

FOR PUBLIC DISCLOSURE

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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

OMB No. 1545-0052

2017

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning _____, and ending _____

Name of foundation THE LIBRA FOUNDATION		A Employer identification number 36-4812310
Number and street (or P.O. box number if mail is not delivered to street address) 1 LETTERMAN DRIVE, SUITE C4-420	Room/suite	B Telephone number (415) 549-4970
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94129		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 334,346,942.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
Revenue				
1 Contributions, gifts, grants, etc., received	101,288,317.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,007,556.	3,007,556.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,165,441.			STATEMENT 2
b Gross sales price for all assets on line 6a	115,352,878.			
7 Capital gain net income (from Part IV, line 2)		80,992,628.		
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)				
11 Other income	1,022,952.	1,342,859.		STATEMENT 3
12 Total. Add lines 1 through 11	108,484,266.	85,343,043.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	40,069.	20,035.		20,035.
b Accounting fees STMT 5	56,425.	28,212.		28,212.
c Other professional fees STMT 6	1,274,729.	690,332.		584,188.
17 Interest				
18 Taxes STMT 7	1,500,242.	114,202.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	597,177.	498,825.		33,639.
24 Total operating and administrative expenses. Add lines 13 through 23	3,468,642.	1,351,606.		666,074.
25 Contributions, gifts, grants paid	15,985,400.			13,887,067.
26 Total expenses and disbursements. Add lines 24 and 25	19,454,042.	1,351,606.		14,553,141.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	89,030,224.			
b Net investment income (if negative, enter -0-)		83,991,437.		
c Adjusted net income (if negative, enter -0-)			N/A	

FOR PUBLIC INSPECTION

Form **8868**
(Rev. January 2017)

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

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

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

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE LIBRA FOUNDATION	Employer identification number (EIN) or 36-4812310
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1 LETTERMAN DRIVE, SUITE C4-420	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94129	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TAO CAPITAL PARTNERS LLC - 1 LETTERMAN DRIVE, SUITE

• The books are in the care of ▶ **C4-420 - SAN FRANCISCO, CA 94129**
Telephone No. ▶ **(415) 549-4970** Fax No. ▶ **(415) 549-4972**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year **2017** or
- ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,040,567.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 890,567.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 150,000.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form **8868** (Rev. 1-2017)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,273,495.	72,854,448.	72,854,448.
	3 Accounts receivable ▶ 3,203,278.			
	Less: allowance for doubtful accounts ▶	6,929,344.	3,203,278.	3,203,278.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	130,883,259.	182,460,965.	182,460,965.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	58,612,735.	73,768,374.	73,768,374.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	1,201,782.	2,059,877.	2,059,877.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	216,900,615.	334,346,942.	334,346,942.	
Liabilities	17 Accounts payable and accrued expenses	1,422.		
	18 Grants payable	3,301,667.	5,400,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED TAXES)	268,000.	805,000.	
	23 Total liabilities (add lines 17 through 22)	3,571,089.	6,205,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	213,329,526.	328,141,942.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	213,329,526.	328,141,942.		
31 Total liabilities and net assets/fund balances	216,900,615.	334,346,942.		

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	213,329,526.
2 Enter amount from Part I, line 27a	2	89,030,224.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	25,782,192.
4 Add lines 1, 2, and 3	4	328,141,942.
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	328,141,942.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTIONS	P		
b PORTFOLIO GAIN(LOSS)	P		
c PARTNERSHIP GAIN(LOSS)	P		
d DISPOSITION OF PARTNERSHIP INTEREST IN			
e EMERGING MARKETS LARGE/MID CAP FUND	P	09/27/13	12/31/17

(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 1,166,173.			1,166,173.
b 110,275,198.		34,266,978.	76,008,220.
c 3,909,793.		93,272.	3,816,521.
d			
e 1,714.			1,714.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,166,173.
b			76,008,220.
c			3,816,521.
d			
e			1,714.

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	80,992,628.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	10,913,306.	199,310,994.	.054755
2015	14,706,017.	194,920,450.	.075446
2014	6,711,186.	197,816,902.	.033926
2013	3,479,604.	152,574,424.	.022806
2012	4,995,509.	82,966,230.	.060211

2 Total of line 1, column (d)	2	.247144
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049429
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	270,326,913.
5 Multiply line 4 by line 3	5	13,361,989.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	839,914.
7 Add lines 5 and 6	7	14,201,903.
8 Enter qualifying distributions from Part XII, line 4	8	15,405,141.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	839,914.
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	839,914.
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	839,914.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	890,567.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	1,040,567.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	283.
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	200,370.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax 200,370. 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		X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1b		X	
c Did the foundation file Form 1120-POL for this year?		1c			X
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			X
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			X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	X		
b If "Yes," has it filed a tax return on Form 990-T for this year?		4b	X		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		5			X
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	X		
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	X		
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>NV, CA</u>					
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation		8b	X		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		9			X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <u>STMT 12</u>		10	X		

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions STMT 13	11	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.THELIBRAFOUNDATION.ORG	13	X	
14 The books are in care of ▶ TAO CAPITAL PARTNERS LLC Telephone no. ▶ (415) 549-4970 Located at ▶ 1 LETTERMAN DRIVE, SUITE C4-420, SAN FRANCISCO, CA ZIP+4 ▶ 94129			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1a During the year, did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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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 4945(d)(4)(A)? 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 instructions N/A
 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? N/A 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 Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Yes No N/A

