

Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2018**

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Open to Public Inspection

**A** For the 2018 calendar year, or tax year beginning **JUL 1, 2018** and ending **JUN 30, 2019**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>HEADWATERS FOUNDATION FOR JUSTICE</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>2801 21ST AVENUE SOUTH 132-B</b> City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55407</b> <b>F</b> Name and address of principal officer: <b>MARIA DE LA CRUZ</b> <b>SAME AS C ABOVE</b>	<b>D</b> Employer identification number <b>36-3359386</b> <b>E</b> Telephone number <b>6128790602</b> <b>G</b> Gross receipts \$ <b>3,976,974.</b> <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: <b>WWW.HEADWATERSFOUNDATION.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <b>L</b> Year of formation: <b>1984</b> <b>M</b> State of legal domicile: <b>MN</b>		

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>HEADWATERS FOUNDATION'S MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE.</b>		
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>17</b>
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>17</b>
<b>5</b>	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>5</b>	<b>13</b>
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>95</b>
<b>7 a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b>	Net unrelated business taxable income from Form 990-T, line 38	<b>7b</b>	<b>0.</b>
<b>8</b>	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
<b>9</b>	Program service revenue (Part VIII, line 2g)	<b>3,166,245.</b>	<b>2,590,315.</b>
<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>0.</b>	<b>340,000.</b>
<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>209,644.</b>	<b>254,692.</b>
<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>-54,666.</b>	<b>27,267.</b>
<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>3,321,223.</b>	<b>3,212,274.</b>
<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	<b>997,834.</b>	<b>1,303,889.</b>
<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	<b>709,558.</b>	<b>1,175,764.</b>
<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25) <b>404,513.</b>	<b>0.</b>	<b>0.</b>
<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>401,606.</b>	<b>697,293.</b>
<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>2,108,998.</b>	<b>3,176,946.</b>
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	<b>1,212,225.</b>	<b>35,328.</b>
<b>20</b>	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>21</b>	Total liabilities (Part X, line 26)	<b>7,463,013.</b>	<b>7,821,371.</b>
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	<b>59,444.</b>	<b>390,828.</b>
<b>22</b>		<b>7,403,569.</b>	<b>7,430,543.</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <b>MARIA DE LA CRUZ, EXECUTIVE DIRECTOR</b>	Date
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DEIRDRE HODGSON</b>	Preparer's signature <i>Deirdre Hodgson</i>
	Firm's name <b>CLIFTONLARSONALLEN LLP</b>	Date <b>11/4/19</b>
	Firm's address <b>220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P01484710</b>
		Firm's EIN <b>41-0746749</b>
		Phone no. <b>612-376-4500</b>

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION**

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 1,783,772. including grants of \$ 1,262,089. ) (Revenue \$ ) GRANTMAKING AND DONOR ADVISED FUNDS

SEE SCHEDULE O.

4b (Code: ) (Expenses \$ 211,256. including grants of \$ 41,800. ) (Revenue \$ 340,000. ) BLACK SEED FELLOWSHIP

SEE SCHEDULE O.

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 1,995,028.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....	X	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		X
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable .....		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable .....		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? .....	X	

**Part V** Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a		13
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		X
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the sponsoring organization make any taxable distributions under section 4966?		X
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		X
10	<b>Section 501(c)(7) organizations.</b> Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	<b>Section 501(c)(12) organizations.</b> Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.		X

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	<b>1a</b> 17		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>1b</b> 17		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>10b</b>			
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>12c</b>		X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>b</b>	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
<b>15b</b>		X	
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
<b>16b</b>			

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MN, WI**
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **MARIA DE LA CRUZ - 612-400-6265**  
**2801 21ST AVENUE SOUTH, NO. 132-B, MINNEAPOLIS, MN 55407**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ERICA MAUTER CO-CHAIR	1.00	X		X				0.	0.	0.
(2) ELIANNE FARHAT CO-CHAIR	1.00	X		X				0.	0.	0.
(3) AVI VISWANATHAN TREASURER	1.00	X		X				0.	0.	0.
(4) MALA THAO SECRETARY	1.00	X		X				0.	0.	0.
(5) EBONY ADEDAYO BOARD MEMBER	1.00	X						0.	0.	0.
(6) CHAD AMBRODAY BOARD MEMBER	1.00	X						0.	0.	0.
(7) EARTHA BELL BOARD MEMBER	1.00	X						0.	0.	0.
(8) TROUNG CHINH DUONG BOARD MEMBER	1.00	X						0.	0.	0.
(9) ELIZABETH COCO BOARD MEMBER	1.00	X						0.	0.	0.
(10) CAMILLE CYPRIAN BOARD MEMBER	1.00	X						0.	0.	0.
(11) ALYSSA HAWKINS BOARD MEMBER	1.00	X						0.	0.	0.
(12) MUNEER KARCHER-RAMOS BOARD MEMBER	1.00	X						0.	0.	0.
(13) ARLETA LITTLE BOARD MEMBER	1.00	X						0.	0.	0.
(14) FATIMA MOORE BOARD MEMBER	1.00	X						0.	0.	0.
(15) CAITLIN SCHWARTZ BOARD MEMBER	1.00	X						0.	0.	0.
(16) DAMEUN STRANGE BOARD MEMBER	1.00	X						0.	0.	0.
(17) PA CHUA VANG BOARD MEMBER	1.00	X						0.	0.	0.

