See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491256010010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2008

For calendar year 2008 , or tax year beginning 11-01-2008 and ending 10-31-2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
Public Welfare Foundation Inc

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

City or town, state, and ZIP code
Washington, DC 200094443

A Employer identification number
54-0597601

B Telephone number (see the instructions)
(202) 965-1800

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 445,896,838

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7	7		
	4	Dividends and interest from securities	8,784,288	8,784,278		
	5a	Gross rents	1,250	1,250		
	b	Net rental income or (loss) 1,250				
	6a	Net gain or (loss) from sale of assets not on line 10	-42,579,957			
	b	Gross sales price for all assets on line 6a 164,032,512				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	-17,807,064	11,848,041		
	12	**Total.** Add lines 1 through 11	-51,601,476	20,633,576		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	574,300	45,959		524,282
	14	Other employee salaries and wages	1,225,117	83,192		1,159,621
	15	Pension plans, employee benefits	487,311	32,040		455,120
	16a	Legal fees (attach schedule)	50,688	8,631		43,277
	b	Accounting fees (attach schedule)	187,474	74,989		112,485
	c	Other professional fees (attach schedule)	867,351	798,692		68,609
	17	Interest	183,086	9,154		202,325
	18	Taxes (attach schedule) (see the instructions)	2,017,131	4,200		79,805
	19	Depreciation (attach schedule) and depletion	388,175	19,409		
	20	Occupancy	263,584	13,179		243,146
	21	Travel, conferences, and meetings	149,234	2,559		145,051
	22	Printing and publications	56,949	1,590		55,379
	23	Other expenses (attach schedule)	282,391	23,877		304,454
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,732,791	1,117,471		3,393,554
	25	Contributions, gifts, grants paid	18,401,997			22,400,036
	26	**Total expenses and disbursements.** Add lines 24 and 25	25,134,788	1,117,471		25,793,590
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-76,736,264			
	b	**Net investment income** (if negative, enter -0-)		19,516,105		
	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	105,660	53,387	53,387
	2 Savings and temporary cash investments	1,255,667	1,586,676	1,586,676
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	3,323		
	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 the 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	72,026	66,316	66,316
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	124,980,205	171,014,599	171,014,599
	c Investments—corporate bonds (attach schedule)	91,920,677	89,108,361	89,108,360
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	207,857,415	171,949,371	171,949,371
	14 Land, buildings, and equipment basis ▶ 14,978,218 Less accumulated depreciation (attach schedule) ▶ 3,821,756	11,475,683	11,156,462	11,071,115
	15 Other assets (describe ▶ _____)	1,587,294	1,047,014	1,047,014
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	439,257,950	445,982,186	445,896,838
Liabilities	17 Accounts payable and accrued expenses	426,117	892,547	
	18 Grants payable	6,557,458	2,559,454	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	11,000,000	11,000,000	
	22 Other liabilities (describe ▶ _____)			
	23 **Total liabilities** (add lines 17 through 22)	17,983,575	14,452,001	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	421,274,375	431,530,185	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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 the instructions)	421,274,375	431,530,185	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	439,257,950	445,982,186	

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	421,274,375
2	Enter amount from Part I, line 27a	2	-76,736,264
3	Other increases not included in line 2 (itemize) ▶ _____	3	86,992,074
4	Add lines 1, 2, and 3	4	431,530,185
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	431,530,185

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			
b	Partnership net capital losses	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	164,032,512		204,403,783	-40,371,271
b			2,208,686	-2,208,686
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				-40,371,271
b				-2,208,686
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-42,579,957
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 the 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	25,248,258	534,683,421	0 047221
2006	24,532,784	546,651,019	0 044878
2005	23,526,443	488,343,191	0 048176
2004	23,006,938	438,445,949	0 052474
2003	21,282,325	405,792,482	0 052446

2	**Total** of line 1, column (d)	2	0 245195
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 049039
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	399,975,625
5	Multiply line 4 by line 3	5	19,614,405
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	195,161
7	Add lines 5 and 6	7	19,809,566
8	Enter qualifying distributions from Part XII, line 4	8	25,882,543

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 the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _____ **(attach copy of ruling letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	195,161
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	195,161
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	195,161
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 325,968		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	325,968
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶		10	130,807
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 130,807 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ DC, DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11a		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Web site address ▶ www publicwelfare org

14 The books are in care of ▶ Public Welfare Foundation Inc Telephone no ▶ (202) 965-1800

Located at ▶ 1200 U Street NW Washington DC ZIP+4 ▶ 200094443

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ 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 the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see the 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? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	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 2008?	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))? ☐ Yes ☑ No				
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No				
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No				
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☑ Yes ☐ No				
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No				
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see the instructions)?		**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No				
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		**No**
	If you answered "Yes" to 6b, also file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No				
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**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 the 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 the 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
John Williams 1200 U St NW Washington, DC 20009	Vice President for P 40 00	193,658	31,933	
Gloria Langston 1200 U St NW Washington, DC 20009	Senior Program Offic 40 00	132,524	34,483	
Seema Gajwani 1200 U St NW Washington, DC 20009	Program Officer 40 00	104,000	30,561	
Nicole Buggs 1200 U St NW Washington, DC 20009	Director of Grants M 40 00	101,137	27,151	
Diane Camper 1200 U St NW Washington, DC 20009	Communications Offic 40 00	110,358	12,189	
Total number of other employees paid over $50,000 ▶				6

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

3 Five highest-paid independent contractors for professional services—(see the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Northern Trust 50 South LaSalle Street Chicago, IL 60675	Investment Custodian	341,882
Clifton Gunderson 9515 Deereco Rd Suite 500 Timonium, MD 21093	Accounting	147,333
Sanford Bernstein 1345 Avenue of the Americas New York, NY 10105	Investment Management	114,860
Liquid Realty Partners IV 44 Montgomery Street San Francisco, CA 94104	Investment Management	111,526
Cambridge Associates PO Box 10317 Uniondale, NY 115550317	Investment Consulting	68,805
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see the 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 the instructions 3	
Total Add lines 1 through 3. ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	375,706,563
b	Average of monthly cash balances		1b	29,030,935
c	Fair market value of all other assets (see the instructions)		1c	2,154,126
d	**Total** (add lines 1a, b, and c)		1d	406,891,624
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	825,000
3	Subtract line 2 from line 1d		3	406,066,624
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions)		4	6,090,999
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	399,975,625
6	**Minimum investment return.** Enter 5% of line 5		6	19,998,781

Part XI **Distributable Amount** (see page 25 of the 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	19,998,781
2a	Tax on investment income for 2008 from Part VI, line 5	2a 195,161		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	195,161
3	Distributable amount before adjustments Subtract line 2c from line 1		3	19,803,620
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	19,803,620
6	Deduction from distributable amount (see the instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	19,803,620

Part XII **Qualifying Distributions** (see page 25 of the 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	25,793,590
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	88,953
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	25,882,543
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 page 26 of the instructions)	5	195,161
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	25,687,382

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				19,803,620
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003 1,498,372				
b From 2004 1,793,733				
c From 2005				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	3,292,105			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 25,882,543				
a Applied to 2007, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see the instructions)		0		
c Treated as distributions out of corpus (Election required—see the instructions)	0			
d Applied to 2008 distributable amount				19,803,620
e Remaining amount distributed out of corpus	6,078,923			
5 Excess distributions carryover applied to 2008	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,371,028			
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 the instructions		0		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)	0			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	1,498,372			
9 **Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a	7,872,656			
10 Analysis of line 9				
a From 2004 1,793,733				
b From 2005				
c From 2006				
d From 2007				
e From 2008 6,078,923				

Part XIV Private Operating Foundations (see the 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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization had $5,000 or more in assets at any time during the year—see the 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))

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

a The name, address, and telephone number 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 fill out an online letter of inquiry in which you provide a basic introduction to your project an organization and provide the purpose of your grant request All applicants (new and those seeking to renew funding) must complete an online letter of inquiry Applicants should submit letters of inquiry six to eight weeks before proposal deadlines 11/30/08, 3/31/09, 8/1/09 If after reviewing the online letter of inquiry, the foundation determines that the project fits the funding goals, and invitation to submit a full proposal is sent via email If an applicant receives an email requesting them to submit a full proposal, they should follow these instructions at HTTP //www publicwelfare org/applygrant/guidelines aspx#full on how to submit the full proposal

c Any submission deadlines

Letters of inquiry are examined on a regular basis The board reviews full proposals 3 times a year

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 the bringing about systemic changes that can improve lives We focus in three program areas criminal and juvenile justice, health reform, and worker's rights

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				22,400,036
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				18,521,261

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7	
4 Dividends and interest from securities			14	8,784,288	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	1,250	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-42,579,957	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Net PARTNERSHIP INCome/loss			14	11,828,071	
b Net PARTNERSHIP INCome/loss per books, not on K-1s			14	-29,222,662	
c Net PARTNERSHIP INCome/loss reported on 990-T	523000	-433,382			
d Other income			01	939	
e class action income			01	19,970	
12 Subtotal Add columns (b), (d), and (e)		-433,382		-51,168,094	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-51,601,476

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting organization to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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 organization 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

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee — Date: 2010-09-13 — ▶ Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ▶ ☐	Preparer's SSN or PTIN (See **Signature** in the instructions)
▶ Joyce M Underwood CPA			

Firm's name (or yours if self-employed), address, and ZIP code	EIN ▶
BDO USA LLP 7101 Wisconsin Ave Suite 800 Bethesda, MD 208144827	Phone no (301) 654-4900

Additional Data

Software ID: 08000094
Software Version: 2008.05040
EIN: 54-0597601
Name: Public Welfare Foundation Inc

Form 990PF PartVIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Deborah Leff 1200 U Street NW Washington, DC 20009	President 40 00	296,300	61,993	0
Phillipa Taylor 1200 U Street NW washington, DC 20009	CFAO 40 00	203,000	37,638	0
Brent L Henry 1200 U Street NW washington, DC 20009	Director 1 00	6,000	0	0
Jackie Clegg 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Peter Edelman 1200 U Street NW washington, DC 20009	Chair 1 00	6,000	0	0
Thomas Ehrlich 1200 U Street NW washington, DC 20009	Director 1 00	6,000	0	0
Juliet Villarreal Garcia 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Robert H Haskell 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Goodwin Liu 1200 U Street NW washington, DC 20009	director 1 00	4,500	0	0
Maria Otero 1200 U Street NW washington, DC 20009	Director 1 00	4,500	0	0
Myrtis H Powell 1200 U Street NW washington, DC 20009	Vice Chair 1 00	6,000	0	0
Thomas J Scanlon 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Thomas W Scoville 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Elizabeth Warner 1200 U Street NW washington, DC 20009	director 1 00	6,000	0	0
Michael c Williams 1200 U Street NW washington, DC 20009	Secretary/Treasurer 1 00	6,000	0	0