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		

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

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

(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 STATEMENT 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
STRATEGIC PHILANTHROPY, INC. 1700 W. IRVING PARK ROAD, CHICAGO, IL 60613	PHILANTHROPIC ADVISORY	597,745.
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY 1 BEACON ST # 33, BOSTON, MA 02108	INVESTMENT MANAGEMENT	199,050.
ASSET CONSULTING GROUP, LLC - 231 SOUTH BEMISTON AVENUE, ST. LOUIS, MO 63105	INVESTMENT ADVISORY	150,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE STATEMENT 15	352,000.
2 SEE STATEMENT 16	500,000.
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	852,000.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	149,189,618.
b	Average of monthly cash balances	1b	46,755,736.
c	Fair market value of all other assets	1c	78,498,212.
d	Total (add lines 1a, b, and c)	1d	274,443,566.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	274,443,566.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,116,653.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	270,326,913.
6	Minimum investment return. Enter 5% of line 5	6	13,516,346.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	13,516,346.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	839,914.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	6,154.
c	Add lines 2a and 2b	2c	846,068.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,670,278.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,670,278.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,670,278.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,553,141.
b	Program-related investments - total from Part IX-B	1b	852,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	15,405,141.
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	5	839,914.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,565,227.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				12,670,278.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				475,398.
f Total of lines 3a through e	475,398.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 15,405,141.				
a Applied to 2016, but not more than line 2a ...			0.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				12,670,278.
e Remaining amount distributed out of corpus	2,734,863.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,210,261.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	3,210,261.			
10 Analysis of line 9:				
a Excess from 2013 ...				
b Excess from 2014 ...				
c Excess from 2015 ...				
d Excess from 2016 ...	475,398.			
e Excess from 2017 ...	2,734,863.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year				
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient <small>Name and address (home or business)</small>	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				
350.ORG 20 JAY STREET, SUITE 1010 BROOKLYN, NY 11201		PC	GENERAL SUPPORT	30,000.
ALAMEDA COUNTY DEPUTY SHERIFFS ACTIVITIES LEAGUE 19738 E. 14TH STREET, SUITE #101 SAN LEANDRO, CA 94578		PC	GENERAL SUPPORT	15,000.
ALAMEDA COUNTY DEPUTY SHERIFFS ACTIVITIES LEAGUE 19738 E. 14TH STREET, SUITE #101 SAN LEANDRO, CA 94578		PC	GENERAL SUPPORT	45,770.
ALLIANCE FOR THE GREAT LAKES 17 N STATE STREET, SUITE 1390 CHICAGO, IL 60602		PC	GENERAL SUPPORT	2,500.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA 39 DRUMM STREET SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	466,667.
Total SEE CONTINUATION SHEET(S) ▶ 3a				13,887,067.
b Approved for future payment				
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702		PC	GENERAL SUPPORT	125,000.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FLOOR NEW YORK, NY 10012		PC	GENERAL SUPPORT	250,000.
CENTER FOR REPRODUCTIVE RIGHTS, INC. 120 WALL STREET, 14TH FLOOR NEW YORK, NY 10005		PC	GENERAL SUPPORT	250,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				5,400,000.

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004		PC	GENERAL SUPPORT	675,000.
AS YOU SOW 1611 TELEGRAPH AVENUE, SUITE 1450 SAN FRANCISCO, CA 94612		PC	GENERAL SUPPORT	80,000.
ASIAN AMERICANS ADVANCING JUSTICE - ASIAN LAW CAUCUS 55 COLUMBUS AVENUE SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	175,000.
ASSOCIATION OF BLACK FOUNDATION EXECUTIVES 42 BROADWAY FLOOR 20 NEW YORK, NY 10004-1732		PC	GENERAL SUPPORT	5,000.
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 116 E 16TH STREET, 7TH FLOOR NEW YORK, NY 10003		PC	GENERAL SUPPORT	15,000.
BEND THE ARC 330 SEVENTH AVENUE 19TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	100,000.
BLUE BEAR SCHOOL OF MUSIC FORT MASON CENTER, 2 MARINA BOULEVARD BUILDING D SAN FRANCISCO, CA 94123		PC	GENERAL SUPPORT	35,000.
BORDER NETWORK FOR HUMAN RIGHTS 2115 N PIEDRAS EL PASO, TX 79930		PC	GENERAL SUPPORT	152,000.
BULLETIN OF THE ATOMIC SCIENTISTS PO BOX 422 HOPEDALE, IL 61747		PC	GENERAL SUPPORT	50,000.
BURNING MAN PROJECT 660 ALABAMA STREET SAN FRANCISCO, CA 94110		PC	GENERAL SUPPORT	20,000.
Total from continuation sheets				13,327,130.