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JANIECE WATTS BOARD MEMBER	1.00	X						0.	0.	0.
(19) DAVID NICHOLSON EXECUTIVE DIRECTOR	43.00			X				115,090.	0.	221,556.
(20) MARIA DE LA CRUZ ASSOCIATE EXECUTIVE DIRECTOR	41.00			X				83,349.	0.	25,938.
<b>1b Sub-total</b>								198,439.	0.	247,494.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								198,439.	0.	247,494.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	101,597.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,488,718.			
	g Noncash contributions included in lines 1a-1f: \$		4,483.			
	<b>h Total.</b> Add lines 1a-1f		2,590,315.			
	Program Service Revenue	2 a <b>BLACK SEED FELLOWSHIP</b>	Business Code 900099	340,000.		340,000.
b						
c						
d						
e						
f All other program service revenue						
<b>g Total.</b> Add lines 2a-2f			340,000.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		70,564.		70,564.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)		184,128.		184,128.	
	8 a Gross income from fundraising events (not including \$ 101,597. of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses		17,183.		
c Net income or (loss) from fundraising events			-69,001.		-69,001.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue	900099	96,268.			96,268.	
<b>e Total.</b> Add lines 11a-11d		96,268.				
<b>12 Total revenue.</b> See instructions		3,212,274.	0.	0.	621,959.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	1,248,389.	1,248,389.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	55,500.	55,500.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	488,105.	106,424.	237,032.	144,649.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	531,471.	207,075.	242,705.	81,691.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	36,939.	10,122.	17,832.	8,985.
9 Other employee benefits	75,268.	19,847.	36,935.	18,486.
10 Payroll taxes	43,981.	12,353.	20,771.	10,857.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	83,309.		83,309.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	206,600.	134,305.	44,694.	27,601.
12 Advertising and promotion				
13 Office expenses	39,609.	16,630.	7,638.	15,341.
14 Information technology	78,861.	40,270.	17,471.	21,120.
15 Royalties				
16 Occupancy	75,098.	37,947.	13,894.	23,257.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	138,528.	86,544.	33,429.	18,555.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,028.		6,028.	
23 Insurance	4,536.	2,379.	845.	1,312.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>BAD DEBT</b>	23,342.	1,157.	183.	22,002.
b <b>MEMBERSHIPS</b>	10,884.	9,579.	919.	386.
c				
d				
e All other expenses	30,498.	6,507.	13,720.	10,271.
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>3,176,946.</b>	<b>1,995,028.</b>	<b>777,405.</b>	<b>404,513.</b>
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1		1		
	2	2,358,789.	2	2,117,648.	
	3	64,767.	3	687,612.	
	4	7,793.	4	22,200.	
	5		5		
	6		6		
	7		7		
	8		8		
	9	71,783.	9	85,886.	
	10a				
		10a	121,424.		
	b				
		10b	120,324.	10c	1,100.
	11	3,376,151.	11	3,342,154.	
	12	32,226.	12	0.	
	13	510,000.	13	510,000.	
14		14			
15	1,034,376.	15	1,054,771.		
16	7,463,013.	16	7,821,371.		
Liabilities	17	47,297.	17	251,284.	
	18		18	130,000.	
	19		19		
	20		20		
	21		21		
	22		22		
	23		23		
	24		24		
	25	12,147.	25	9,544.	
	26	59,444.	26	390,828.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	2,785,901.	27	1,997,056.	
	28	205,688.	28	1,021,507.	
	29	4,411,980.	29	4,411,980.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30		30		
	31		31		
	32		32		
33	7,403,569.	33	7,430,543.		
34	7,463,013.	34	7,821,371.		