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
9to5 Nat'l Assoc of Working Women 655 Broadway Suite 800 Denver, CO 80203	N/A	PUBLIC CHARITY	Advocacy work on paid sick days in Milwaukee	10,000
Family Values Work A Multi-State Consortium 207 E Buffalo St Ste 211 Milwaukee, WI 53202	N/A	PUBLIC CHARITY	Paid sick days work in CA, ME, MA a& NY	50,000
9to5 Nat'l Assoc of Working Women 655 Broadway Suite 800 Denver, CO 80203	N/A	PUBLIC CHARITY	Support for paid sick days in CA & WI	80,000
A Better Balance 80 Maiden Lane Suite 606 New York, NY 10038	N/A	PUBLIC CHARITY	Legal assistance for paid sick days campaigns	75,000
A Better Way Foundation PO Box 942 Hartford, CT 061430942	N/A	PUBLIC CHARITY	General support	80,000
Abilities United 525 East Charleston Rd Palo Alto, CA 94306	N/A	PUBLIC CHARITY	General support	2,000
Action for Children North Carolina 1300 St Marys Street Suite 500 Raleigh, NC 27605	N/A	PUBLIC CHARITY	Children's Youth Opportunities Initiative	50,000
Adaptive Sports Center of Crested Butte PO Box 1639 Crested Butte, CO 81224	N/A	PUBLIC CHARITY	General support	15,000
Agnes Scott College 141 E College Ave Decatur, GA 30030	N/A	PUBLIC CHARITY	General support	200
AL Appleseed Center for Law & Justice PO Box 4864 Montgomery, AL 361034864	N/A	PUBLIC CHARITY	Health Insurance Coverage Project	75,000
Alston Bannerman Leadership Initiative 1627 Lancaster Street Baltimore, MD 21231	N/A	Sponsored Program	Annual contribution	25,000
American Diabetes Association 1701 North Beauregard Street Alexandria, VA 22311	N/A	PUBLIC CHARITY	General support	50
American Diabetes Association 1701 North Beauregard Street Alexandria, VA 22311	N/A	PUBLIC CHARITY	General support	100
American Heart Association Greater Orlando 237 East Marks St Orlando, FL 32803	N/A	PUBLIC CHARITY	General support	100
American Rights at Work Education Campaign 1100 17th Street Suite 950 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	400,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
American University School of Communications 4400 Massachusetts Avenue NW Washington, DC 200168141	N/A	PUBLIC CHARITY	Develop an online publication on safety & health	10,000
Americans for Peace Now 1101 14th Street NW 6th Floor Washington, DC 20005	N/A	PUBLIC CHARITY	General support	2,000
Appalachian Mountaintop Removal Alliance PO Box 1450 London, KY 40743	N/A	Sponsored Program	General support	130,000
Arise Citizens' Policy Project PO Box 1188 Montgomery, AL 36101	N/A	PUBLIC CHARITY	General support	200,000
Arkansas Department of Human Services 700 S Main Street PO Box 1437 slot S502 Little Rock, AR 72203	N/A	PUBLIC AGENCY	Support for juvenile justice reform in Arkansas	155,000
Bazelon Center for Mental Health Law 1101 15th St NW Suite 1212 Washington, DC 20005	N/A	PUBLIC CHARITY	Policy recommendations for health care reform	100,000
Bob Woodruff Foundation PO Box 955 Bristow, VA 20136	N/A	PUBLIC CHARITY	General support	50
Boston Medical Center One Boston Medical Center Place Boston, MA 02118	N/A	PUBLIC CHARITY	Extend the medical-legal partnership model	100,000
Boston Medical Center One Boston Medical Center Place Boston, MA 02118	N/A	PUBLIC CHARITY	Extend the medical-legal partnership model	-100,000
Boston Medical Center One Boston Medical Center Place Boston, MA 02118	N/A	PUBLIC CHARITY	Extend the medical-legal partnership model	100,000
Brainfood 755 8th Street NW Washington, DC 20001	N/A	PUBLIC CHARITY	General support	2,000
Brattleboro Community Justice Center 230 Main Street Suite 302 Brattleboro, VT 05301	N/A	PUBLIC AGENCY	Support for Justice Alternatives program	4,000
Brave New Foundation 10510 Culver Blvd Culver City, CA 90232	N/A	PUBLIC CHARITY	Media strategies for health & safety workplace reform	175,000
Building Futures Now PO Box 1524 Palo Alto, CA 943021524	N/A	PUBLIC CHARITY	General support	5,000
Campaign for Youth Justice 1012 14th Street NW Suite 610 Washington, DC 20005	N/A	PUBLIC CHARITY	General support	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Campaign for Youth Justice 1012 14th Street NW Suite 610 Washington, DC 20005	N/A	PUBLIC CHARITY	General support	250,000
Campaign for Youth Justice 1012 14th Street NW Suite 610 Washington, DC 20005	N/A	PUBLIC CHARITY	Juvenile sentencing reform	20,000
Carmel Presbyterian Church 3549 Reading Road Cincinnati, OH 45229	N/A	PUBLIC CHARITY	Make the church accessible to the disabled & elderly	20,000
Catalyst Fund PO Box 29903 San Francisco, CA 94129	N/A	PUBLIC CHARITY	Address health disparities among women of color	250,000
Catholic Charities Archdiocese of New Orleans 1000 Howard Avenue Suite 1000 New Orleans, LA 701131916	N/A	PUBLIC CHARITY	General support	5,000
Center for Community Change 1536 U Street NW Washington, DC 20009	N/A	PUBLIC CHARITY	Grassroots engagement in efforts to improve labor laws	100,000
Center for Community Change 1536 U Street NW Washington, DC 20009	N/A	PUBLIC CHARITY	Discuss needs and strategies to promote racial justice	15,500
Center for Economic and Policy Research 1611 Connecticut Ave NW Suite 400 Washington, DC 20009	N/A	PUBLIC CHARITY	Research economic benefits of union membership	87,000
Center for Economic and Policy Research 1611 Connecticut Ave NW Suite 400 Washington, DC 20009	N/A	PUBLIC CHARITY	General support	125,000
Center for Law and Social Policy 1015 15th Street NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	Support for Spotlight on Poverty and Opportunity	75,000
Center for Law and Social Policy 1015 15th Street NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	General support	1,000
Center for Lobbying in the Public Interest 1612 K Street NW Suite 505 Washington, DC 20006	N/A	PUBLIC CHARITY	General support	40,000
Center for Media and Democracy 520 University Avenue Suite 227 Madison, WI 54703	N/A	PUBLIC CHARITY	Support for the Real Economy Project	150,000
Center for Progressive Reform 455 Massachusetts Ave NW 150-513 Washington, DC 20001	N/A	PUBLIC CHARITY	Analyze regulations that affect public health & safety	250,000
Center for Public Policy Priorities 900 Lydia Street Austin, TX 787022526	N/A	PUBLIC CHARITY	Work to strengthen publicly funded health care in TX	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Center for Rural Affairs PO Box 136 Lyons, NE 68038	N/A	PUBLIC CHARITY	Include rural consumers in federal health care reform	100,000
Center on Budget and Policy Priorities 820 First St NE Suite 510 Washington, DC 20002	N/A	PUBLIC CHARITY	Shaping Debates on Federal & State Health Care Reform	200,000
Center on Budget and Policy Priorities 820 First St NE Suite 510 Washington, DC 20002	N/A	PUBLIC CHARITY	Support for the DC Fiscal Policy Institute	50,000
Center on Policy Initiatives 3727 Camino Del Rio South Suite 100 San Diego, CA 92104	N/A	PUBLIC CHARITY	Support for 'Cry Wolf'	100,000
Central American Solidarity & Assistance of Maryland 8151 15th Avenue Hyattsville, MD 20783	N/A	PUBLIC CHARITY	General support	200,000
Centro de los Derechos del Migrante PO Box 025250 11540 Miami, FL 33102	N/A	PUBLIC CHARITY	General support	70,000
Charles Hamilton Houston Institute for Race and Justice 125 Mount Auburn St 3rd Floor Cambridge, MA 02138	N/A	PUBLIC CHARITY	General support	5,000
Children and Family Justice Center Northwestern University School of Law 357 East Chicago Avenue Chicago, IL 606113069	N/A	PUBLIC CHARITY	Center on Wrongful Convictions of Youth	150,000
Children's Action Alliance 4001 North 3rd St Suite 160 Phoenix, AZ 85013	N/A	PUBLIC CHARITY	Support for Justice for AZ Youth	75,000
Children's Defense Fund-New York 15 Maiden Lane Suite 1200 New York, NY 10038	N/A	PUBLIC CHARITY	Advance system-wide juvenile justice reform in NY	100,000
Children's Law Center 1002 Russell Street Covington, KY 41011	N/A	PUBLIC CHARITY	Ohio Juvenile Justice Reform Initiative	75,000
Citizens For Juvenile Justice 101 Tremont Street Suite 1000 Boston, MA 02108	N/A	PUBLIC CHARITY	General support	50,000
CIVIC 1700 Connecticut Ave NW 3rd Floor Washington, DC 20009	N/A	PUBLIC CHARITY	General support	3,000
Coalition Against Poverty 48 Union Street 2nd Floor New Bedford, MA 02740	N/A	PUBLIC CHARITY	General support	30,000
Coalition for Juvenile Justice 1710 Rhode Island Ave NW10th Floor Washington, DC 20036	N/A	PUBLIC CHARITY	Juvenile Justice & Delinquency Prevention Act	50,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Colorado Consumer Health Initiative 1536 Wynkoop Street Suite 101 Denver, CO 80202	N/A	PUBLIC CHARITY	Regional gathering on health care reform	40,000
Colorado Criminal Justice Reform Coalition 1212 Mariposa St 6 Denver, CO 80204	N/A	PUBLIC CHARITY	General support	75,000
Columbia Heights Shaw Family Support Collective 1816 12th Street NW Suite 201 Washington, DC 20009	N/A	PUBLIC CHARITY	General support	5,000
Community Catalyst 30 Winter Street Floor 10 Boston, MA 02108	N/A	PUBLIC CHARITY	General support	300,000
Community Catalyst 30 Winter Street Floor 10 Boston, MA 02108	N/A	PUBLIC CHARITY	Improve implementation of national health reform	110,000
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005	N/A	PUBLIC CHARITY	Implement next stage of DC juvenile justice reform	110,229
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005	N/A	PUBLIC CHARITY	Implement next stage of DC juvenile justice reform	189,771
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005	N/A	PUBLIC CHARITY	Implement next stage of DC juvenile justice reform	-189,771
Community Legal Services 1424 Chestnut Street Philadelphia, PA 19102	N/A	PUBLIC CHARITY	Criminal Records Employment Project	50,000
Community Partners Inc 24 South Prospect Street Amherst, MA 01002	N/A	PUBLIC CHARITY	General support	50,000
Connecticut Coalition to End Homelessness 77 Buckingham Street Hartford, CT 06106	N/A	PUBLIC CHARITY	Annual Training Institute	5,000
Connecticut Junior Republic Goshen Road P O Box 161 Litchfield, CT 06759	N/A	PUBLIC CHARITY	Intervention services for at risk youth	10,000
Connecticut Juvenile Justice Alliance 2470 Fairfield Avenue Bridgeport, CT 06605	N/A	PUBLIC CHARITY	Reduce youth offenders sentenced in adult system	50,000
Connecticut Juvenile Justice Alliance 2470 Fairfield Avenue Bridgeport, CT 06605	N/A	PUBLIC CHARITY	Reduce incarcerating youths as adults in CT	25,000
Consumer Health Coalition 415 East Ohio Street Suite 300 Pittsburgh, PA 15212	N/A	PUBLIC CHARITY	General support	50,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Consumer Health Foundation 1400 16th Street NW Suite 710 Washington, DC 20036	N/A	Expenditure Responsi	Support for the Regional Health Collaboration	50,000
Consumers for Affordable Health Care Foundation 12 Church Street PO Box 2490 Augusta, ME 043382490	N/A	PUBLIC CHARITY	General support	100,000
