Other liabilities (describe ▶ _____)	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) ▶ _____		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 (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 PUBLICLY TRADED SECURITIES	P		
b FROM PARTNERSHIPS	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 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			(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		0	2,774,093
b		0	20,830,799
c			
d			
e			

2 Capital gain net income or (net capital loss)	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 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))
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, 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	8	25,550,446

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

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 0, with 198,627 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 for political purposes?', 'Did the foundation file Form 1120-POL?', etc.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www publicwelfare org 13 Yes
14 The books are in care of PUBLIC WELFARE FOUNDATION Telephone no (202) 965-1800

Located at 1200 U STREET WASHINGTON DC ZIP+4 200094443

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 0 and enter the amount of tax-exempt interest received or accrued during the year

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

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). 1a Yes 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. 1b No
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? 1c No
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? If "Yes," list the years 20, 20, 20, 20 2a Yes No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a Yes 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). 3b No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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? 4b No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
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, foundation managers and their compensation (see instructions).

(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
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MAJD KATAYOON C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	PROGRAM DIRECTOR 40 000	165,000		0
SHULL ROBERT C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	PROGRAM DIRECTOR 40 000	149,550		0
CAMPER DIANE C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	COMMUNICATIONS OFF 40 000	134,728		0
HEINZ KAITLIN C/O PUBLIC WELFARE FOUNDATION 1200 U ST NW WASHINGTON, DC 20009	CONTROLLER 40 000	121,200		0
PICCIRILLI ALYSSA C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR OF ADMIN 40 000	116,899		0
Total number of other employees paid over \$50,000.				3

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 PO BOX 812 WILTON, CT 068970812	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 1 1/2% 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___, 20___, 2013		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 ▶ \$ _____ 25,550,446				
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
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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	25,550,446	25,228,899	0		50,779,345
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	25,550,446	25,228,899	0		50,779,345

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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

GRANTS MANAGEMENT
1200 U STREET NW
WASHINGTON, DC 20009
(202) 965-1800

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

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

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

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

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				21,633,604
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,372,000

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) of the Code (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.		No
(2) Other assets.		No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.		No
(2) Purchases of assets from a noncharitable exempt organization.		No
(3) Rental of facilities, equipment, or other assets.		No
(4) Reimbursement arrangements.		No
(5) Loans or loan guarantees.		No
(6) Performance of services or membership or fundraising solicitations.	Yes	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		No

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) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

***** 2019-08-14 *****

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	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Rachel Spurlock				P00520729
	Firm's name ▶ CROWE LLP				Firm's EIN ▶ 35-0921680
	Firm's address ▶ 1455 Pennsylvania Avenue NW Suite 700 Washington, DC 200041008				Phone no (202) 624-5555

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
AASE CRAIG C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
BELL-ROSE STEPHANIE C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
DIVER COLIN C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
DODSON DAVID C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
GRAHAM CHRISTOPHER C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	2,000	0	0
JONES CANDICE C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	PRESIDENT 40 000	361,300	50,305	8,294
MARSHALL LYDIA C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
OLIVEROS GUMERSINDO C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	0	0	0
OTERO MARIA C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
SAGAWA SHIRLEY C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
SLOAN CLIFFORD C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
TAYLOR PHILLIPA P C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	CFAO 40 000	304,050	53,646	0
WASHINGTON ERIC C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	6,000	0	0
ZIMMERMAN LANDIS C/O PUBLIC WELFARE FOUNDATION 1200 U STREET NW WASHINGTON, DC 20009	DIRECTOR 1 000	2,000	0	0

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>				
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
Total			▶	21,633,604
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>				
Arizona Community Foundation 2201 E Camelback Road Suite 405B Phoenix, AZ 85016		PC	General Support	20,000
ART 180 Inc114 W Marshall Street Richmond, VA 23220		PC	General Support	15,000
Artspace New Haven50 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
Total ▶ 3a				21,633,604

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>				
Artspace New Haven 50 Orange St New Haven, CT 06510				
At Home in Alexandria 3139 Mount Vernon Ave Alexandria, VA 22305				
Auburn Theological Seminary 475 Riverside Drive Suite 1800 New York, NY 10115				
Total 3a				21,633,604