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD 234-6 PASADENA, CA 91125		PC	GENERAL SUPPORT	25,000.
CALIFORNIA PACIFIC MEDICAL CENTER CASTRO ST & DUBOCE AVENUE SAN FRANCISCO, CA 94114		PC	GENERAL SUPPORT	15,000.
CALIFORNIA URBAN PARTNERSHIP 915 L STREET SUITE C283 SACRAMENTO, CA 95814		PC	GENERAL SUPPORT	75,000.
CAMPAIGN FOR FAIR SENTENCING OF YOUTH 1319 F STREET NW, SUITE 303 WASHINGTON, DC 20004		PC	GENERAL SUPPORT	150,000.
CASA SAN MIGUEL 2418 HARRIS BOULEVARD AUSTIN, TX 78703		PC	GENERAL SUPPORT	100,000.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702		PC	GENERAL SUPPORT	125,000.
CENTER FOR COMMUNITY ACTION AND ENVIRONMENTAL JUSTICE P.O. BOX 33124 RIVERSIDE, CA 92519		PC	GENERAL SUPPORT	5,000.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FLOOR NEW YORK, NY 10012		PC	GENERAL SUPPORT	250,000.
CENTER FOR INVESTIGATIVE REPORTING 1400 65TH STREET, SUITE 200 EMERYVILLE, CA 94608		PC	GENERAL SUPPORT	20,000.
CENTER FOR MEDIA JUSTICE 436 14TH STREET SUITE 500 OAKLAND, CA 94612		PC	GENERAL SUPPORT	20,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
CENTER FOR NEIGHBORHOOD TECHNOLOGY 2125 W NORTH AVENUE CHICAGO, IL 60647		PC	GENERAL SUPPORT	65,000.
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET A BROOKLYN, NY 11237		PC	GENERAL SUPPORT	20,000.
CENTER FOR REPRODUCTIVE RIGHTS, INC. 120 WALL STREET, 14TH FLOOR NEW YORK, NY 10005		PC	GENERAL SUPPORT	250,000.
CENTER FOR STORY-BASED STRATEGY 654 13TH STREET #2 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000.
CERES, INC. 99 CHAUNCY STREET BOSTON, MA 02111		PC	GENERAL SUPPORT	125,000.
CHICAGO FOUNDATION FOR WOMEN 1 EAST WACKER DRIVE, SUITE 1620 CHICAGO, IL 60601		PC	GENERAL SUPPORT	50,000.
CHICAGO SHAKESPEARE THEATER 800 EAST GRAND AVENUE ON NAVY PIER CHICAGO, IL 60611		PC	GENERAL SUPPORT	5,000.
CHILDREN&FAMILY JUSTICE CENTER-BLUHM LEGAL CLINIC NORTHWESTERN SCHOOL OF LA 375 E. CHICAGO AVENUE SUITE 800 CHICAGO, IL 60611		PC	GENERAL SUPPORT	175,000.
CITIZEN ENGAGEMENT LAB 2150 ALLSTON WAY, SUITE 340 BERKELEY, CA 94704		PC	GENERAL SUPPORT	200,000.
CIVIL RIGHTS CORPS 916 G STREET NW APT 701 WASHINGTON, DC 20001		PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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
COLOR OF CHANGE 1714 FRANKLIN STREET, SUITE 100 #136 OAKLAND, CA 94612-3409		PC	GENERAL SUPPORT	100,000.
COLUMBIA LAW SCHOOL HUMAN RIGHTS INSTITUTE 435 W 116TH STREET NEW YORK, NY 10027		PC	GENERAL SUPPORT	105,000.
COMMON COUNSEL FOUNDATION 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612		PC	GENERAL SUPPORT	62,500.
COMMON JUSTICE, INC. 540 ATLANTIC AVENUE SUITE 4 BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000.
COMMUNITIES UNITED FOR PEOPLE 1441 SE 122ND AVENUE SUITE B PORTLAND, OR 97233		PC	GENERAL SUPPORT	110,000.
COMMUNITY FOUNDATION OF THE VIRGIN ISLAND 1811 W. 2ND STREET SUITE 365 GRAND ISLAND, NE 68803		PC	GENERAL SUPPORT	10,000.
COMMUNITY INITIATIVES 1000 BROADWAY SUITE #480 OAKLAND, CA 94607		PC	GENERAL SUPPORT	160,000.
COMMUNITY WORKS WEST 4681 TELEGRAPH AVENUE OAKLAND, CA 94609		PC	GENERAL SUPPORT	150,000.
CONFLUENCE PHILANTHROPY INC. 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115		PC	GENERAL SUPPORT	4,100.
CURRY WITHOUT WORRY 203 STATES STREET SAN FRANCISCO, CA 94965		PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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
DEMOCRACY NOW 207 WEST 25TH STREET, 11TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	50,000.
DEMOS 80 BROAD STREET, FOURTH FLOOR NEW YORK, NY 10004		PC	GENERAL SUPPORT	100,000.
DREAM CORPS 1611 TELEGRAPH AVENUE, SUITE 1200 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000.
DRUG POLICY ALLIANCE 131 W 33RD STREET, 15TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	255,000.
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	50,000.
EARTHRIGHTS INTERNATIONAL, INC 1612 K STREET NW, SUITE 401 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	300,000.
EAST BAY COMMUNITY FOUNDATION 200 FRANK OGAWA PLAZA OAKLAND, CA 94612		PC	GENERAL SUPPORT	25,000.
EDGE FUNDERS ALLIANCE 116 E 16TH STREET #7 NEW YORK, NY 10003		PC	GENERAL SUPPORT	43,500.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY SUITE 450 OAKLAND, CA 94612		PC	GENERAL SUPPORT	250,000.
ENVIRONMENTAL HEALTH COALITION 2727 HOOVER AVENUE, SUITE 202 NATIONAL CITY, CA 91950		PC	GENERAL SUPPORT	150,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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
ENVIRONMENTAL LAW AND POLICY CENTER 35 EAST WACKER DRIVE, SUITE 1600 CHICAGO, IL 60601		PC	GENERAL SUPPORT	150,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104		PC	GENERAL SUPPORT	100,000.
ESSIE JUSTICE 300 FRANK OGAWA PLAZA SUITE 420 OAKLAND, CA 94612		PC	GENERAL SUPPORT	50,000.
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON, DC 20036		PC	GENERAL SUPPORT	750.
FAMILIES AGAINST MANDATORY MINIMUMS 1100 H STREET NW, SUITE 1000 WASHINGTON DC, DC 20005		PC	GENERAL SUPPORT	200,000.
FE Y JUSTICIA WORKER CENTER 1836 SUL ROSS STREET, SUITE 1 HOUSTON, TX 77098		PC	GENERAL SUPPORT	5,000.
FORWARD TOGETHER 300 FRANK H OGAWA PLAZA SUITE 700 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000.
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVENUE NW, SUITE 410 WASHINGTON, DC 20009		PC	GENERAL SUPPORT	150,000.
FUND FOR THE CITY OF NEW YORK 121 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10013-1590		PC	GENERAL SUPPORT	100,000.
FUTURO MEDIA GROUP 361 WEST 125TH ST SIXTH FLOOR NEW YORK, NY 10027		PC	GENERAL SUPPORT	20,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
GLOBAL ALLIANCE FOR INCINERATOR ALTERNATIVES 1958 UNIVERSITY AVENUE BERKELEY, CA 94704		PC	GENERAL SUPPORT	100,000.
GLOBAL FUND FOR WOMEN 222 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108		PC	GENERAL SUPPORT	100,000.
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301		PC	GENERAL SUPPORT	250,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES PO BOX 1100 SEBASTOPOL, CA 95473-1100		PC	GENERAL SUPPORT	14,000.
GRASSROOTS GLOBAL JUSTICE ALLIANCE P.O. BOX 610663 NORTH MIAMI, FL 33261		PC	GENERAL SUPPORT	100,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02130		PC	GENERAL SUPPORT	250,000.
HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN RIGHTS 33 W GRAND AVENUE, #500 CHICAGO, IL 60654		PC	GENERAL SUPPORT	310,000.
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE, 13TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	200,000.
INDIAN LAW RESOURCE CENTER 602 N EWING STREET HELENA, MT 59601		PC	GENERAL SUPPORT	125,000.
INNER-CITY MUSLIM ACTION NETWORK 2744 W. 63RD STREET CHICAGO, IL 60629		PC	GENERAL SUPPORT	100,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
INSTITUTE FOR PUBLIC AFFAIRS 2040 N MILWAUKEE 2ND FLOOR CHICAGO, IL 60647		PC	GENERAL SUPPORT	5,000.
INTERNATIONAL CORPORATE ACCOUNTABILITY ROUNDTABLE, TIDES CENTER 1612 K STREET NW, SUITE 515 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	125,000.
INTERNATIONAL INDIAN TREATY COUNCIL 2940 16TH STREET, SUITE 305 SAN FRANCISCO, CA 94103		PC	GENERAL SUPPORT	50,000.
IPAS 300 MARKET STREET, SUITE 200 CHAPEL HILL, NC 27516		PC	GENERAL SUPPORT	100,000.
ISLAND CONSERVATION 2100 DELAWARE AVENUE, SUITE 1 SANTA CRUZ, CA 95060		PC	GENERAL SUPPORT	15,000.
KOREMATSU INSTITUTE PO BOX 29527 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	10,000.
LATINO COMMUNITY FOUNDATION 235 MONTGOMERY STREET SUITE 1160 SAN FRANCISCO, CA 94104		PC	GENERAL SUPPORT	30,000.
LAW ENFORCEMENT AGAINST PROHIBITION 121 MYSTIC AVENUE, SUITE 7 - 9 MEDFORD, MA 02155		PC	GENERAL SUPPORT	65,000.
LET'S BREAKTHROUGH 4 W 37TH STREET, 4TH FLOOR NEW YORK, NY 10018		PC	GENERAL SUPPORT	100,000.