Cornell University Sponsored Program Services 373 Pine Tree Road Ithaca, NY 14853	N/A	PUBLIC CHARITY	Research employer behavior during union organizing	50,000
Correctional Association of New York 2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027	N/A	PUBLIC CHARITY	Education to reform NY's mandatory sentencing laws	40,000
Correctional Association of New York 2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027	N/A	PUBLIC CHARITY	Adult corrections & juvenile justice reform	100,000
Council of State Governments Justice Center 100 Wall Street 20th Floor New York, NY 10005	N/A	PUBLIC CHARITY	Maximize the enactment of the Second Chance Act	87,500
Council of State Governments Justice Center 100 Wall Street 20th Floor New York, NY 10005	N/A	PUBLIC CHARITY	Help implement the Second Chance Act	200,000
Council of State Governments Justice Center 100 Wall Street 20th Floor New York, NY 10005	N/A	PUBLIC CHARITY	Support for Justice Reinvestment	150,000
Council on Foundations 2121 Crystal Drive Suite 700 Arlington, VA 22202	N/A	PUBLIC CHARITY	Annual contribution	40,000
Critical Exposure 1816 12th Street NW 3rd Floor Washington, DC 20009	N/A	PUBLIC CHARITY	The Waiting List Children & Illness	12,500
DC Appleseed 1111 14th St NW Suite 510 Washington, DC 20005	N/A	PUBLIC CHARITY	Support for the CareFirst Reform Project	75,000
DC Primary Care Association 1411 K Street NW Suite 300 Washington, DC 20005	N/A	PUBLIC CHARITY	Medical Homes approach to health care delivery	150,000
DC Vote 2000 P Street NW 200 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	75,000
DC Vote 2000 P Street NW 200 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	115,000
Delancey Street Foundation 600 Embarcadero San Francisco, CA 94107	N/A	PUBLIC CHARITY	General support	5,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DEMOS 220 5th Avenue 5th Floor New York, NY 10001	N/A	PUBLIC CHARITY	Improve economic well-being of poor & working class	75,000
Discovering Justice John Joseph Moakley US Courthouse One Courthouse Way Suite 3120 Boston, MA 02210	N/A	PUBLIC CHARITY	General support	2,000
Dress for Success Boston c/o Suffolk County Family Justice Center 989 Commonwealth Avenue Boston, MA 02215	N/A	PUBLIC CHARITY	General support	2,500
Drug Policy Alliance 70 West 36th Street 16th Floor New York, NY 10018	N/A	PUBLIC CHARITY	Criminal justice drug policy reforms in AL, NJ, NM	150,000
Economic Policy Institute 1333 H Street NW Suite 300 East Tower Washington, DC 200054707	N/A	PUBLIC CHARITY	Living Standards & Economic Analysis Network	75,000
Educational Broadcasting Corporation 450 West 33rd Street New York, NY 10001	N/A	PUBLIC CHARITY	PBS tv program Bill Moyers Journal	125,000
Ella Baker Center For Human Rights 344 40th Street Oakland, CA 94607	N/A	PUBLIC CHARITY	Support for Books Not Bars	50,000
Environmental Working Group 1436 U Street NW Suite 100 Washington, DC 20009	N/A	PUBLIC CHARITY	Analyze possible health risks of cell phones	25,000
Equal Justice Initiative 122 Commerce Street Montgomery, AL 36104	N/A	PUBLIC CHARITY	General support	100,000
Equal Justice Initiative 122 Commerce Street Montgomery, AL 36104	N/A	PUBLIC CHARITY	Support to advocate for parole reform in AL	100,000
Equal Justice Works 2120 L Street NW Suite 450 Washington, DC 200371541	N/A	PUBLIC CHARITY	Fellowship program for indigent defense	15,000
Equal Justice Works 2120 L Street NW Suite 450 Washington, DC 200371541	N/A	PUBLIC CHARITY	Fellowship in honor of Hyman Edelman	8,000
Equal Rights Center 11 Dupont Circle NW Suite 400 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	1,000
Families & Allies of Virginia's Youth 701 S Wayne Street Arlington, VA 22204	N/A	Sponsored Program	Advocacy to end transfer of youths to adult courts	30,000
Families Against Mandatory Minimums 1612 K Street NW Suite 700 Washington, DC 20010	N/A	PUBLIC CHARITY	General support	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Families Against Mandatory Minimums 1612 K Street NW Suite 700 Washington, DC 20010	N/A	PUBLIC CHARITY	General support	100,000
Families Against Mandatory Minimums 1612 K Street NW Suite 700 Washington, DC 20010	N/A	PUBLIC CHARITY	Reform RX drug mandatory sentencing laws in FL	100,000
Family Justice 625 Broadway 8 Floor New York, NY 10012	N/A	PUBLIC CHARITY	General support	150,000
Farmworker Justice 1126 16th Street NW Suite 270 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	75,000
Federation of Congregations United to Serve 406 E Amelia St Orlando, FL 32803	N/A	PUBLIC CHARITY	General support	60,000
Florida CHAIN (Community Health Action Information Network) 16887 96th Terrace North Jupiter, FL 33478	N/A	PUBLIC CHARITY	General support	180,000
Fortune Society 29-76 Northern Boulevard Long Island City, NY 11101	N/A	PUBLIC CHARITY	David Rothenberg Center for Public Policy	100,000
Foundation Center 79 Fifth Avenue and 16th Street New York, NY 100033076	N/A	PUBLIC CHARITY	Annual contribution	13,500
Foundation for a Healthy Kentucky 9300 Shelbyville Road Suite 1305 Louisville, KY 40222	N/A	PUBLIC CHARITY	KY Voices for Health Initiative	250,000
Foundation for Management Education in Central America PO Box 639 Glen Echo, MD 20812	N/A	PUBLIC CHARITY	General support	5,000
Freedom Network Training Institute 1112 16th St NW Suite 600 Washington, DC 20036	N/A	Sponsored Program	General support	100,000
Front Range Economic Strategy Center 140 Sheridan Blvd Denver, CO 80226	N/A	PUBLIC CHARITY	General support	75,000
Fruit & Flower Child Care Center 2378 NW Irving Portland, OR 97210	N/A	PUBLIC CHARITY	General support	1,000
Fuel Fund of Maryland 305 W Chesapeake Avenue Ste 115 Baltimore, MD 21204	N/A	PUBLIC CHARITY	General support	500
Fund for Constitutional Government 122 Maryland Avenue NE Washington, DC 20002	N/A	PUBLIC CHARITY	Rights of workers injured in the line of duty	6,325
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Georgetown University 37th O Streets NW Box 571168 Washington, DC 200571168	N/A	PUBLIC CHARITY	Strengthen progressive juvenile justice reform	150,000
Georgia Budget and Policy Institute 100 Edgewood Ave Suite 950 Atlanta, GA 30303	N/A	PUBLIC CHARITY	General support	100,000
Georgia Stand-Up 501 Pulliam Street SW Suite 517C Atlanta, GA 30312	N/A	PUBLIC CHARITY	Support for 'Georgia STAND-UP and Be Counted'	150,000
Georgians for a Healthy Future 100 Edgewood Avenue Suite 815 Atlanta, GA 30303	N/A	PUBLIC CHARITY	Support for board development work	1,500
Georgians for a Healthy Future 100 Edgewood Avenue Suite 815 Atlanta, GA 30303	N/A	PUBLIC CHARITY	General support	100,000
Global Anti-Incinerator Alliance 2530 San Pablo Avenue Berkeley, CA 94710	N/A	Sponsored Program	Blue-green campaign to promote safe & healthy jobs	100,000
Goodspeed Musicals 6 Main St PO Box A East Haddam, CT 064230281	N/A	PUBLIC CHARITY	General support	5,000
Grantmakers In Health 1100 Connecticut Avenue NW Suite 1200 Washington, DC 20036	N/A	PUBLIC CHARITY	Publishing special initiatives for grantmaking in health	12,500
Greater Boston Interfaith Organization 594 Columbia Road Suite 402 Dorchester, MA 02125	N/A	PUBLIC CHARITY	Implement a health reform plan in MA	50,000
Green Door 1623 16th Street NW Washington, DC 20009	N/A	PUBLIC CHARITY	General support	2,500
Guadalupe Middle School 1214 E Lincoln Street Brownsville, TX 78521	N/A	PUBLIC CHARITY	Support for scholarships	10,000
Gunnison Area Restorative Practices 200 E Virginia Ave Gunnison, CO 81230	N/A	PUBLIC CHARITY	General support	1,000
Habitat for Humanity - Montgomery County 9110 Gaither Road Gaithersburg, MD 20877	N/A	PUBLIC CHARITY	General support	250
Hartford Interval House PO Box 340207 Hartford, CT 061340207	N/A	PUBLIC CHARITY	Support for crisis intervention services	2,500
Health Action New Mexico PO Box 460 Bernalillo, NM 87004	N/A	PUBLIC CHARITY	General support	250,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Health Care for All 30 Winter Street Suite 1010 Boston, MA 02108	N/A	PUBLIC CHARITY	Health Reform and Cost Control Initiative	50,000
Herbert Scoville Jr Peace Fellowship 322 4th Street NE Washington, DC 20002	N/A	PUBLIC CHARITY	General support	50,000
Home for Little Wanderers 271 Huntington Ave Boston, MA 02115	N/A	PUBLIC CHARITY	General support	2,500
HorizonsMaret 3000 Cathedral Ave NW Washington, DC 20008	N/A	Public Agency	General support	10,000
House of Ruth 5 Thomas Circle NW Washington, DC 20005	N/A	PUBLIC CHARITY	General support	500
Human Impact Partners 274 14th Street Oakland, CA 94612	N/A	PUBLIC CHARITY	General support	100,000
Human Rights Defense Center 2400 NW 80th St PMB 148 Seattle, WA 98117	N/A	PUBLIC CHARITY	General support	3,000
Human Rights Watch 350 Fifth Avenue 34th Floor New York, NY 10118	N/A	PUBLIC CHARITY	Update human rights study on child farm worker abuses	50,000
Human Services Coalition of Dade County 1900 Biscayne Blvd Suite 200 Miami, FL 33132	N/A	PUBLIC CHARITY	Access Through Action Advocacy Corps	75,000
In These Times 2040 North Milwaukee Avenue Chicago, IL 60647	N/A	PUBLIC CHARITY	Blog on workers' rights issues news coverage	80,000
Independent Sector 1602 L Street NW Suite 900 Washington, DC 20036	N/A	PUBLIC CHARITY	Annual contribution	12,500
InnVision 1900 The Alameda Suite 400 San Jose, CA 95126	N/A	PUBLIC CHARITY	Opportunity Center in Palo Alto, CA	2,000
Institute for Juvenile Justice Reform and Alternatives 1637 Bedford Avenue SBSS 220-32 Brooklyn, NY 11225	N/A	PUBLIC CHARITY	Increase age of juvenile court jurisdiction in NY	50,000
Interfaith Worker Justice 1020 W Bryn Mawr Ave Chicago, IL 60660	N/A	PUBLIC CHARITY	General support	75,000
Jewish Funds for Justice 330 Seventh Avenue Suite 1902 New York, NY 10001	N/A	PUBLIC CHARITY	General support	1,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Justice Policy Institute 1012 14th Street NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	Analyze policies in AL's criminal justice system	50,000
Justice Policy Institute 1012 14th Street NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	General support	150,000
Justice Policy Institute 1012 14th Street NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	Implement model for classifying prisoners in AL	100,000
Juvenile Justice Project of Louisiana 1600 Oretha Castle Haley Blvd New Orleans, LA 70113	N/A	PUBLIC CHARITY	Alternatives to incarceration for youths	50,000
Juvenile Law Center 1315 Walnut Street 4th Floor Philadelphia, PA 19107	N/A	PUBLIC CHARITY	Support for juvenile justice reform in PA	100,000
Juvenile Law Center 1315 Walnut Street 4th Floor Philadelphia, PA 19107	N/A	PUBLIC CHARITY	General support	1,000