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>				
Bishop John T Walker School for Boys 3640 Martin Luther King Jr Ave SE Washington, DC 20032				
BlueGreen Alliance Foundation Broadway Place West 1300 Godward Street NE 2625 Minneapolis, MN 55413				
Boston Children's Chorus 20 Old Colony Avenue 2nd Floor Boston, MA 02127				
Total ▶ 3a				21,633,604

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>				
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
Total ▶ 3a				21,633,604

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 the Fair Sentencing of Youth 1319 F Street NW Suite 303 Washington, DC 20004				
CAPITAL TRAVEL SPORTS 1231-B Good Hope Road SE Washington, DC 20020				
Casa Ruby 7530 Georgia Avenue NW Washington, DC 20012				
Total 				
3a				
				21,633,604

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 American Progress 1333 H Street NW 10th Floor Washington, DC 20005		PC	Research into wage theft from high-fee pay delivery systems	75,000
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
Total			▶	21,633,604
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 Popular Democracy 449 Troutman Street Suite A Brooklyn, NY 11237		PC	Program support for assistance to grantees 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
Total ▶ 3a				21,633,604

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 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 PO 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
Total 3a				21,633,604

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>				
Citizens for Juvenile Justice 44 School Street Suite 400 Boston, MA 02108				
City Year - Washington DC 1875 Connecticut Avenue NW Suite 11 30 Washington, DC 20009				
ColorOfChangeOrg Education Fund 1714 Franklin Street 100-136 Oakland, CA 94612				
Total ▶ 3a				21,633,604

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 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
Total ▶ 3a				21,633,604

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 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
Total ▶ 3a				21,633,604

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>				
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 Durham, NC 27705		PC	General Support	2,500
Total ▶ 3a				21,633,604

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>				
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 PO Box 209008 New Haven, CT 06520		PC	Support for student-led social justice programming	5,000
Total ▶ 3a				21,633,604

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>				
East Bay Community Law Center 2921 Adeline 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
Total ▶				21,633,604
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>				
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 INC4 KING STREET WORCESTER, MA 01610		PC	General support	5,000
FAMM1100 H Street NW Suite 1000 Washington, DC 20005		PC	General Support	400,000
Total 3a			▶	21,633,604

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>				
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
Total ▶ 3a				21,633,604

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 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
Total ▶ 3a				21,633,604

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>				
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
Total				21,633,604
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>				
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 Washington, DC 20005		PC	For research, public education and re-framing the debate around criminal justice reform in Maryland	100,000
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
Total 3a				21,633,604

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>				
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
Total ▶ 3a				21,633,604

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>				
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 PO Box 15048 Chevy Chase, MD 20825		PC	General Support	2,500
Total ▶				21,633,604
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>				
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
Total 3a				21,633,604

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>				
Michigan Council on Crime and Delinquency 1000 West St Joseph Suite 400 Lansing, MI 48915				
Montgomery County Coalition for the Homeless 600 - B East Gude Drive Rockville, MD 20850				
National Committee for Responsive Philanthropy 1900 L St NW Suite 825 Washington, DC 20036				
Total 3a				21,633,604

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 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
Total ▶ 3a				21,633,604

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 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 Network PO Box 43740 Washington, DC 20010		PC	General Support	200,000
Total ▶				21,633,604
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>				
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
Total			▶	21,633,604
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>				
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
Total ▶ 3a				21,633,604

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>				
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
Total			▶	21,633,604
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>				
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
Total ▶				21,633,604
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>				
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
Total ▶ 3a				21,633,604

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>				
Oakwood Friends School 22 Spackenkill Road Poughkeepsie, NY 12603				3,500
Oakwood Friends School 22 Spackenkill Road Poughkeepsie, NY 12603				5,000
ONE DC614 S Street NW Washington, DC 20001				25,000
Total ▶ 3a				21,633,604