MEDIA IMPACT FUNDERS 200 W WASHINGTON SQUARE SUITE 220 PHILADELPHIA, PA 19106		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient <small>Name and address (home or business)</small>	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
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106		PC	GENERAL SUPPORT	7,500.
MIDWEST ACCESS PROJECT PO BOX 13173 CHICAGO, IL 60613		PC	GENERAL SUPPORT	10,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612		PC	GENERAL SUPPORT	80,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000.
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES 1215 MISSION STREET SANTA CRUZ, CA 95060		PC	GENERAL SUPPORT	310,000.
NASHULAI MAASAI CONSERVANCY 38430 DEXTER ROAD DEXTER, OR 97431		PC	GENERAL SUPPORT	15,000.
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 W 36TH STREET, SUITE 901 NEW YORK, NY 10024		PC	GENERAL SUPPORT	150,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1900 L STREET NW #825 WASHINGTON, DC 20036		PC	GENERAL SUPPORT	4,500.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 308 NEW YORK, NY 10038		PC	GENERAL SUPPORT	350,000.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient <small>Name and address (home or business)</small>	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
NORTH COUNTRY SCHOOL, INC 4382 CASCADE ROAD LAKE PLACID, NY 12946		PC	GENERAL SUPPORT	15,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105		PC	GENERAL SUPPORT	15,000.
OLD TOWN SCHOOL OF FOLK MUSIC 4544 N. LINCOLN AVENUE CHICAGO, IL 60625		PC	GENERAL SUPPORT	25,000.
OUR CHILDREN'S TRUST PO BOX 5181 EUGENE, OR 97405		PC	GENERAL SUPPORT	200,000.
PACIFIC FOREST TRUST 1001-A O'REILLY AVENUE SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	50,000.
PESTICIDE ACTION NETWORK NORTH AMERICA 1611 TELEGRAPH AVENUE, SUITE 1200 OAKLAND, CA 94612		PC	GENERAL SUPPORT	75,000.
PITZER COLLEGE BROAD CENTER, 1ST FLOOR, 1050 N MILLS AVENUE CLAREMONT, CA 91711		PC	GENERAL SUPPORT	100,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET NEW YORK, NY 10038		PC	GENERAL SUPPORT	200,000.
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVENUE, 6TH FLOOR CHICAGO, IL 60603		PC	GENERAL SUPPORT	200,000.
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE, #11 PETALUMA, CA 94954		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
PRAXIS PROJECT 1001 CONNECTICUT AVENUE NW SUITE 201 WASHINGTON, DC 20036		PC	GENERAL SUPPORT	50,000.
PROTEUS FUND 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002		PC	GENERAL SUPPORT	90,000.
ROGER BALDWIN FOUNDATION OF ACLU 180 N MICHIGAN AVENUE, SUITE 2300 CHICAGO, IL 60601		PC	GENERAL SUPPORT	500,000.
SAN FRANCISCO COMMUNITY RADIO 1247 FULTON STREET SAN FRANCISCO, CA 94117		PC	GENERAL SUPPORT	10,000.
SAN FRANCISCO GENERAL HOSPITAL 1001 POTRERO AVENUE SAN FRANCISCO, CA 94110		PC	GENERAL SUPPORT	15,000.
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E WASHINGTON STREET, SUITE 500 CHICAGO, IL 60602		PC	GENERAL SUPPORT	100,000.
SAVING SPECIES 1408 PLEASANT QUAIL COURT RALEIGH, NC 27603		PC	GENERAL SUPPORT	15,000.
SHARED INTEREST 121 W 27TH STREET, SUITE 905 NEW YORK, NY 10001		PC	GENERAL SUPPORT	200,000.
SLIDE RANCH 2025 SHORELINE HIGHWAY MUIR BEACH, CA 94965		PC	GENERAL SUPPORT	5,000.
ST. CROIX FOUNDATION FOR COMMUNITY DEVELOPMENT PO BOX 1128 CHRISTIANSTED, VI 00821		PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STUDENTS FOR SENSIBLE DRUG POLICY 1317 F STREET NW, SUITE 501 WASHINGTON, DC 20004		PC	GENERAL SUPPORT	75,000.
TAVERN BOOKS 20 NE 30TH AVENUE PORTLAND, OR 97232		PC	GENERAL SUPPORT	2,500.
TEN STRANDS 330 IGNACIO BOULEVARD, SUITE 201 NOVATO, CA 94949		PC	GENERAL SUPPORT	5,000.
TERRY LEE WELLS DISCOVERY MUSEUM 490 S. CENTER STREET RENO, NV 89501		PC	GENERAL SUPPORT	10,000.
TEXAS ENVRNMTL JUSTICE ADVOCACY SVCS 6733 HARRISBURG BOULEVARD HOUSTON, TX 77011		PC	GENERAL SUPPORT	15,000.
THE EXPLORATORIUM PIER 17 SUITE 100 SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	225,000.
THE MARSHALL PROJECT 156 W 56TH STREET SUITE 701 NEW YORK, NY 10019		PC	GENERAL SUPPORT	100,000.
THE OPPORTUNITY AGENDA (PROJECT OF THE TIDES CENTER) 568 BROADWAY, SUITE 701 NEW YORK, NY 10012		PC	GENERAL SUPPORT	300,000.
THE WORKING WORLD 116 NASSAU STREET, SUITE 513 NEW YORK, NY 10038		PC	GENERAL SUPPORT	100,000.
THOUSAND CURRENTS, FKA IDEX 1330 BROADWAY SUITE 301 OAKLAND, CA 94612		PC	GENERAL SUPPORT	200,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient <small>Name and address (home or business)</small>	<small>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</small>	Foundation status of recipient	Purpose of grant or contribution	Amount
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	30,000.
TRANSGENDER LAW CENTER PO BOX 70976 OAKLAND, CA 70976		PC	GENERAL SUPPORT	10,000.
TURTLE CONSERVANCY 49 BLEECKER STREET SUITE 601 NEW YORK, NY 10012		PC	GENERAL SUPPORT	20,000.
UCSF 360 POSITIVE CARE CENTER 350 PARNASSUS AVENUE, SUITE 920 SAN FRANCISCO, CA 94117		PC	GENERAL SUPPORT	5,000.
ULTRAVIOLET PO BOX 34756 WASHINGTON, DC 20043		PC	GENERAL SUPPORT	130,000.
UNITE FOR REPRODUCTIVE & GENDER EQUITY 734 15TH STREET NW SUITE 800 WASHINGTON, DC 20005-1016		PC	GENERAL SUPPORT	100,000.
UNIVERSITY OF CALIFORNIA, SAN FRANCISCO - UCSF 505 PARNASSUS AVENUE SAN FRANCISCO, CA 94143		PC	GENERAL SUPPORT	15,000.
UNIVERSITY OF NEVADA, RENO FOUNDATION MAILSTOP 162 RENO, NV 89557		PC	GENERAL SUPPORT	10,000.
URBAN GATEWAYS 205 W RANDOLPH STREET, SUITE 1700 CHICAGO, IL 60606		PC	GENERAL SUPPORT	100,000.
US HUMAN RIGHTS NETWORK 250 GEORGIA AVENUE SE, SUITE 330 ATLANTA, GA 30312		PC	GENERAL SUPPORT	185,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
VIRGINIA OPERATING - TRANSFORM FINANCE 598 BROADWAY NEW YORK, NY 10012		PC	GENERAL SUPPORT	80,000.
WAKE-WOMEN'S ALLIANCE FOR KNOWLEDGE EXCHANGE (PROJECT OF THE TIDES CENTER) THE PRESIDIO, P.O. BOX 29907 SAN FRANCISCO, CA 94129-0907		PC	GENERAL SUPPORT	20,000.
WASHINGTON OFFICE ON LATIN AMERICA 1666 CONNECTICUT AVENUE NW, SUITE 400 WASHINGTON, DC 20009		PC	GENERAL SUPPORT	125,000.
WEST MARIN FUND POST OFFICE BOX 1496 POINT REYES STATION, CA 94956		PC	GENERAL SUPPORT	10,000.
WITNESS, INC. 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000.
WOMEN'S EMPOWERMENT NETWORK PO BOX 7652 OLYMPIA, WA 98507		PC	GENERAL SUPPORT	10,000.
WOMEN'S LAW PROJECT 125 S 9TH STREET PHILADELPHIA, PA 19107		PC	GENERAL SUPPORT	25,000.
WOMEN'S LINK WORLDWIDE PO BOX 415 NORTHFIELD, VT 05663		PC	GENERAL SUPPORT	100,000.
WOMEN'S MEDIA CENTER 1825 K STREET NW, SUITE 400 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	20,000.
YALE CENTER FOR BRITISH ART P.O. BOX 206029 NEW HAVEN, CT 06520		PC	GENERAL SUPPORT	780.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
CENTER FOR STORY-BASED STRATEGY 654 13TH STREET #2 OAKLAND, CA 94612		PC	GENERAL SUPPORT	100,000.
CERES, INC. 99 CHAUNCY STREET BOSTON, MA 02111		PC	GENERAL SUPPORT	125,000.
COLUMBIA LAW SCHOOL HUMAN RIGHTS INSTITUTE 435 W 116TH STREET NEW YORK, NY 10027		PC	GENERAL SUPPORT	100,000.
COMMON JUSTICE, INC. 540 ATLANTIC AVENUE SUITE 4 BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000.
COMMUNITIES UNITED FOR PEOPLE 1441 SE 122ND AVENUE SUITE B PORTLAND, OR 97233		PC	GENERAL SUPPORT	100,000.
COMMUNITY INITIATIVES 1000 BROADWAY SUITE #480 OAKLAND, CA 94607		PC	GENERAL SUPPORT	150,000.
DRUG POLICY ALLIANCE 131 W 33RD STREET, 15TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	250,000.
EARTHRIGHTS INTERNATIONAL, INC 1612 K STREET NW, SUITE 401 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	300,000.
ENVIRONMENTAL HEALTH COALITION 2727 HOOVER AVENUE, SUITE 202 NATIONAL CITY, CA 91950		PC	GENERAL SUPPORT	150,000.
ENVIRONMENTAL LAW AND POLICY CENTER 35 EAST WACKER DRIVE, SUITE 1600 CHICAGO, IL 60601		PC	GENERAL SUPPORT	150,000.
Total from continuation sheets				4,775,000.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV **Supplementary Information**