Kansas Health Consumer Coalition 534 S Kansas Ave Suite 1220 Topeka, KS 66603	N/A	PUBLIC CHARITY	General support	130,000
Kentucky Equal Justice Center 201 West Short Street Suite 310 Lexington, KY 40507	N/A	PUBLIC CHARITY	Policy reforms to improve KY workers' rights in courts	74,000
Keystone Research Center 412 North Third Street Harrisburg, PA 17101	N/A	PUBLIC CHARITY	Support for the PA Budget and Policy Center	75,000
Kids Voting USA-Brownsville The Center for Civic Engagement The University of Brownsville 80 Fort B Brownsville, TX 78520	N/A	PUBLIC CHARITY	Teach children about civic responsibility	10,000
Koreatown Immigrant Workers Alliance 3465 West 8th St Los Angeles, CA 90005	N/A	PUBLIC CHARITY	Support for the CLEAN Car Wash Campaign	25,000
La Fe Policy Research and Education Center 1314 E Yandell El Paso, TX 79902	N/A	PUBLIC CHARITY	Increase # of Latinos in TX with health insurance	60,000
Lawyers' Committee for Civil Rights Under Law 1401 New York Avenue NW Suite 400 Washington, DC 20005	N/A	PUBLIC CHARITY	Analyze criminal & juvenile justice issues	20,000
Leadership Conference on Civil Rights Education Fund 1629 K Street NW Suite 1000 Washington, DC 20006	N/A	PUBLIC CHARITY	Mobilize civil rights community to improve labor laws	75,000
Legal Action Center 225 Varick Street 4th Floor New York, NY 10014	N/A	PUBLIC CHARITY	Support for the National H I R E Network	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Legal Aid Justice Center 1000 Preston Avenue Suite A Charlottesville, VA 22903	N/A	PUBLIC CHARITY	Reform VA's juvenile transfer laws	50,000
Lend-A-Hand India 784 Columbus Avenue 10G New York, NY 10025	N/A	PUBLIC CHARITY	General support	100
Los Angeles Alliance For A New Economy 464 Lucas Ave Suite 202 Los Angeles, CA 90017	N/A	PUBLIC CHARITY	Campaign to improve conditions for short-haul truckers	500,000
Louisiana Association of Nonprofit Organizations PO Box 66558 Baton Rouge, LA 70896	N/A	PUBLIC CHARITY	Support for the LA Budget Project	75,000
Louisiana Consumer Healthcare Coalition 243 Washington Street Breaux Bridge, LA 70517	N/A	Sponsored Program	General support	100,000
Louisiana Justice Institute 1631 Elysian Fields Avenue New Orleans, LA 70117	N/A	PUBLIC CHARITY	General support	5,000
MD CASE 3800A 34th St Mt Rainier, MD 20712	N/A	PUBLIC CHARITY	General support	25,000
Medicare Rights Center 520 Eighth Avenue North Wing 3rd Floor New York, NY 10018	N/A	PUBLIC CHARITY	Increase low-income people in Medicare	100,000
Mental Health Association in PA 1414 North Cameron St 1st Floor Harrisburg, PA 17103	N/A	PUBLIC CHARITY	Juvenile justice system reform in PA	30,000
Mexican American Legal Defense and Educational Fund 634 S Spring Street 11th Floor Los Angeles, CA 90014	N/A	PUBLIC CHARITY	Support for outreach for the 2010 national census	200,000
Middlesex County Community Foundation 211 South Main Street Middletown, CT 06457	N/A	PUBLIC CHARITY	General support	5,000
Minnesota Women's Consortium 550 Rice Street St Paul, MN 55103	N/A	PUBLIC CHARITY	Educate Minnesotans about benefits of paid sick days	50,000
Mississippi Center for Justice P O Box 1023 Jackson, MS 39215	N/A	PUBLIC CHARITY	Eliminate barriers to enrollment in public health care	100,000
Mississippi Center for Justice P O Box 1023 Jackson, MS 39215	N/A	PUBLIC CHARITY	Unemployment Insurance Campaign	25,000
Mississippi Health Advocacy Program a project of Sisters of Mercy Health S 800 North President Street Jackson, MS 39202	N/A	PUBLIC CHARITY	Expand health coverage	150,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MomsRisingorg MomsRising c/o Donna Rea 12011 Bel-Red Rd Suite 206 Bellevue, WA 98005	N/A	Sponsored Program	General support	175,000
Montgomery County Coalition for the Homeless 600 - B East Gude Drive Rockville, MD 20850	N/A	PUBLIC CHARITY	General support	500
Music Menlo 50 Valparaiso Avenue Atherton, CA 94027	N/A	PUBLIC CHARITY	General support	1,000
Nashville Coalition for Economic and Racial Justice 1334 Lischey Avenue Nashville, TN 37207	N/A	Sponsored Program	Improve workplace health and safety	100,000
National Alliance of Faith and Justice PO Box 77075 Washington, DC 20013	N/A	PUBLIC CHARITY	DVD promoting criminal justice activism	17,500
National Alliance of Faith and Justice PO Box 77075 Washington, DC 20013	N/A	PUBLIC CHARITY	Reform of the nation's criminal justice system	150,000
National Association for the Advancement of Colored People 4805 Mt Hope Drive Baltimore, MD 212153297	N/A	PUBLIC CHARITY	Meeting of civil rights organizations	6,000
National Association for the Advancement of Colored People 4805 Mt Hope Drive Baltimore, MD 212153297	N/A	PUBLIC CHARITY	General support	200,000
National Association for Urban Debate Leagues 332 S Michigan Avenue Suite 500 Chicago, IL 60604	N/A	PUBLIC CHARITY	General support	3,000
National Brain Tumor Society 124 Watertown Street Suite 2D Watertown, MA 02472	N/A	PUBLIC CHARITY	Support for the Race for Hope	50
National Bureau of Economic Research 1050 Massachusetts Avenue Cambridge, MA 02138	N/A	PUBLIC CHARITY	Criminal justice issues from economic perspective	100,000
National Center for Youth Law 405 14th Street 15th Floor Oakland, CA 94612	N/A	PUBLIC CHARITY	Juvenile justice reform in AR and WY	150,000
National Center for Youth Law 405 14th Street 15th Floor Oakland, CA 94612	N/A	PUBLIC CHARITY	General support	2,000
National Committee for Responsive Philanthropy 1331 H Street NW Suite 200 Washington, DC 20005	N/A	PUBLIC CHARITY	Annual contribution	30,000
National COSH 301 Fayetteville St 2814 Raleigh, NC 27601	N/A	Sponsored Program	General support	200,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
National Day Laborer Organizing Network 675 S Park View Street Suite B Los Angeles, CA 90057	N/A	PUBLIC CHARITY	General support	250,000
National Employment Law Project 75 Maiden Lane Suite 601 New York, NY 10038	N/A	PUBLIC CHARITY	General support	250,000
National Employment Law Project 75 Maiden Lane Suite 601 New York, NY 10038	N/A	PUBLIC CHARITY	Conference on minimum wage and overtime laws	10,000
National Employment Law Project 75 Maiden Lane Suite 601 New York, NY 10038	N/A	PUBLIC CHARITY	General support	5,000
National Fatherhood Initiative 20410 Observation Drive Suite 107 Germantown, MD 20876	N/A	PUBLIC CHARITY	General support	2,500
National Health Law Program 2639 S La Cienega Blvd Los Angeles, CA 90034	N/A	PUBLIC CHARITY	General support	150,000
National Health Law Program 2639 S La Cienega Blvd Los Angeles, CA 90034	N/A	PUBLIC CHARITY	Train practitioners to access health services	103,000
National MS Society 1800 M Street NW Suite 750 South Washington, DC 20036	N/A	PUBLIC CHARITY	General support	350
National Partnership for Women & Families 1875 Connecticut Ave NW Suite 650 Washington, DC 20009	N/A	PUBLIC CHARITY	Education about paid sick days	10,000
National Partnership for Women & Families 1875 Connecticut Ave NW Suite 650 Washington, DC 20009	N/A	PUBLIC CHARITY	Coordinating efforts about paid sick days	220,000
National Peace Corps Association 1900 L Street NW Suite 404 Washington, DC 200365002	N/A	PUBLIC CHARITY	General support	5,000
National Peace Corps Association 1900 L Street NW Suite 404 Washington, DC 200365002	N/A	PUBLIC CHARITY	General support	5,000
National Physicians Alliance Foundation 888 16th St NW Suite 800 PMB 835 Washington, DC 20006	N/A	PUBLIC CHARITY	General support	100,000
National Public Radio 635 Massachusetts Avenue NW Washington, DC 200013753	N/A	PUBLIC CHARITY	Support for coverage of workers' rights issues	100,000
National Women's Health Network 1413 K Street NW 4th Floor Washington, DC 20005	N/A	PUBLIC CHARITY	General support	1,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
National Women's Law Center 11 Dupont Circle NW Suite 800 Washington, DC 20036	N/A	PUBLIC CHARITY	Expand women's access to health care	75,000
Nebraska Appleseed Center for Law in the Public Interest 941 O Street Suite 920 Lincoln, NE 68508	N/A	PUBLIC CHARITY	Improve safety policies for NE's meatpacking workers	75,000
Neighbor to Neighbor Massachusetts 8 Beacon Street 4th Floor Boston, MA 02108	N/A	PUBLIC CHARITY	Health Care Reform	50,000
New America Foundation 1899 L Street NW Suite 400 Washington, DC 20036	N/A	PUBLIC CHARITY	Access to health care for immigrants	100,000
New College Institute 29 Jones Street Martinsville, VA 24112	N/A	PUBLIC CHARITY	General support	20,000
New Hampshire Women's Alliance PO Box 1072 Concord, NH 03302	N/A	PUBLIC CHARITY	Educate people in NH about paid sick days	40,000
New Israel Fund 1101 14th Street NW Sixth Floor Washington, DC 200055639	N/A	PUBLIC CHARITY	General support	3,000
New Jersey Work Environment Council 142 West State Street Third Floor Trenton, NJ 08608	N/A	PUBLIC CHARITY	General support	75,000
New Mexico Center on Law and Poverty 720 Vassar Drive NE Albuquerque, NM 87106	N/A	PUBLIC CHARITY	Legal protections for NM's impoverished workers	75,000
New Mexico Voices for Children 2340 Alamo Road SE Suite 120 Albuquerque, NM 87106	N/A	PUBLIC CHARITY	Suport for the Fiscal Policy Project	50,000
North Carolina Justice Center PO Box 28068 Raleigh, NC 276118068	N/A	PUBLIC CHARITY	NC Health Access Coalition	250,000
Northwest Workers' Justice Project 917 SW Oak 412 Portland, OR 97205	N/A	Sponsored Program	Advocacy for low-wage workers	75,000
OpenDoors 841 Broad Street Providence, RI 02907	N/A	PUBLIC CHARITY	Advance prisoner reentry & sentencing reform in RI	75,000
Organization for Youth Empowerment 3351 18th Street NW Washington, DC 20010	N/A	PUBLIC CHARITY	Scholarships to poor children in Honduras	15,000
Organization for Youth Empowerment 3351 18th Street NW Washington, DC 20010	N/A	PUBLIC CHARITY	General support	5,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Organizing Neighborhood Equity (ONE DC) PO Box 26049 614 S Street NW Washington, DC 20001	N/A	PUBLIC CHARITY	Larry Kressley Community Organizing Institute	50,000
Pangaea Global AIDS Foundation 995 Market Street Suite 200 San Francisco, CA 94103	N/A	PUBLIC CHARITY	General support in memory of Michael J Calhoun	1,000
Paraprofessional Healthcare Institute Inc (PHI) 349 East 149th Street 10th Floor Bronx, NY 10451	N/A	PUBLIC CHARITY	Organizing health care workers for reform in PA	50,000
Partnership for Safety and Justice 825 NE 20th Ave Suite 250 Portland, OR 97232	N/A	PUBLIC CHARITY	General support	100,000
Partnership for Working Families 2525 W Alameda Denver, CO 80219	N/A	PUBLIC CHARITY	General support	150,000
PathWays PA 310 Amosland Road Holmes, PA 19043	N/A	PUBLIC CHARITY	Educate PA about paid sick days	16,000
PICO National Network 171 Santa Rosa Ave Oakland, CA 94610	N/A	PUBLIC CHARITY	New Voices for Health Care Campaign	200,000