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>				
Organization for Youth Empowerment 3128 19th Street NW Washington, DC 20010				
Pacifica Foundation dba WPFW 1990 K St NW Ste 14R Washington, DC 20006				
Partnership for Safety and Justice 825 NE 20th Ave 250 Portland, OR 97232				
Total 3a				21,633,604

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 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
Total ▶ 3a				21,633,604

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>				
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
Total ▶ 3a				21,633,604

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>				
Puente Human Rights Movement PO 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
Total				21,633,604
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>				
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
Total 3a				21,633,604

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>				
Rock Creek Conservancy Inc 4300 Montgomery Avenue Suite 304 Bethesda, MD 20814				
Rockefeller Philanthropy Advisors 575 Market St Suite3625 San Francisco, CA 94105				
Rutgers University - Center for Innovation in Worker Organization School of Management and Labor Rela tions 50 Labor Center Way New Brunswick, NJ 08901				
Total 3a				21,633,604

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>				
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 Youthwork Inc 745 8th St SE Washington, DC 20003		PC	General Support	5,000
Total ▶ 3a				21,633,604

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>				
Smithsonian Institution 3001 Connecticut Ave NW Washington, DC 20008		PC	General Support	7,000
So Others Might Eat 71 O Street NW Washington, DC 200011290		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
Total ▶ 3a				21,633,604

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>				
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
Total ▶ 3a				21,633,604

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>				
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 60 0 Washington, DC 20036		PC	General Support	10,000
Total ▶				21,633,604
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>				
State Innovation Exchange PO 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
Total ▶ 3a				21,633,604

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>				
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
Total			▶	21,633,604
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>				
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
Total				21,633,604
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>				
Texas Defender Service 1927 Blodgett Street Houston, TX 77004				
The ARC1825 K Street NW Suite 1200 Washington, DC 20006				
The Boys and Girls Clubs of Greater Washington 4103 Benning Rd NE Washington, DC 20019				
Total 3a				21,633,604

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>				
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
Total ▶ 3a				21,633,604

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>				
The Schubert Club Landmark Center 75 5th Street East 302 St Paul, MN 55102		PC	Educational programs	2,500
Tides CenterPO Box 29907 San Francisco, CA 94129		PC	Program support for the Black Census Project	200,000
Tides CenterPO Box 29907 San Francisco, CA 94129		PC	Support for Californians for Safety and Justice	200,000
Total ▶ 3a				21,633,604

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 PO 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
Total ▶ 3a				21,633,604

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>				
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
Total				21,633,604
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>				
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
Total 3a				21,633,604

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>				
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
Total			▶	21,633,604
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>				
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
Total ▶ 3a				21,633,604

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 Performing Arts 1400 K Street NW Suite 500 Washington, DC 20005				
Washington Regional Association of Grantmakers 1400 Sixteenth Street NW Suite 740 Washington, DC 20036				
Working Partnerships USA 2102 Almaden Road Suite 112 San Jose, CA 95125				
Total 3a				21,633,604

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>				
Worksafe1736 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 Radio1701 Broadway Oakland, CA 94612		PC	Program support to develop a National Youth Justice Desk	300,000
Total 3a			▶	21,633,604

Form 990PF Part XVII Line 2b - Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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TY 2017 Accounting Fees Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	94,168	47,084		0

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

TY 2017 Depreciation Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Software ID: 17005876

Software Version: 2017v2.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Furniture, Fixtures & Equipment		1,302,995	1,154,438			41,425		0	
Building & Improvements		11,692,650	4,899,467			327,205		0	
Land & Land Improvements		1,690,862	71,224			4,339		0	
Bond Refinancing Costs		738,308	316,820			30,932		0	

TY 2017 Investments Corporate Bonds Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GARCIA HAMILTON & ASSOCIATES	29,346,230	29,346,230
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	35,870,568	35,870,568