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient <small>Name and address (home or business)</small>	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
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVENUE NW, SUITE 410 WASHINGTON, DC 20009		PC	GENERAL SUPPORT	150,000.
FUND FOR THE CITY OF NEW YORK 121 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10013-1590		PC	GENERAL SUPPORT	100,000.
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301		PC	GENERAL SUPPORT	250,000.
GRASSROOTS GLOBAL JUSTICE ALLIANCE P.O. BOX 610663 NORTH MIAMI, FL 33261		PC	GENERAL SUPPORT	100,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02130		PC	GENERAL SUPPORT	200,000.
HEARTLAND ALLIANCE FOR HUMAN RIGHTS 208 S LASALLE STREET, SUITE 1300 CHICAGO, IL 60604		PC	GENERAL SUPPORT	250,000.
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE, 13TH FLOOR NEW YORK, NY 10001		PC	GENERAL SUPPORT	200,000.
INDIAN LAW RESOURCE CENTER 602 N EWING STREET HELENA, MT 59601		PC	GENERAL SUPPORT	125,000.
INTERNATIONAL CORPORATE ACCOUNTABILITY ROUNDTABLE, TIDES CENTER 1612 K STREET NW, SUITE 515 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	125,000.
IPAS 300 MARKET STREET, SUITE 200 CHAPEL HILL, NC 27516		PC	GENERAL SUPPORT	100,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