PKD Foundation 9221 Ward Parkway Suite 400 Kansas City, MO 641143367	N/A	PUBLIC CHARITY	General support	140
Planned Parenthood Mar Monte 1605 The Alameda San Jose, CA 951262202	N/A	PUBLIC CHARITY	General support	1,000
Policy Matters Ohio 3631 Perkins Avenue Suite 4C-East Cleveland, OH 441144706	N/A	PUBLIC CHARITY	General support	100,000
Primary Care Coalition of Montgomery County Maryland 8757 Georgia Avenue 10th Floor Silver Spring, MD 20910	N/A	PUBLIC CHARITY	Advocacy to forge policies	50,000
Prison Fellowship Ministries 44180 Riverside Parkway Lansdowne, VA 20176	N/A	PUBLIC CHARITY	Outreach to conservative leaders for criminal reforms	100,000
Prison Policy Initiative 69 Garfield Ave Floor 1 Easthampton, MA 01027	N/A	PUBLIC CHARITY	Public campaign about census practices	200,000
Progressive America Fund 2-4 Nevins Street 3rd Floor Brooklyn, NY 11217	N/A	PUBLIC CHARITY	CT Working Families	40,000
Progressive States Network 101 Avenue of the Americas 3rd Floor New York, NY 10013	N/A	PUBLIC CHARITY	Develop pro-worker policies in states	194,546
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Project on Scientific Knowledge and Public Policy (SKAPP) GWU Dept of Environmental Occupatio al Health 2100 M St NW Suite 203 Washington, DC 20037	N/A	PUBLIC CHARITY	Beyond OSHA '	190,500
Public Assets Institute PO Box 942 Montpelier, VT 05601	N/A	PUBLIC CHARITY	General support	100,000
Public Citizen Foundation 1600 20th Street NW Washington, DC 20009	N/A	PUBLIC CHARITY	Improve federal standards for workers' safety	219,500
Public Citizen Foundation 1600 20th Street NW Washington, DC 20009	N/A	PUBLIC CHARITY	General support	1,000
Public Policy Institute 30 Winter Street Boston, MA 02108	N/A	PUBLIC CHARITY	New Hampshire Voices for Health	67,500
Reach Out and Read Connecticut Connecticut Children s Medical Center 282 Washington Street 1-G Hartford, CT 06106	N/A	Sponsored Program	Support for Reach Out and Read Connecticut	2,500
ROC United 350 Seventh Ave 18th Floor New York, NY 10001	N/A	Sponsored Program	Workers' rights in the restaurant industry	25,000
ROC United 350 Seventh Ave 18th Floor New York, NY 10001	N/A	Sponsored Program	Health & safety policies for restaurant workers	150,000
S Brunswick Citizens for Independent Living 100 Woods Lane Monmouth Junction, NJ 08852	N/A	PUBLIC CHARITY	General support	2,000
Safer Foundation 571 West Jackson Blvd Chicago, IL 60661	N/A	PUBLIC CHARITY	Support for the Policy and Advocacy Program	75,000
Salvation Army 2626 Pennsylvania Avenue NW Washington, DC 20037	N/A	PUBLIC CHARITY	Support for the Washington Area Fuel Fund	500
Sargent Shriver National Center on Poverty Law 50 E Washington Street Suite 500 Chicago, IL 60602	N/A	PUBLIC CHARITY	Reduce barriers to re-entry	60,000
SC Fair Share Education Fund PO Box 8888 Columbia, SC 29202	N/A	PUBLIC CHARITY	Small businesses to expand health insurance coverage	150,000
Second Harvest Food Bank of Santa Clara and San Mateo Counties 750 Curtner Avenue San Jose, CA 95125	N/A	PUBLIC CHARITY	General support	5,000
Small Business Majority 4000 Bridgeway Suite 101 Sausalito, CA 94965	N/A	Sponsored Program	Small business to influence health reform	200,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Small Business Majority 4000 Bridgeway Suite 101 Sausalito, CA 94965	N/A	Sponsored Program	Affordable Health Care Project'	150,000
Sojourners 3333 14th St NW Suite 200 Washington, DC 20010	N/A	PUBLIC CHARITY	Faith community in health reform discussions	15,000
South Carolina Appleseed Legal Justice Center PO Box 7187 Columbia, SC 29202	N/A	PUBLIC CHARITY	Health Care for All SC Project	100,000
South Carolina Small Business Chamber of Commerce 1717 Gervais Street Columbia, SC 29201	N/A	Sponsored Program	Small business solutions to health care crisis	75,000
Southern Center for Human Rights 83 Poplar Street NW Atlanta, GA 30303	N/A	PUBLIC CHARITY	Reduce rates of incarceration in GA & AL	150,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	PUBLIC CHARITY	Reduce FL's juvenile detention & incarceration	100,000
Storycorps 80 Hanson Place 2nd Floor Brooklyn, NY 11217	N/A	PUBLIC CHARITY	General support	2,000
Strongtowers Ministry PO Box 20523 Baltimore, MD 212230523	N/A	PUBLIC CHARITY	General support	4,000
Susan G Komen Foundation Greater Lansing Affiliate PO Box 4368 East Lansing, MI 488264368	N/A	PUBLIC CHARITY	General support	50
Tanzanian Children's Fund 45 Exchange Street Portland, ME 04101	N/A	PUBLIC CHARITY	General support	3,000
Teach for America - Bay Area 101 New Montgomery Street 5th Floor San Francisco, CA 94105	N/A	PUBLIC CHARITY	General support	3,000
Tenants' and Workers' United 3801 Mt Vernon Ave Alexandria, VA 22305	N/A	PUBLIC CHARITY	Advance health care reform in VA	50,000
Tennessee Health Care Campaign 1103 Chapel Avenue Nashville, TN 372062446	N/A	PUBLIC CHARITY	General support	250,000
Tennessee Justice Center 301 Charlotte Avenue Nashville, TN 372011101	N/A	PUBLIC CHARITY	General support	50,000
Texas Criminal Justice Coalition 510 S Congress Suite 104 Austin, TX 78704	N/A	PUBLIC CHARITY	General support	83,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Texas Impact Education Fund 221 East 9th Street 403 Austin, TX 78704	N/A	PUBLIC CHARITY	Support for the Texas Health Justice Project	50,000
Texas Public Policy Foundation 900 Congress Ave Ste 400 Austin, TX 78701	N/A	PUBLIC CHARITY	Effective Juvenile Justice Project	75,000
The American Prospect 1710 Rhode Island Avenue NW 12th Floor Washington, DC 20036	N/A	PUBLIC CHARITY	Doing Right by American Workers'	75,000
The Carsey Institute University of New Hampshire 51 College Road Durham, NH 03824	N/A	PUBLIC CHARITY	NH workers' access to paid sick days	3,000
The Employee Rights Advocacy Institute For Law and Policy 44 Montgomery Street Suite 2080 San Francisco, CA 94104	N/A	PUBLIC CHARITY	Opinion research on deregulation	200,000
The Foraker Group 161 Klevin Street Suite 101 Anchorage, AK 99508	N/A	PUBLIC CHARITY	Training for nonprofit organizations in AK	25,000
The Herndon Alliance 3438 East Florence Court Seattle, WA 98112	N/A	PUBLIC CHARITY	General support	100,000
The Regents of the University of California c/o Sponsored Projects Office 2150 Shattuck Avenue Suite 313 Universit Berkeley, CA 947045954	N/A	PUBLIC CHARITY	Research about unionization	50,000
The Sentencing Project The Lincoln Building 514 Tenth Street NW 10th Floor Washington, DC 20004	N/A	PUBLIC CHARITY	General support	200,000
Unemployment Information Center 112 North Broad Street 11th Floor Philadelphia, PA 19102	N/A	PUBLIC CHARITY	Health care reform in PA	75,000
United Support and Memorial for Workplace Fatalities 2837 Yellowstone Parkway Lexington, KY 405174190	N/A	PUBLIC CHARITY	General support	81,000
Universal Health Care Action Network of Ohio 404 S 3rd Street Columbus, OH 432155413	N/A	PUBLIC CHARITY	Small business education regarding health care	15,000
University of Illinois Foundation PO Box 3429 Urbana, IL 618263429	N/A	PUBLIC CHARITY	Support for the College of Business	100
University of Illinois Foundation PO Box 3429 Urbana, IL 618263429	N/A	PUBLIC CHARITY	Student Affairs Need Based Scholarships	100
University of Massachusetts Lowell One University Ave Lowell, MA 10854	N/A	Sponsored Program	Advocacy for more prevention-focused health & safety	128,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
URU The Right To Be Inc PO Box 26925 West Haven, CT 065160968	N/A	PUBLIC CHARITY	Support for 'The Deadliest Disease in America' film	25,000
Utah Health Policy Project 508 E South Temple Suite 45 Salt Lake City, UT 84102	N/A	PUBLIC CHARITY	General support	100,000
Vera Institute of Justice 1330 Connecticut Ave NW Suite B Washington, DC 20036	N/A	PUBLIC CHARITY	Symposium Series on Juvenile Justice	10,500
Vera Institute of Justice 1330 Connecticut Ave NW Suite B Washington, DC 20036	N/A	PUBLIC CHARITY	Prosecution and Racial Justice Project	200,000
Vera Institute of Justice 1330 Connecticut Ave NW Suite B Washington, DC 20036	N/A	PUBLIC CHARITY	Reforming services for inmates leaving DC jail	100,000
Vera Institute of Justice 1330 Connecticut Ave NW Suite B Washington, DC 20036	N/A	PUBLIC CHARITY	Conference on how to improve reentry services	16,471
Vermont Campaign for Health Care Security Education Fund 153 Elm Street Suite 2 Montpelier, VT 05602	N/A	PUBLIC CHARITY	General support	150,000
Vermont Public Interest Research and Education Fund 141 Main St Ste6 Montpelier, VT 05602	N/A	PUBLIC CHARITY	Health Care for All	50,000
Violence Policy Center 1730 Rhode Island Ave NW Suite 1014 Washington, DC 20036	N/A	PUBLIC CHARITY	General support	25,000
Virginia Interfaith Center for Public Policy PO Box 12516 Richmond, VA 23241	N/A	PUBLIC CHARITY	Develop advocates for health care reform	200,000
Virginia Organizing Project 703 Concord Avenue Charlottesville, VA 22903	N/A	PUBLIC CHARITY	Develop advocates for health care reform	30,000
Virginia Poverty Law Center 700 E Franklin Street Suite 14T1 Richmond, VA 23219	N/A	PUBLIC CHARITY	Develop advocates for health care reform	30,000
Voices for Utah Children 747 E South Temple Suite 100 Salt Lake City, UT 84102	N/A	PUBLIC CHARITY	General support	50,000
Voices for Vermont's Children PO Box 261 Montpelier, VT 05601	N/A	PUBLIC CHARITY	Education and advocacy work for paid sick days	38,000
W Haywood Burns Institute 180 Howard Street Suite 320 San Francisco, CA 94105	N/A	PUBLIC CHARITY	General support	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Washington Grantmakers 1400 Sixteenth Street NW Suite 740 Washington, DC 20036	N/A	PUBLIC CHARITY	Annual contribution	21,825
Washington Legal Clinic for the Homeless 1200 U Street NW Third Floor Washington, DC 200094443	N/A	PUBLIC CHARITY	General support	1,000
Washington Office on Latin America 1630 Connecticut Avenue NW Washington, DC 20009	N/A	PUBLIC CHARITY	General support	5,000
Wisconsin Council on Children and Families 555 W Washington Avenue Suite 200 Madison, WI 53703	N/A	PUBLIC CHARITY	Justice for WI Youth project	60,000
Women Employed 65 E Wacker Place Suite 1500 Chicago, IL 60601	N/A	PUBLIC CHARITY	Educational work on paid sick days in IL	40,000
Workers Defense Project PO Box 6423 Austin, TX 78762	N/A	PUBLIC CHARITY	Reform unsafe conditions in construction in TX	50,000
Working America Education Fund 815 Sixteenth Street NW 5th floor Washington, DC 20006	N/A	PUBLIC CHARITY	General support	150,000
Working Hands Legal Clinic 77 West Washington Street Suite 1402 Chicago, IL 60602	N/A	PUBLIC CHARITY	General support	175,000
WorkSafe 171 12th Street 3rd Floor Oakland, CA 94607	N/A	PUBLIC CHARITY	General support	100,000
Total . . . . . ▶ **3a**				22,400,036