TY 2017 Investments Corporate Stock Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARIEL INTERNATIONAL FUND	33,110,886	33,110,886
CF T. ROWE PRICE EUROPEAN EQUITY FUND	11,654,864	11,654,864
COMMONFUND EMERGING MARKETS QUANTITATIVE FOCUS FUND	25,320,780	25,320,780
COMMONFUND INSTITUTIONAL CORE EQUITY FUND, LLC	0	0
COMMONFUND INTERNATIONAL FOCUS FUND I, LLC	0	0
COMMONFUND SELECT EQUITY FUND, LLC	21,987,602	21,987,602
COMMONFUND SSGA GLOBAL NATURAL RESOURCES STOCK INDEX	0	0
COMMONFUND SSGA MSCI AUSTRALIA INDEX FUND	1,199,341	1,199,341
COMMONFUND SSGA MSCI CANADA INDEX FUND	7,045,728	7,045,728
COMMONFUND SSGA MSCI EAFE INDEX FUND	13,679,751	13,679,751
COMMONFUND SSGA MSCI JAPAN INDEX FUND	4,489,944	4,489,944
MATARIN CAPITAL MANAGEMENT	23,623,947	23,623,947
SSGA S&P GLOBAL LARGEMIDCAP NATURAL RESOURCES INDEX NON-LENDING	1,680,000	1,680,000
SSGA TUCKERMAN US REIT INDEX NON-LENDING	7,561,812	7,561,812

TY 2017 Investments - Other Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAGE CAPITAL PARTNERS, LP	FMV	50,994,495	50,994,495
ALPHADYNE INTERNATIONAL FUND	FMV	13,202,856	13,202,856
ATLAS ENHANCED FUND	FMV	15,498,283	15,498,283
BLAKENEY, LP	FMV	1,134,063	1,134,063
BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV, LP	FMV	2,012,576	2,012,576
CARMEL PARTNERS INVESTMENT FUND, LP	FMV	0	0
CARMEL PARTNERS INVESTMENT FUND II, LP	FMV	1,281,741	1,281,741
CARMEL PARTNERS INVESTMENT FUND III, LP	FMV	2,911,365	2,911,365
CERBERUS OFFSHORE LEVERED LOAN OPPORTUNITIES III, LP	FMV	5,221,606	5,221,606
CF BRIGADE LEVERAGED CAPITAL STRUCTURES OFFSHORE	FMV	0	0
CF CAXTON GLOBAL INVESTMENTS	FMV	0	0
CF HUDSON BAY INTERNATIONAL	FMV	0	0
CF WESTERN ASSET MACRO OPPORTUNITIES DIRECT FEEDER FUND	FMV	12,276,741	12,276,741
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	FMV	635,427	635,427
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VII, LP	FMV	4,811,853	4,811,853
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS IX, LP	FMV	9,750,854	9,750,854
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS X, LP	FMV	6,011,800	6,011,800
COMMONFUND CAPITAL VENTURE PARTNERS IX, LP	FMV	14,370,320	14,370,320
COMMONFUND CAPITAL VENTURE PARTNERS X, LP	FMV	7,296,839	7,296,839
COMMONFUND CAPITAL VENTURE PARTNERS XI, LP	FMV	4,415,462	4,415,462
COMMONFUND CAPITAL VENTURE PARTNERS XII, LP	FMV	329,918	329,918
COMMONFUND DISTRESSED DEBT PARTNERS II, LP	FMV	402,388	402,388
COMMONFUND GLOBAL DISTRESSED DEBT PARTNERS III, LP	FMV	914,876	914,876
COMMONFUND GLOBAL DISTRESSED DEBT PARTNERS, LP	FMV	917,629	917,629
COMMONFUND PRIVATE EQUITY PARTNERS V, LP	FMV	536,113	536,113
COMMONFUND PRIVATE EQUITY PARTNERS VII, LP	FMV	6,955,153	6,955,153
COMMONFUND PRIVATE EQUITY PARTNERS VIII, LP	FMV	5,195,744	5,195,744
COMMONFUND STRATEGIC SOLUTIONS CORE REAL ESTATE FUND, LP	FMV	10,001,332	10,001,332
COMMONFUND STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND II, LP	FMV	2,451,893	2,451,893
COMMONFUND STRATEGIC SOLUTIONS GLOBAL PRIVATE EQUITY FUND, LP	FMV	7,242,542	7,242,542