Part XV Supplementary Information				
3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient <small>Name and address (home or business)</small>	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
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES 1215 MISSION STREET SANTA CRUZ, CA 95060		PC	GENERAL SUPPORT	300,000.
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 W 36TH STREET, SUITE 901 NEW YORK, NY 10024		PC	GENERAL SUPPORT	150,000.
NATIONAL ECONOMIC & SOCIAL RIGHTS INITIATIVE 90 JOHN STREET, SUITE 501 NEW YORK, NY 10038		PC	GENERAL SUPPORT	300,000.
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVENUE, 6TH FLOOR CHICAGO, IL 60603		PC	GENERAL SUPPORT	200,000.
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E WASHINGTON STREET, SUITE 500 CHICAGO, IL 60602		PC	GENERAL SUPPORT	100,000.
THE OPPORTUNITY AGENDA (PROJECT OF THE TIDES CENTER) 568 BROADWAY, SUITE 701 NEW YORK, NY 10012		PC	GENERAL SUPPORT	300,000.
WITNESS, INC. 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217		PC	GENERAL SUPPORT	150,000.
WOMEN'S LINK WORLDWIDE PO BOX 415 NORTHFIELD, VT 05663		PC	GENERAL SUPPORT	100,000.
Total from continuation sheets				

FOR PUBLIC INSPECTION

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2017

Name of the organization

THE LIBRA FOUNDATION

Employer identification number

36-4812310

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

FOR PUBLIC INSPECTION

Name of organization THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH PRITZKER 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	JACOB PRITZKER 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	REGAN PRITZKER 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	NICHOLAS PRITZKER 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	ISAAC PRITZKER 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	TAO INVEST LLC 1 LETTERMAN DRIVE, SUITE C4-420 SAN FRANCISCO, CA 94129	\$ 94,088,317.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

FOR PUBLIC INSPECTION

Name of organization THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	135,424 SHS OF TESLA STOCK _____ _____ _____	\$ 37,829,341.	02/15/17
6	33,144 SHS OF TESLA STOCK _____ _____ _____	\$ 11,371,706.	10/23/17
6	498,700 SHS OF TRITON INTERNATIONAL STOCK _____ _____ _____	\$ 19,928,052.	10/23/17
6	500,000 SHS OF TRITON INTERNATIONAL STOCK _____ _____ _____	\$ 21,457,500.	11/10/17
6	10,425 SHS OF TESLA STOCK _____ _____ _____	\$ 3,501,718.	12/19/17
	_____ _____ _____	\$ _____	_____

FOR PUBLIC INSPECTION

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

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

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

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

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

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

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

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

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

FOR PUBLIC INSPECTION

Form **2220**

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

2017

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

Name THE LIBRA FOUNDATION	Employer identification number 36-4812310
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Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	839,914.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty		3	839,914.
4 Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	59,433.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	59,433.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/17	06/15/17	09/15/17	12/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	14,858.	405,099.	118,756.	272,330.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	390,567.		150,000.	350,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		375,709.		1,854.
13 Add lines 11 and 12	13		375,709.	150,000.	351,854.
14 Add amounts on lines 16 and 17 of the preceding column	14			29,390.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	390,567.	375,709.	120,610.	351,854.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		29,390.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	375,709.		1,854.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2017)

FOR PUBLIC INSPECTION

FORM 990-PF

Form 2220 (2017)

THE LIBRA FOUNDATION

36-4812310

Page **2**

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20				
21 Number of days on line 20 after 4/15/2017 and before 7/1/2017	21				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$ (0.04) ...	22	\$	\$	\$	\$
23 Number of days on line 20 after 06/30/2017 and before 10/1/2017	23				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$ (0.04) ...	24	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$ (0.04) ...	26	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\%}{365}$ (0.04) ...	28	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38				\$ 283.