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
9to5 Nat'l Assoc of Working Women 207 E Buffalo St 211 Milwaukee, WI 53202			Work to support paid sick days in the city of Milwaukee	10,000
9to5 Nat'l Assoc of Working Women 207 E Buffalo St 211 Milwaukee, WI 53202			Support for educational work about the need for paid sick days	80,000
A Better Balance80 Maiden Lane Suite 601 New York, NY 10038			Legal Assistance to Paid Sick Days Campaigns	75,000
Abilities United525 East Charleston Rd Palo Alto, CA 94306			General support	2,000
Action for Children North Carolina1300 St Marys Street Suite 500 Raleigh, NC 27605			Youth Opportunities Initiative	50,000
Adaptive Sports Center of Crested ButtePO Box 1639 Crested Butte, CO 81224			General support	15,000
Agnes Scott College141 E College Ave Decatur, GA 30030			General support	200
Alston Bannerman Leadership Initiative1627 Lancaster Street Baltimore, MD 21231			Annual contribution	25,000
American Diabetes Association1701 North Beauregard Street Alexandria, VA 22311			General support	50
American Diabetes Association1701 North Beauregard Street Alexandria, VA 22311			General support	100
American Heart Association237 East Marks St Orlando, FL 32803			General support	100
American Rights at Work1100 17th Street Suite 950 Washington, DC 20036			General support	400,000
American University School of Communications4400 Massachusetts Avenue NW Washington, DC 200168141			Develop an online publication on safety & health	10,000
Americans for Peace Now1101 14th Street NW 6th Floor Washington, DC 20005			General support	2,000
Appleseed1111 14th St NW Suite 510 Washington, DC 20005			Support for the CareFirst Reform Project	75,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Arkansas Department of Human Services700 S Main Street PO Box 1437 slot S502 Little Rock, AR 72203			Juvenile Justice Reform in Arkansas	155,000
Bazelon Center for Mental Health Law 1101 15th Street NW Suite 1212 Washington, DC 20005			Support for Healthcare Reform Integrating Mental Health into Healthcare	100,000
Bob Woodruff FoundationPO Box 955 Bristow, VA 20136			General support	50
Boston Medical CenterOne Boston Medical Center Place Boston, MA 02118			Support to extend the medical-legal partnership model	100,000
Brainfood755 8th Street NW Washington, DC 20001			General support	2,000
Brattleboro Community Justice Center 230 Main Street Suite 302 Brattleboro, VT 05301			Justice Alternatives program	4,000
Brave New Foundation10510 Culver Blvd Culver City, CA 90232			Media strategies for health & safety workplace reform	175,000
Building Futures NowPO Box 1524 Palo Alto, CA 943021524			General support	5,000
Campaign for Youth Justice1012 14th Street NW Suite 610 Washington, DC 20005			General support	100,000
Campaign for Youth Justice1012 14th Street NW Suite 610 Washington, DC 20005			General support	250,000
Campaign for Youth Justice1012 14th Street NW Suite 610 Washington, DC 20005			Juvenile sentencing reform	20,000
Carmel Presbyterian Church3549 Reading Road Cincinnati, OH 45229			Support to assist in making the church handicapped and elderly accessible	20,000
Catholic Charities Archdiocese of New Orleans1000 Howard Avenue Suite 1000 New Orleans, LA 701131916			General support	5,000
Center for Community Change1536 U Street NW Washington, DC 20009			Discuss needs and strategies to promote racial justice	15,500
Center for Community Change1536 U Street NW Washington, DC 20009			Support for grassroots engagement and for campaigns to improve labor law	100,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Center for Economic and Policy Research1611 Connecticut Ave NW Suite 400 Washington, DC 20009			Research economic benefits of union membership	87,000
Center for Economic and Policy Research1611 Connecticut Ave NW Suite 400 Washington, DC 20009			General support	250,000
Center for Law and Social Policy1015 15th Street NW Suite 400 Washington, DC 20005			General support	1,000
Center for Law and Social Policy1015 15th Street NW Suite 400 Washington, DC 20005			Support for Spotlight on Poverty and Opportunity	75,000
Center for Lobbying in the Public Interest1612 K Street NW Suite 505 Washington, DC 20006			General support	80,000
Center for Media and Democracy520 University Avenue Suite 227 Madison, WI 54703			Support for the Real Economy Project	150,000
Center for Progressive Reform104 Colony Crossing Edgewater, MD 21037			Reforming the Occupational Safety and Health Administration	250,000
Center for Rural AffairsPO Box 136 Lyons, NE 68038			Include rural consumers in federal health care reform	100,000
Center on Budget and Policy Priorities 820 First St NE Suite 510 Washington, DC 20002			Support for the DC Fiscal Policy Institute	50,000
Center on Budget and Policy Priorities 820 First St NE Suite 510 Washington, DC 20002			Support for the project, 'Shaping Debates on Fed & State Health Care Reform	400,000
Center on Policy Initiatives3727 Camino Del Rio South Suite 100 San Diego, CA 92104			Support for 'Cry Wolf'	100,000
Centro de los Derechos del Migrante PO Box 025250 11540 Miami, FL 33102			General support	70,000
Charles Hamilton Houston Institute for Race and Justice125 Mount Auburn St 3rd Floor Cambridge, MA 02138			General support	5,000
Children and Family Justice Center357 East Chicago Avenue Chicago, IL 606113069			Support for Center on Wrongful Convictions of Youth	150,000
Children's Action Alliance4001 North 3rd Street Suite 160 Phoenix, AZ 85012			Support for Justice for Arizona Youth	75,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Children's Defense Fund15 Maiden Lane Suite 1200 New York, NY 10038			Support to advance systemic juvenile justice reform in New York State	100,000
Children's Law Center1002 Russell Street Covington, KY 41011			Support for Ohio Juvenile Justice Reform Initiative	75,000
Citizens For Juvenile Justice101 Tremont Street Suite 1000 Boston, MA 02108			General support	50,000
CIVIC1700 Connecticut Ave NW 3rd Floor Washington, DC 20009			General support	3,000
Coalition for Juvenile Justice1710 Rhode Island Ave NW 10th Floor Washington, DC 20036			Juvenile Justice & Delinquency Prevention Act	50,000
Colorado Consumer Health Initiative 1536 Wynkoop Street Suite 101 Denver, CO 80202			Regional gathering on health care reform	40,000
Colorado Criminal Justice Reform Coalition1212 Mariposa St 6 Denver, CO 80204			General support	75,000
Columbia Heights Shaw Family Support Collective1816 12th Street NW Suite 201 Washington, DC 20009			General support	5,000
Community Catalyst30 Winter Street Floor 10 Boston, MA 02108			Improve implementation of national health reform	110,000
Community Legal Services1424 Chestnut Street Philadelphia, PA 19102			Support for the Criminal Records Employment Project	50,000
Community Partners Inc24 South Prospect Street Amherst, MA 01002			General support	50,000
Connecticut Coalition to End Homelessness77 Buckingham Street Hartford, CT 06106			Annual Training Institute	5,000
Connecticut Junior RepublicGoshen Road P O Box 161 Litchfield, CT 06759			Prevention and intervention services for at risk and troubled youth	10,000
Connecticut Juvenile Justice Alliance 2470 Fairfield Avenue Bridgeport, CT 06605			Reduce incarcerating youths as adults in CT	25,000
Consumer Health Coalition650 Smithfield St Suite 2130 Pittsburgh, PA 15222			General support	50,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Consumer Health Foundation1400 16th Street NW Suite 710 Washington, DC 20036			Support for the Regional Health Collaboration	100,000
Consumers for Affordable Health Care FoundationPO Box 2490 Augusta, ME 043382490			General support	100,000
Cornell University373 Pine Tree Road Ithaca, NY 14853			Research employer behavior during union organizing	50,000
Correctional Association of New York 2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027			Support for the Drop the Rock Campaign to Repeal the Rockefeller Drug Laws	40,000
Correctional Association of New York 2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027			Adult corrections & juvenile justice reform	100,000
Council of State Governments Justice Center100 Wall Street 20th Floor New York, NY 10005			Support for Justice Reinvestment	150,000
Council of State Governments Justice Center100 Wall Street 20th Floor New York, NY 10005			Help implement the Second Chance Act	200,000
Council on Foundations2121 Crystal Drive Suite 700 Arlington, VA 22202			Annual Contribution	40,000
Critical Exposure1816 12th Street NW 3rd Floor Washington, DC 20009			The Waiting List Children & Illness	12,500
DC Vote2000 P Street NW 200 Washington, DC 20036			General support	115,000
DC Vote2000 P Street NW 200 Washington, DC 20036			General support	75,000
Delancey Street Foundation600 Embarcadero San Francisco, CA 94107			General support	5,000
DEMOS220 5th Avenue 5th Floor New York, NY 10001			Improve economic well-being of poor & working class	75,000
Discovering JusticeOne Courthouse Way Suite 3120 Boston, MA 02210			General support	2,000
Dress for Success Boston989 Commonwealth Avenue Boston, MA 02215			General support	2,500
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Drug Policy Alliance70 West 36th Street 16th Floor New York, NY 10018			Criminal justice drug policy reforms in AL, NJ, NM	150,000
Economic Policy Institute1333 H Street NW Suite 300 East Tower Washington, DC 200054707			Living Standards & Economic Analysis Network	75,000
Educational Broadcasting Corporation 450 West 33rd Street New York, NY 10001			Support for the PBS television program Bill Moyers Journal	125,000
Ella Baker Center For Human Rights 344 40th Street Oakland, CA 94609			Support for Books Not Bars	50,000
Environmental Working Group1436 U Street NW Suite 100 Washington, DC 20009			Analyze possible health risks of cell phones	25,000
Equal Justice Initiative122 Commerce Street Montgomery, AL 36104			Reforming Racial Bias in Jury Selection in Alabama and Southern States	100,000
Equal Justice Initiative122 Commerce Street Montgomery, AL 36104			General support	100,000
Equal Justice Works2120 L Street NW Suite 450 Washington, DC 200371541			Support of the fellowship in honor of Hyman Edelman	8,000
Equal Justice Works2120 L Street NW Suite 450 Washington, DC 200371541			Fellowship program for indigent defense	15,000
Equal Rights Center11 Dupont Circle NW Suite 400 Washington, DC 20036			General support	1,000
Families & Allies of Virginia's Youth 701 S Wayne Street Arlington, VA 22204			Mobilizing community support around Transfer policies	30,000
Families Against Mandatory Minimums 1612 K Street NW Suite 700 Washington, DC 20006			General support	100,000
Families Against Mandatory Minimums 1612 K Street NW Suite 700 Washington, DC 20006			Reform RX drug mandatory sentencing laws in FL	100,000
Family Justice625 Broadway 8 Floor New York, NY 10012			General support	150,000
Family Values Work A Multi-State Consortium2584 N Farwell Milwaukee, WI 53211			Support for organizing and educational work to secure paid sick days	100,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Farmworker Justice1126 16th Street NW Suite 270 Washington, DC 20036			General support	75,000
Federation of Congregations United to Serve406 E Amelia St Orlando, FL 32803			General support	60,000
Fortune Society29-76 Northern Boulevard Long Island City, NY 11101			Support for work to make appropriate re-entry services to former prisoners	100,000
Foundation Center79 Fifth Avenue and 16th Street New York, NY 100033076			Annual contribution	13,500
Foundation for Management Education in Central AmericaPO Box 639 Glen Echo, MD 20812			General support	5,000
Freedom Network Training Institute 1112 16th St NW Suite 600 Washington, DC 20036			General support	100,000
Front Range Economic Strategy Center 140 Sheridan Blvd Denver, CO 80226			General support	75,000
Fruit & Flower Child Care Center2378 NW Irving Portland, OR 97210			General support	1,000
Fuel Fund of Maryland305 W Chesapeake Avenue Ste 115 Baltimore, MD 21204			General support	500
Fund for Constitutional Government 122 Maryland Avenue NE Washington, DC 20002			Support for the rights of workers injured in the line of duty	6,325
Georgetown University37th and O Streets NW Box 571168 Washington, DC 200571168			Support to strengthen the progressive juvenile justice reform field	150,000
Georgia Stand-Up501 Pulliam Street SW Suite 517C Atlanta, GA 30312			Support for 'Georgia STAND-UP and Be Counted'	150,000
Georgians for a Healthy Future100 Edgewood Avenue Suite 815 Atlanta, GA 30303			Support for board development work	1,500
Georgians for a Healthy Future100 Edgewood Avenue Suite 815 Atlanta, GA 30303			General support	200,000
Global Anti-Incinerator Alliance2530 San Pablo Avenue Berkeley, CA 94710			Blue-green campaign to promote safe & healthy jobs	100,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Goodspeed Musicals6 Main St PO Box A East Haddam, CT 064230281			General support	5,000
Green Door1623 16th Street NW Washington, DC 20009			General support	2,500
Guadalupe Middle School1214 E Lincoln Street Brownsville, TX 78521			Scholarships	10,000
Gunnison Area Restorative Practices 200 E Virginia Ave Gunnison, CO 81230			General support	1,000
Habitat for Humanity - Montgomery County9110 Gaither Road Gaithersburg, MD 20877			General support	250
Hartford Interval HousePO Box 340207 Hartford, CT 061340207			Support for Crisis Intervention Services	2,500
Health Care for All30 Winter StreetSuite 1010 Boston, MA 02108			Support for the Health Reform and Cost Control Initiative	50,000
Herbert Scoville Jr Peace Fellowship 322 4th Street NE Washington, DC 20002			General support	100,000
Home for Little Wanderers271 Huntington Ave Boston, MA 02115			General support	2,500
HorizonsMaret3000 Cathedral Ave NW Washington, DC 20008			General support	10,000
House of Ruth5 Thomas Circle NW Washington, DC 20005			General support	500
Human Impact Partners274 14th Street Oakland, CA 94612			General support	100,000
Human Rights Defense Center2400 NW 80th St PMB 148 Seattle, WA 98117			General support	3,000
Human Rights Watch350 Fifth Avenue 34th Floor New York, NY 10118			Support to update a study of human rights abuses against child farm workers	50,000
In These Times2040 North Milwaukee Avenue Chicago, IL 60647			Blog on workers' rights issues news coverage	160,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Independent Sector1602 L Street NW Suite 900 Washington, DC 20036			Annual Contribution	12,500
InnVision974 Willow Street San Jose, CA 95125			Support for the Opportunity Center in Palo Alto, CA	2,000
Institute for Juvenile Justice Reform and Alternatives1637 Bedford Avenue SBSS 220-32 Brooklyn, NY 11225			Increase age of juvenile court jurisdiction in NY	50,000
Interfaith Worker Justice1020 W Bryn Mawr Ave Chicago, IL 60660			General support	75,000
Jewish Funds for Justice330 Seventh Avenue Suite 1902 New York, NY 10001			General support	1,000
Justice Policy Institute1012 14th Street NW uite 400 Washington, DC 20005			Implement model for classifying prisoners in AL	200,000
Justice Policy Institute1012 14th Street NW Suite 400 Washington, DC 20005			Alternatives to incarceration for youths	50,000
Justice Policy Institute1012 14th Street NW Suite 400 Washington, DC 20005			General support	150,000
Juvenile Justice Project of Louisiana 1600 Oretha Castle Haley Blvd New Orleans, LA 70113			Support to fund community-based alternatives to incarceration for youth	50,000
Juvenile Law Center1315 Walnut Street 4th Floor Philadelphia, PA 19107			Transfer Litigation and Juvenile Justice Reform	100,000