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2011, LP	FMV	5,888,005	5,888,005
COMMONFUND STRATEGIC SOLUTIONS REAL ESTATE OPPORTUNITY FUND 2014, LP	FMV	8,140,917	8,140,917
GOLDMAN SACHS EVENT DRIVEN PLC	FMV	34,760	34,760
HARRISON STREET CORE PROPERTY FUND, LP	FMV	10,191,536	10,191,536
LIQUID REALTY PARTNERS IV TAX EXEMPT AIV, LP	FMV	293,014	293,014
LIQUID REALTY PARTNERS IV, LP	FMV	47,432	47,432
MERIT ENERGY PARTNERS CANADA II, LP	FMV	0	0
MERIT ENERGY PARTNERS CANADA, LP	FMV	2,585,623	2,585,623
MERIT ENERGY PARTNERS C-II, LP	FMV	827,408	827,408
MERIT ENERGY PARTNERS D-II, LP	FMV	715,865	715,865
MERIT ENERGY PARTNERS F-II, LP	FMV	1,031,461	1,031,461
TIFF PARTNERS IV, LLC	FMV	281,984	281,984
TIFF PARTNERS V-INT'L, LLC	FMV	101,614	101,614
TIFF PARTNERS V-US, LLC	FMV	316,958	316,958
TIFF REALTY AND RESOURCE PARTNERS I, LLC	FMV	411,630	411,630
TUCKERBROOK MEDLEY, LP (CK PEARL FUND, LP)	FMV	551,302	551,302
TUCKERBROOK SB GLOBAL DISTRESSED FUND, LP	FMV	2,036,796	2,036,796
TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND, LP	FMV	134,597	134,597
TUCKERBROOK STYX PARTNERS, LP	FMV	8,998	8,998
TWO SIGMA US ALL CAP CORE EQUITY FU	FMV	37,927,709	37,927,709
WATERFRONT OFFSHORE FUND	FMV	15,603,177	15,603,177

**TY 2017 Land, Etc.
Schedule****Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND AND LAND IMPROVEMENTS	1,690,863	75,563	1,615,300	1,615,300
BUILDINGS AND BUILDING IMPROVEMENTS	11,692,649	5,226,672	6,465,977	6,465,977
FURNITURE, FIXTURES AND EQUIPMENT	1,302,996	1,195,864	107,132	107,132
OTHER	738,310	347,754	390,556	390,556

TY 2017 Legal Fees Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	45,379	4,504		40,875

TY 2017 Mortgages and Notes Payable Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Total Mortgage Amount:** 10,800,000

Item No.	1
Lender's Name	TD BANK
Lender's Title	
Relationship to Insider	
Original Amount of Loan	10,800,000
Balance Due	10,800,000
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2017 Other Assets Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - 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

TY 2017 Other Expenses Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	6,427			6,427
Building Operations	175,472			175,472
Employee Recruitment	2,926			2,926
Insurance	27,216			27,585
Other Expenses	17,738			17,738
FSA Fees	5			5
Hosting Services	16,304			16,304
Payroll Processing Fees	4,031			4,031
Supplies	37,540			32,924
Postage	2,195			2,195

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Professional Development	17,611			4,300
Telephone	42,326			42,326
Temporary Help	24,582			24,582

TY 2017 Other Income Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME/(LOSS)	16,935,141	5,703,454	
CLASS ACTION PROCEEDS	35,675		

TY 2017 Other Increases Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

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

TY 2017 Other Liabilities Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED FEDERAL TAX LIABILITY	850,270	420,347
PLAN LIABILITY - 457(B)	70,313	102,352

TY 2017 Other Professional Fees Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Computer Consulting	68,662			68,662
Management Fees-Investments	835,048	835,048		
Communications Consultant	80,189			80,189
Program Consultants	100,230			100,230
Accounting Consultant	8,075			8,075
Other Consulting	41,915			41,915

TY 2017 Taxes Schedule**Name:** Public Welfare Foundation Inc**EIN:** 54-0597601**Software ID:** 17005876**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	116,531	2,239		114,292
Current and Deferred Federal Excise Taxes	173,539			
Property Taxes	117,559			117,559