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

Form 2220 (2017)

FOR PUBLIC INSPECTION

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

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

Part I Adjusted Seasonal Installment Method

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

See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2014	1a				
b Tax year beginning in 2015	1b				
c Tax year beginning in 2016	1c				
2 Enter taxable income for each period for the tax year beginning in 2017. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2014	3a				
b Tax year beginning in 2015	3b				
c Tax year beginning in 2016	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2 or comparable line of corp's return ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

FOR PUBLIC INSPECTION

* *
Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	37,940,872.	39,524,450.	41,899,816.	67,586,957.
22	Annualization amounts (see instructions)	6.000000	3.000000	1.714290	1.200000
23a	Annualized taxable income. Multiply line 21 by line 22 ...	227,645,232.	118,573,350.	71,828,436.	81,104,348.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	227,645,232.	118,573,350.	71,828,436.	81,104,348.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	2,276,452.	1,185,734.	718,284.	811,043.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period. See instr.				
27	Total tax. Add lines 24 through 26	2,276,452.	1,185,734.	718,284.	811,043.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	2,276,452.	1,185,734.	718,284.	811,043.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	569,113.	592,867.	538,713.	811,043.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
		Note: Complete lines 32 through 38 of one column before completing the next column.			
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	569,113.	592,867.	538,713.	811,043.
33	Add the amounts in all preceding columns of line 38. See instructions		14,858.	419,957.	538,713.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	569,113.	578,009.	118,756.	272,330.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	14,858.	405,099.	209,979.	209,978.
36	Subtract line 38 of the preceding column from line 37 of the preceding column				91,223.
37	Add lines 35 and 36	14,858.	405,099.	209,979.	301,201.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	14,858.	405,099.	118,756.	272,330.

* * ANNUALIZED INCOME INSTALLMENT METHOD USING OPTION 1

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	3,007,556.	0.	3,007,556.	3,007,556.	
TO PART I, LINE 4	3,007,556.	0.	3,007,556.	3,007,556.	

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 2

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS						
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	1,166,173.	0.	0.	0.	1,166,173.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PORTFOLIO GAIN(LOSS)						
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	110,275,198.	34,266,978.	0.	0.	76,008,220.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP GAIN(LOSS)						
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	3,909,793.	0.	0.	0.	3,909,793.	

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DISPOSITION OF PARTNERSHIP INTEREST IN EMERGING MARKETS LARGE/MID CAP FUND	1,714.	0.	0.	0.	1,714.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STOCK CONTRIBUTION	0.	77,920,459.	0.	0.	-77,920,459.

NET GAIN OR LOSS FROM SALE OF ASSETS	3,165,441.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,165,441.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	27,327.	27,327.	
PARTNERSHIP INCOME	-161,336.	-172,373.	
PARTNERSHIP INTEREST AND DIVIDENDS	1,156,961.	1,155,601.	
FOREIGN CORPORATE DIVIDEND	0.	332,304.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,022,952.	1,342,859.	

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	40,069.	20,035.		20,035.
TO FM 990-PF, PG 1, LN 16A	40,069.	20,035.		20,035.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	56,425.	28,212.		28,212.
TO FORM 990-PF, PG 1, LN 16B	56,425.	28,212.		28,212.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	584,188.	0.		584,188.
PORTFOLIO EXPENSES	196,250.	196,041.		0.
INVESTMENT MANAGEMENT FEES	494,291.	494,291.		0.
TO FORM 990-PF, PG 1, LN 16C	1,274,729.	690,332.		584,188.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	114,260.	114,202.		0.
FEDERAL/STATE TAXES	1,385,982.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,500,242.	114,202.		0.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP EXPENSES	558,126.	493,413.		0.
OTHER EXPENSES	39,051.	5,412.		33,639.
TO FORM 990-PF, PG 1, LN 23	597,177.	498,825.		33,639.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AEW CORE PROPERTY TRUST, INC	9,560,085.	9,560,085.	
CALVERT SOCIAL INV BOND I	18,341,157.	18,341,157.	
CRA QUALIFIED INVESTMENT FUND	17,770,890.	17,770,890.	
PAX WORLD GLOBAL ENVIRONMENT	41,117,053.	41,117,053.	
NORTHERN INST'L SHORT BOND	9,903,216.	9,903,216.	
WALDEN LARGE CAP EQUITY	18,406,103.	18,406,103.	
WALDEN SMALL/MID CAP EQUITY	10,980,644.	10,980,644.	
APERIO GROUP	35,932,160.	35,932,160.	
SOLAR MOSAIC, INC	500,000.	500,000.	
SUMMIT PARTNERS OPP L/S FUND	5,387,134.	5,387,134.	
GLOBAL EM MRKTS ESG FUND-LGM	11,410,130.	11,410,130.	
TRITON INTERNATIONAL LIMITED	1,647,051.	1,647,051.	
MAYVENN, INC	502,897.	502,897.	
LEND STREET INC	1,002,445.	1,002,445.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	182,460,965.	182,460,965.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTWORK	FMV	18,500.	18,500.
MAKENA CAP SPLITTER X/BLOCKER Y	FMV	16,234,408.	16,234,408.
METROPOLITAN REAL ESTATE PARTNERS GLOBAL II, LP	FMV	304,731.	304,731.
METROPOLITAN REAL ESTATE PARTNERS INTL II, LP	FMV	60,241.	60,241.
METROPOLITAN REAL ESTATE PARTNERS IV-A, LP	FMV	221,838.	221,838.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