Juvenile Law Center1315 Walnut Street 4th Floor Philadelphia, PA 19107			General support	1,000
Kentucky Equal Justice Center201 West Short Street Suite 310 Lexington, KY 40507			Support for policy reforms that would benefit workers in Kentucky	74,000
Keystone Research Center412 North Third Street Harrisburg, PA 17101			Support for the Pennsylvania Budget and Policy Center	75,000
Kids Voting USA-Brownsville80 Fort Brown Brownsville, TX 78520			Endowment support to increase awareness of civic responsibility	10,000
Koreatown Immigrant Workers Alliance 3465 West 8th St Los Angeles, CA 90005			The CLEAN Carwash Campaign	25,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
La Fe Policy Research and Education Center1314 E Yandell El Paso, TX 79902			Increase # of Latinos in TX with health insurance	60,000
Lawyers' Committee for Civil Rights Under Law1401 New York Avenue NW Suite 400 Washington, DC 20005			Analyze criminal & juvenile justice issues	20,000
Leadership Conference on Civil Rights Education Fund1629 K Street NW 10th Floor Washington, DC 20006			Support to mobilize the civil rights community to improve labor law	75,000
Legal Aid Justice Center1000 Preston Avenue Suite A Charlottesville, VA 22903			Project support to reform Virginia's juvenile transfer laws	50,000
Lend-A-Hand India784 Columbus Avenue 10G New York, NY 10025			General support	100
Los Angeles Alliance For A New Economy464 Lucas Avenue Suite 202 Los Angeles, CA 90017			Improve conditions for port truckers at seaports	500,000
Louisiana Association of Nonprofit OrganizationsPO Box 3808 Baton Rouge, LA 70821			Support for the Louisiana Budget Project	75,000
Louisiana Consumer Healthcare Coalition243 Washington Street Breaux Bridge, LA 70517			General support	200,000
Louisiana Justice Institute1631 Elysian Fields Avenue New Orleans, LA 70117			General support	5,000
MALDEF634 S Spring Street 11th Floor Los Angeles, CA 90014			2010 National Census Outreach	200,000
MD CASE3800A 34th Street Mt Rainier, MD 20712			General support	25,000
Medicare Rights Center520 Eighth Avenue North Wing 3rd Floor New York, NY 10018			Increase enrollment of low-income people	100,000
Mental Health Association in PA1414 North Cameron St 1st Floor Harrisburg, PA 17103			Support to advocate for juvenile justice system reform in Pennsylvania	30,000
Middlesex County Community Foundation211 South Main Street Middletown, CT 06457			General support	5,000
Minnesota Women's Consortium550 Rice Street St Paul, MN 55103			Educate Minnesotans about paid sick days	50,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Mississippi Center for JusticeP O Box 1023 Jackson, MS 39215			Unemployment Insurance Campaign	25,000
MomsRisingorg12011 Bel-Red Rd Suite 206 Bellevue, WA 98005			General support	175,000
Montgomery County Coalition for the Homeless600 - B East Gude Drive Rockville, MD 20850			General support	500
Music Menlo50 Valparaiso Avenue Atherton, CA 94027			General support	1,000
Nashville Coalition for Economic and Racial Justice1334 Lischey Avenue Nashville, TN 37207			Advocacy to improve workplace health & safety	200,000
National Alliance of Faith and Justice PO Box 77075 Washington, DC 20013			Reform of the nation's criminal justice system	150,000
National Alliance of Faith and Justice PO Box 77075 Washington, DC 20013			Production and distribution of a DVD promoting criminal justice activism	17,500
National Association for the Advancement of Colored People4805 Mt Hope Drive Baltimore, MD 212153297			Meeting of civil rights organizations	6,000
National Association for the Advancement of Colored People4805 Mt Hope Drive Baltimore, MD 212153297			General support	200,000
National Association for Urban Debate Leagues332 S Michigan Avenue Suite 500 Chicago, IL 60604			General support	3,000
National Brain Tumor Society124 Watertown Street Suite 2D Watertown, MA 02472			Support for the Race for Hope	50
National Bureau of Economic Research 1050 Massachusetts Avenue Cambridge, MA 02138			Criminal justice issues from economic perspective	100,000
National Center for Youth Law405 14th Street 15th Floor Oakland, CA 94612			Reform of juvenile justice systems in AR & WY	150,000
National Center for Youth Law405 14th Street 15th Floor Oakland, CA 94612			General support	2,000
National Committee for Responsive Philanthropy1331 H Street NW Suite 200 Washington, DC 20005			Annual contribution	30,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
National COSH301 Fayetteville St 2814 Raleigh, NC 27601			General support	200,000
National Employment Law Project75 Maiden Lane Suite 601 New York, NY 10038			General support	500,000
National Employment Law Project75 Maiden Lane Suite 601 New York, NY 10038			Conference on fair pay, minimum wage & overtime	10,000
National Employment Law Project75 Maiden Lane Suite 601 New York, NY 10038			General support	5,000
National Fatherhood Initiative101 Lake Forest Boulevard Suite 360 Gaithersburg, MD 20877			General support	2,500
National Health Law Program2539 S LaCienega Blvd Los Angeles, CA 90034			Project support for 'Putting Medicaid to Work for Juvenile Justice'	206,000
National MS Society1800 M Street NW Suite 750 South Washington, DC 20036			General support	350
National Partnership for Women & Families1875 Connecticut Avenue NW Suite 650 Washington, DC 20009			Support for public education activities about the need for paid sick days	10,000
National Partnership for Women & Families1875 Connecticut Avenue NW Suite 650 Washington, DC 20009			Support for efforts to educate about the need for paid sick days	220,000
National Peace Corps Association 1900 L Street NW Suite 404 Washington, DC 20036			General support	5,000
National Peace Corps Association 1900 L Street NW Suite 404 Washington, DC 20036			General support	5,000
National Physicians Alliance Foundation1902 Association Drive Reston, VA 20191			General support	100,000
National Public Radio635 Massachusetts Avenue NW Washington, DC 20001			Support for coverage of Organized Labor and Workers Rights Issues	100,000
National Women's Health Network1413 K Street NW 4th Floor Washington, DC 20005			General support	1,000
National Women's Law Center11 Dupont Circle Suite 800 Washington, DC 20036			Support to expand women's access to affordable and comprehensive health care	75,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Nebraska Appleseed Center for Law in the Public Interest941 O Street Suite 920 Lincoln, NE 68508			Support to improve health & safety policies for NE's meatpacking workers	75,000
New America Foundation1899 L Street NW Suite 400 Washington, DC 20036			Policy & Comm Strategy on Immigration Issues in US Health System Reform	100,000
New College Institute29 Jones Street Martinsville, VA 24112			General support	20,000
New Hampshire Women's AlliancePO Box 1072 Concord, NH 03302			Education in NH about paid sick days	40,000
New Israel Fund1101 14th Street NW Sixth Floor Washington, DC 200055639			General support	3,000
New Jersey Work Environment Council 142 West State Street Third Floor Trenton, NJ 08608			General support	75,000
New Mexico Center on Law and Poverty 720 Vassar Drive NE Albuquerque, NM 87106			Support for legal protections for New Mexico's poorest workers	75,000
New Mexico Voices for Children2340 Alamo Road SE Suite 120 Albuquerque, NM 87106			Project suport for the Fiscal Policy Project (FPP)	50,000
Northwest Workers' Justice Project917 SW Oak 426 Portland, OR 97205			Support for a litigation and policy group that advocates for low-wage worker	75,000
OpenDoors841 Broad Street Providence, RI 02907			Prisoner reentry and sentencing reform in RI	75,000
Organization for Youth Empowerment 3351 18th Street NW Washington, DC 20010			General support	5,000
Organization for Youth Empowerment 3351 18th Street NW Washington, DC 20010			Scholarships to poor children in Honduras	15,000
Pangaea Global AIDS Foundation995 Market Street Suite 200 San Francisco, CA 94103			General support in memory of Michael J Calhoun	1,000
Paraprofessional Healthcare Institute 349 East 149th Street 10th Floor Bronx, NY 10451			Organizing health care workers on reform in PA	50,000
Partnership for Safety and Justice825 NE 20th Ave Suite 250 Portland, OR 97232			General support	100,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Partnership for Working Families2525 W Alameda Denver, CO 80219			General support	150,000
PathWays PA310 Amosland Road Holmes, PA 19043			Advocating for Paid Sick Leave for all Pennsylvanians	16,000
PKD Foundation9221 Ward Parkway Suite 400 Kansas City, MO 641143367			General support	140
Planned Parenthood Mar Monte1605 The Alameda San Jose, CA 951262202			General support	1,000
Policy Matters Ohio3631 Perkins Avenue Suite 4C-East Cleveland, OH 441144706			General support	100,000
Primary Care Coalition of Montgomery County Maryland8757 Georgia Avenue 10th Floor Silver Spring, MD 20910			Advocacy to forge policies	50,000
Prison Fellowship Ministries44180 Riverside Parkway Lansdowne, VA 20176			Support for educational & outreach activities for criminal justice reforms	100,000
Prison Policy InitiativePO Box 127 Northampton, MA 01061			Public campaign about census practices	200,000
Progressive America Fund2-4 Nevins Street 3rd Floor Brooklyn, NY 11217			CT Working Families	40,000
Progressive States Network101 Avenue of the Americas 3rd Floor New York, NY 10013			Support to foster the development of pro-worker legislation in states	400,000
Public Citizen Foundation1600 20th Street NW Washington, DC 20009			General support	1,000
Public Policy Institute30 Winter Street Boston, MA 02108			Support for New Hampshire Voices for Health	67,500
Reach Out and Read Connecticut282 Washington Street 1-G Hartford, CT 06106			Support for Reach Out and Read Connecticut	2,500
Restaurant Opportunities Centers United275 Seventh Ave 23rd Floor New York, NY 10001			Support for workers' rights in the restaurant industry	25,000
Restaurant Opportunities Centers United275 Seventh Ave 23rd Floor New York, NY 10001			Support for paid sick days for restaurant workers	150,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
S Brunswick Citizens for Independent Living100 Woods Lane Monmouth Junction, NJ 08852			General support	2,000
Safer Foundation571 West Jackson Blvd Chicago, IL 60661			Support for the Policy and Advocacy Program	75,000
Salvation Army2626 Pennsylvania Avenue NW Washington, DC 20037			Support for the Washington Area Fuel Fund	500
Sargent Shriver National Center on Poverty Law50 E Washington Street Suite 500 Chicago, IL 60602			Reduce barriers to re-entry for prisoners	60,000
Second Harvest Food Bank of Santa Clara and San Mateo Counties750 Curtner Avenue San Jose, CA 95125			General support	5,000
Small Business Majority4000 Bridgeway Suite 101 Sausalito, CA 94965			Small businesses and health reform	200,000
Small Business Majority4000 Bridgeway Suite 101 Sausalito, CA 94965			Support for the 'Affordable Health Care Project'	150,000
Sojourners3333 14th St NW Suite 200 Washington, DC 20010			To engage faith community in health reform discussions	15,000
South Carolina Small Business Chamber of Commerce1717 Gervais Street Columbia, SC 29201			Small business solutions to health care crisis	75,000
Southern Center for Human Rights83 Poplar Street NW Atlanta, GA 30303			Reduce rates of incarceration in GA & AL	150,000
Storycorps80 Hanson Place 2nd Floor Brooklyn, NY 11217			General support	2,000
Strongtowers MinistryPO Box 20523 Baltimore, MD 212230523			General support	4,000
Susan G Komen FoundationPO Box 4368 East Lansing, MI 488264368			General support	50
Tanzanian Children's Fund45 Exchange Street Portland, ME 04101			General support	3,000
Teach for America - Bay Area101 New Montgomery Street 5th Floor San Francisco, CA 94105			General support	3,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Tenants' and Workers' United3801 Mt Vernon Ave Alexandria, VA 22305			Advocacy to advance health care reform in VA	100,000
Texas Impact Education Fund221 East 9th Street 403 Austin, TX 78701			Support for the Texas Health Justice Project	50,000
Texas Public Policy Foundation900 Congress Ave Ste 400 Austin, TX 78701			Support for The Center for Effective Justice's Juvenile Justice Project	75,000
The American Prospect1710 Rhode Island Avenue NW 12th Floor Washington, DC 20036			Doing Right by American Workers'	75,000
The Carsey Institute51 College Road urham, NH 03824			NH Workers access to paid sick days	3,000
The Employee Rights Advocacy Institute For Law and Policy44 Montgomery Street Suite 2080 San Francisco, CA 94104			Research on deregulation and mandatory arbitration	200,000
The Foraker Group161 Klevin Street Suite 101 Anchorage, AK 99508			Training for nonprofit organizations in AK	25,000
The Herndon Alliance3438 East Florence Court Seattle, WA 98112			General support	100,000
The Regents of the University of California2150 Shattuck Avenue Suite 313 Berkeley, CA 947045954			Union Avoidance Industry and Its Impact on the Rt to Organize	50,000
The Sentencing Project514 Tenth Street NW 10th Floor Washington, DC 20004			General support	400,000
Unemployment Information Center112 North Broad Street 11th Floor Philadelphia, PA 19102			Advocacy work on health care reform in PA	75,000
United Support and Memorial for Workplace Fatalities2837 Yellowstone Parkway Lexington, KY 40517			General support	162,000
Universal Health Care Action Network of Ohio404 S 3rd Street Columbus, OH 432155413			Small businesses and health reform	15,000
University of Illinois FoundationPO Box 3429 Urbana, IL 618263429			Support for the College of Business	100
University of Illinois FoundationPO Box 3429 Urbana, IL 618263429			Student Affairs Need Based Scholarships	100
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
University of Massachusetts Lowell One University Ave Lowell, MA 10854			Support for Lessons Learned Workable Solutions to Workplace Health & Safety	128,000
Urban Institute2100 M Street NW Washington, DC 20037			Reform local, state and federal probation & parole practices	50,000
URU The Right To Be IncPO Box 26925 West Haven, CT 065160968			Support for The Deadliest Disease in America, a film	25,000
Utah Health Policy Project455 East 400 South Suite 312 Salt Lake City, UT 84111			General support	100,000
Vera Institute of Justice1330 Connecticut Avenue Suite B Washington, DC 20036			Conference on how to improve reentry services	16,471
Vera Institute of Justice1330 Connecticut Avenue Suite B Washington, DC 20036			Support for the Prosecution and Racial Justice Project	200,000
Vera Institute of Justice1330 Connecticut Avenue Suite B Washington, DC 20036			Reforming services for inmates leaving DC jail	100,000
Vera Institute of Justice1330 Connecticut Avenue Suite B Washington, DC 20036			Symposium Series on Juvenile Justice	10,500
Violence Policy Center1730 Rhode Island Ave NW Suite 1014 Washington, DC 20036			General support	25,000
Voices for Utah Children747 E South Temple Suite 100 Salt Lake City, UT 84102			General support	100,000
Voices for Vermont's ChildrenPO Box 261 Montpelier, VT 05601			Support for education and advocacy work for paid sick days	38,000
W Haywood Burns Institute180 Howard Street Suite 320 San Francisco, CA 94105			General support	100,000
Washington Grantmakers1400 Sixteenth Street NW Suite 740 Washington, DC 20036			Annual Contribution	21,825
Washington Legal Clinic for the Homeless1200 U Street NW Third Floor Washington, DC 200094443			General support	1,000
Washington Office on Latin America 1630 Connecticut Avenue NW Washington, DC 20009			General support	5,000
Total . . . . . ▶ **3b**				18,521,261