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	FMV		
METROPOLITAN REAL ESTATE PARTNERS V, LP		83,668.	83,668.
KBI DST WATER FUND	FMV	8,027,581.	8,027,581.
ABERDEEN VP VI (OFFSHORE)	FMV	768,072.	768,072.
ABERDEEN US PE III(OFFSHORE)	FMV	1,557,542.	1,557,542.
ABERDEEN US PE IV (OFFSHORE)	FMV	1,747,387.	1,747,387.
ABERDEEN VP VII (OFFSHORE)	FMV	1,113,891.	1,113,891.
ABERDEEN US PE V (OFFSHORE)	FMV	3,620,431.	3,620,431.
ABERDEEN VP VIII (OFFSHORE)	FMV	1,832,209.	1,832,209.
IMPAX GB'L RESOUCE OPT FUND LP	FMV	7,581,042.	7,581,042.
IMPACT AMERICA FUND, L.P.	FMV	739,936.	739,936.
BOSTON COMMON INT'L SOCIAL FU	FMV	23,840,752.	23,840,752.
GLOBAL IMPACT FUND, GAWA	FMV	2,101,509.	2,101,509.
INVESTECO SUSTAIN FOOD FUND II	FMV	650,932.	650,932.
COMPLETE SOLAR, INC.	FMV	500,000.	500,000.
COMPLETE SOLAR, INC--CONVERTIBLE DEBT	FMV	500,000.	500,000.
ROSE AFFORDABLE HP IV REIT LP	FMV	1,220,550.	1,220,550.
BUILDERS FUND TM LLC	FMV	746,263.	746,263.
MACRO CONTENT FUND I, LLC	FMV	296,891.	296,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,768,374.	73,768,374.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXPENSES	1,782.	7,877.	7,877.
PROGRAM RELATED INVESTMENTS	1,200,000.	2,052,000.	2,052,000.
TO FORM 990-PF, PART II, LINE 15	1,201,782.	2,059,877.	2,059,877.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 12

NAME OF CONTRIBUTOR

ADDRESS

TAO INVEST LLC

1 LETTERMAN DRIVE, SUITE C4-420
SAN FRANCISCO, CA 94129

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

FORM 990-PF SCHEDULE OF CONTROLLED ENTITIES STATEMENT 13
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY EMPLOYER ID NO
LIBRA SOCIAL INVESTMENT FUND LLC 36-4812310

ADDRESS EXCESS BUSINESS HOLDING [] YES [X] NO
1 LETTERMAN DRIVE, SUITE C4-420
SAN FRANCISCO, CA 94127

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NICHOLAS J. PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	CHAIRMAN 0.10	0.	0.	0.
SUSAN S. PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	VICE PRESIDENT 3.00	0.	0.	0.
REGAN PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	PRESIDENT 3.00	0.	0.	0.
JOSEPH PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0.10	0.	0.	0.
JACOB PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0.10	0.	0.	0.
ISAAC PRITZKER 1 LETTERMAN DR, SUITE C4-420 SAN FRANCISCO, CA 94129	DIRECTOR 0.10	0.	0.	0.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

JOSEPH PERKOVICH	SECRETARY/TREASURER			
1 LETTERMAN DR, SUITE C4-420	1.00	0.	0.	0.
SAN FRANCISCO, CA 94129				
 CRYSTAL HAYLING	 EXECUTIVE DIRECTOR			
1 LETTERMAN DR, SUITE C4-420	20.00	0.	0.	0.
SAN FRANCISCO, CA 94129				
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
		0.	0.	0.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 15

DESCRIPTION

RUDOLF STEINER FOUNDATION (RSF)'S REGENERATIVE ECONOMY FUND
 - ACCELERATES THE TRANSITION FROM A DESTRUCTIVE AND
 UNSUSTAINABLE "TAKE, MAKE, DISPOSE" ECONOMY TO A
 REGENERATIVE ECONOMY THAT IS BASED ON DESIGNING MATERIALS
 THAT CAN BE INFINITELY REUSED, DECOUPLING ECONOMIC GROWTH
 FROM RESOURCE CONSUMPTION AND MEETING FUTURE GENERATIONS'
 RESOURCE NEEDS WHILE REGENERATING ECOSYSTEMS."

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

352,000.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 16

DESCRIPTION

SHARED INTEREST INC - PROVIDES GUARANTEE LOANS TO SOUTH
 AFRICAN AND OTHER SOUTHERN AFRICAN BASED MFIS AND COMMERCIAL
 LENDERS TO ENCOURAGE LENDING TO COMMUNITIES PREVIOUSLY
 EXCLUDED FROM CREDIT BECAUSE OF THEIR RACIAL, ETHNIC,
 GENDER, GEOGRAPHIC, AND ETHNIC PRIORITIES.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 2

500,000.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

GENERAL EXPLANATION

STATEMENT 17

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-B LINE 1(A) (2)

EXPLANATION:

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

GENERAL EXPLANATION

STATEMENT 18

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-B LINE 1(A) (3)

EXPLANATION:

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

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

GENERAL EXPLANATION

STATEMENT 19

FORM/LINE IDENTIFIER

TANGIBLE PROPERTY REGULATIONS ELECTION STATEMENTS

EXPLANATION:

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION
TAXPAYER IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER TREAS.
REG. 1.263(A)-1(F) FOR ALL ELIGIBLE AMOUNTS PAID OR INCURRED DURING THE
TAXABLE YEAR.

SECTION 1.263(A)-3(N) CAPITALIZATION ELECTION
TAXPAYER HEREBY ELECTS TO CAPITALIZE REPAIR AND MAINTENANCE COSTS UNDER
TREAS. REG. 1.263(A)-3(N). THE COSTS WERE INCURRED DURING THE TAXABLE
YEAR IN THE ELECTING TAXPAYER'S TRADE OR BUSINESS AND THE ELECTING
TAXPAYER TREATS SUCH COSTS AS CAPITAL EXPENDITURES ON ITS BOOKS AND
RECORDS.

FOR PUBLIC INSPECTION

THE LIBRA FOUNDATION

36-4812310

GENERAL EXPLANATION

STATEMENT 20

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-A LINE 11

EXPLANATION:

STATEMENT OF INFORMATION REGARDING TRANSFERS TO A CONTROLLED ENTITY:

NAME AND ADDRESS OF EACH CONTROLLED ENTITY:

LIBRA SOCIAL INVESTMENT FUND LLC

1 LETTERMAN DRIVE, SUITE C4-420
SAN FRANCISCO, CA 94129

EMPLOYER IDENTIFICATION NUMBER: 36-4812310

DESCRIPTION OF TRANSFER: CASH

AMOUNT OF TRANSFER: \$4,385