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
Wisconsin Council on Children and Families555 W Washington Ave Suite 200 Madison, WI 53703			Support for the Justice for Wisconsin Youth project	60,000
Women Employed111 N Wabash Ave Ste 1300 Chicago, IL 60602			Educational and organizing work on the issue of paid sick days in Illinois	40,000
Workers Defense ProjectPO Box 6423 Austin, TX 78762			Support to reform unsafe conditions in the construction industry in Texas	100,000
Working America Education Fund815 Sixteenth Street NW 5th floor Washington, DC 20006			General support	150,000
Working Hands Legal Clinic77 West Washington Street Suite 1402 Chicago, IL 60602			General support	175,000
WorkSafe171 12th Street 3rd Floor Oakland, CA 946074911			General support	100,000
Total . . . . . ▶ **3b**				18,521,261

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Accounting Fees Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit Fees	187,474	74,989		112,485

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

TY 2008 Depreciation Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

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
Land, Bldg and equipment		14,978,218	3,821,756	VAR	0 %	388,175	0		

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

TY 2008 Expenditure Responsibility Statement

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
AIDS & Rights Alliance for Southern Africa	53 Mont Blanc Street Windhoek WA	2008-03-18	75,000			N/A	Sch Reporting Date 6/15/2009 - No report received to date sent reminders		
BAFROW	214 Tafsir Demba Mbye Road Banjul GA	2007-07-13	120,000		60,000		Rec'd Interim Report on 8/28/2008 Final Report Scheduled for 9/30/2009		
Candlelight for Health and Education	PO Box 4630 Abu Dhabi AE	2007-07-13	90,000		45,000	None	Rec'd Interim Report on 8/28/2008 Final Report Received 8/31/09	2009-09-22	
Cellule de Coordination sur les Pratiques Traditionnelles Affectant la Sant	050 BP 141 Conakry GV	2008-03-21	50,000		50,000	None	Final Report Received 10/12/09	2009-10-22	
Centro de Estudios y Taller Laboral AC	Godard No 20 Col Guadalupe Victoria Monterey MX	2007-07-13	50,000		50,000	None	Rec'd Final Report on 11/30/2008	2009-01-22	
Community Development and AIDS Outreach Project	PO Box 100347 Scottsville SF	2005-04-15	120,000		120,000	N/A	Rec'd Final Rpt on 2/9/07, Rec'd Equip Rpts 1/31/06, 2/09/07, 2/28/08,3/5/09	2009-03-05	
Community Development and AIDS Outreach Project	PO Box 100347 Scottsville SF	2007-04-20	120,000		60,000	None	Rec'd Interim Rpt 4/17/08 Final Report Rec'd 8/4/2009	2009-09-22	
Consumer Health Foundation	1400 16th Street NW Suite 710 Washington, DC 20036	2008-11-01	100,000		50,000		Rec'd Interim Rpt 11/24/09 Final Report Due 12/31/10		

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
International Community of Women Living With HIVAIDS (ICW)	190A New North Road London UK	2007-10-02	50,000		39,191	None	Final Report Rec 11/23/09-Org closed-returned $10,808 86 in grant funds	2010-01-27	
Union of Indigenous Communities in the Northern Zone of the Isthmus	1 de Mayo 1204 Oaxaca MX	2007-03-08	120,000		120,000	None	Rec'd Interim Report on 5/1/2008 Final Report rec'd 6/9/09	2009-07-14	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Investments Corporate Bonds Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CFI Core Plus Bond Fund	7,165,943	7,165,942
PIMCO-Total Return Fixed Income Portfolio	81,942,418	81,942,418

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Investments Corporate Stock Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CF Hedged Inv Cl B Ser 85	25,600,000	25,600,000
CF Hedged Inv Cl B Ser 86	13,104,000	13,104,000
CF Hedged Inv Co B 87 Fd	5,423,000	5,423,000
CFI All Capital Equities	41,036,773	41,036,773
CFI Core Equity Fund	10,149,516	10,149,516
CFI Multi-Strategy Commodities	13,915,805	13,915,805
Harding Loevner Intn'l. Equity Portfolio	38,046,187	38,046,187
State Street S&P500 CTF	724,098	724,098
Templeton Emerging Markets Series	23,015,220	23,015,220

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Investments - Other Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Adage Capital Partners, LP	FMV	35,000,395	35,000,395
Blakeney Management, LP	FMV	15,653,869	15,653,869
Carmel Partners Inv Fund III, LP	FMV	258,355	258,355
Carmel Partners Investment Fund	FMV	3,712,467	3,712,467
Carmel Properties Inv. Fund II, LP	FMV	1,596,205	1,596,205
Commonfund Capital Intn'l. Prtnrs. IV, LP	FMV	3,950,702	3,950,702
Commonfund Capital PEP VII, LP	FMV	1,449,638	1,449,638
Commonfund Distressed Debt Partners II, LP	FMV	2,912,634	2,912,634
Commonfund Global Distr Debt Ptnrs III, LP	FMV	3,507,129	3,507,129
Commonfund Private Equity V	FMV	3,768,470	3,768,470
Goldman Sachs Event Driven	FMV	1,883,942	1,883,942
Goldman Sachs Long Short	FMV	913,017	913,017
Goldman Sachs Relative Value	FMV	3,409,928	3,409,928
Goldman Sachs Tactical Trading	FMV	5,391,078	5,391,078
Liquid Realty Partners IV	FMV	2,304,903	2,304,903
Liquid Realty Partners IV TE AIVLP	FMV	1,375,924	1,375,924
Merit Energy Canada, LP	FMV	4,328,116	4,328,116
Merit Energy F-II, LP	FMV	2,198,728	2,198,728
Merit Energy Partners C-II, LP	FMV	21,548,451	21,548,451
Merit Energy Partners D-II, LP	FMV	12,077,965	12,077,965
Merit Partners Canada II, LP	FMV	1,063,080	1,063,080
The Defenders Fund	FMV	13,954,297	13,954,297
SSgA Overlay Offset	FMV	5,730	5,730
TIFF Partners IV	FMV	2,949,610	2,949,610
TIFF Partners V, International	FMV	1,074,493	1,074,493
TIFF Partners V, US	FMV	1,720,982	1,720,982
TIFF Private Investment Partners I	FMV	436,204	436,204
TIFF Realty & Resource Partners, I, LLC	FMV	4,503,445	4,503,445
Tuckerbrook SB Global Distressed Fnd I, LP	FMV	6,617,602	6,617,602
Tuckerbook SB Glbl Spcl Situations Fund, LP	FMV	5,183,573	5,183,573

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Custodial Account - Northern Trust	FMV	7,152,860	7,152,860
Employee - 457(b)	FMV	39,863	39,863
Deferred Income Receivable - 457(b)	FMV	5,716	5,716

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Land, Etc. Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land, Bldg and equipment	14,978,218	4,209,931	10,768,287	11,071,115

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Legal Fees Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	50,688	8,631		43,277

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Other Assets Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Total Other	536,207		
Deferred Federal Excise Taxes Receivable	1,051,087	784,439	784,439
Due from Northern Trust		262,575	262,575

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Other Expenses Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies	47,827	10,532		76,886
Profession Development	11,979	1,186		10,793
Other Expenses	7,988	400		9,695
Payroll & FSA Fees	4,782	335		4,447
Delivery	3,571	357		3,214
Postage	3,723	372		3,351
Telephone	17,442	1,745		15,715
Insurance	47,488	2,374		45,432
Sundries	6,081	0		6,081
Building Operations	131,510	6,576		128,840

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Other Income Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Net PARTNERSHIP INCome/loss	11,828,071	11,828,071	11,828,071
Net PARTNERSHIP INCome/loss per books, not on K-1s	-29,222,662		-29,222,662
Net PARTNERSHIP INCome/loss reported on 990-T	-433,382	0	-433,382
Other income	939		939
class action income	19,970	19,970	19,970

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Other Increases Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Description	Amount
Unrealized gains and (losses) on investments	86,147,041
Prior period adjustment	845,033

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Other Professional Fees Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting Fees	22,463	0		22,413
Computer Consulting	48,627	2,431		46,196
Investment Management	454,379	454,379		0
Investment Custodian	341,882	341,882		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491256010010

TY 2008 Taxes Schedule

Name: Public Welfare Foundation Inc

EIN: 54-0597601

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Property Tax	84,005	4,200		79,805
federal excise tax expense	1,933,126	0		0