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,212,274.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,176,946.
3	Revenue less expenses. Subtract line 2 from line 1	3	35,328.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,403,569.
5	Net unrealized gains (losses) on investments	5	-66,501.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	58,147.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	7,430,543.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2018)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	2,238,069.	1,079,498.	2,137,063.	3,166,245.	2,488,718.	11,109,593.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
3 The value of services or facilities furnished by a governmental unit to the organization without charge .....						
4 <b>Total.</b> Add lines 1 through 3 .....	2,238,069.	1,079,498.	2,137,063.	3,166,245.	2,488,718.	11,109,593.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						2,279,831.
6 <b>Public support.</b> Subtract line 5 from line 4.						8,829,762.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4 .....	2,238,069.	1,079,498.	2,137,063.	3,166,245.	2,488,718.	11,109,593.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....	88,544.	50,604.	58,406.	72,519.	70,564.	340,637.
9 Net income from unrelated business activities, whether or not the business is regularly carried on .....						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	31,157.	7,037.	176.	884.	96,268.	135,522.
11 <b>Total support.</b> Add lines 7 through 10 .....						11,585,752.
12 Gross receipts from related activities, etc. (see instructions) .....					12	15,712.
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) .....	14	76.21 %
15 Public support percentage from 2017 Schedule A, Part II, line 14 .....	15	70.59 %
16a <b>33 1/3% support test - 2018.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
b <b>33 1/3% support test - 2017.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
17a <b>10% -facts-and-circumstances test - 2018.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
b <b>10% -facts-and-circumstances test - 2017.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** .....

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2017 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2017 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2018.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions .....

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2018

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 <b>Excess distributions carryover to 2019.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS REVENUE

2014 AMOUNT: \$ 31,157.

2015 AMOUNT: \$ 7,037.

2016 AMOUNT: \$ 176.

2017 AMOUNT: \$ 884.

2018 AMOUNT: \$ 96,268.

Multiple horizontal lines for providing additional information.

**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Name of the organization

Employer identification number

**HEADWATERS FOUNDATION FOR JUSTICE**

**36-3359386**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

Name of organization

Employer identification number

**HEADWATERS FOUNDATION FOR JUSTICE**

36-3359386

**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		\$ 406,146.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 110,954.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 70,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

**HEADWATERS FOUNDATION FOR JUSTICE**

**36-3359386**

**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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**HEADWATERS FOUNDATION FOR JUSTICE**

36-3359386

**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

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527  
▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <b>HEADWATERS FOUNDATION FOR JUSTICE</b>	Employer identification number <b>36-3359386</b>
------------------------------------------------------------------	-----------------------------------------------------

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political campaign activity expenditures ..... ▶ \$ 0.

3 Volunteer hours for political campaign activities ..... 0.

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No

4a Was a correction made? .....  Yes  No

b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_

4 Did the filing organization file Form 1120-POL for this year? .....  Yes  No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying) .....			
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....			
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....			
<b>d</b> Other exempt purpose expenditures .....			
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....			
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
<b>If the amount on line 1e, column (a) or (b) is:</b>	<b>The lobbying nontaxable amount is:</b>		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....			
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- .....			
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0- .....			
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes	<input type="checkbox"/> No

**4-Year Averaging Period Under Section 501(h)**  
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below.  
 See the separate instructions for lines 2a through 2f.)

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
<b>2a</b> Lobbying nontaxable amount	237,049.	231,484.		0.	468,533.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					702,800.
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount	59,262.	57,871.		0.	117,133.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					175,700.
<b>f</b> Grassroots lobbying expenditures					

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total. Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?		
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
<b>3</b> Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?		

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate value of contributions to (during year), Aggregate value of grants from (during year), Aggregate value at end of year, and questions about donor information.

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Form with multiple questions (1-9) regarding conservation easements, including purpose, monitoring, and reporting requirements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Form with questions (1a, 1b, 2) regarding reporting requirements for art and historical treasures.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2018

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,927,603.	4,460,372.	4,172,535.	4,535,522.	4,025,923.
b Contributions					621,505.
c Net investment earnings, gains, and losses	195,745.	400,628.	482,512.	-175,953.	59,817.
d Grants or scholarships					
e Other expenditures for facilities and programs	194,590.	189,802.	194,675.	187,034.	21,723.
f Administrative expenses					150,000.
g End of year balance	4,928,758.	4,927,603.	4,460,372.	4,172,535.	4,535,522.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  %
  - b Permanent endowment  96.82 %
  - c Temporarily restricted endowment  3.18 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                             | Yes                                 | No                                  |
|-----------------------------|-------------------------------------|-------------------------------------|
| (i) unrelated organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (ii) related organizations  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
- b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		121,424.	120,324.	1,100.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				1,100.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other .....		
(A) .....		
(B) .....		
(C) .....		
(D) .....		
(E) .....		
(F) .....		
(G) .....		
(H) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) <b>NOTES RECEIVABLE FROM</b>		
(2) <b>FOUNDATIONS</b>	510,000.	COST
(3) .....		
(4) .....		
(5) .....		
(6) .....		
(7) .....		
(8) .....		
(9) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶	510,000.	

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) <b>INTEREST IN THE NET ASSETS OF THE MINNEAPOLIS FOUNDATION</b>	1,054,771.
(2) .....	
(3) .....	
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,054,771.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) <b>TENANT SECURITY DEPOSITS</b>	1,440.
(3) <b>DEFERRED RENT PAYABLE</b>	8,104.
(4) .....	
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	9,544.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	3,206,970.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	-66,501.	
b	Donated services and use of facilities	2b	3,050.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	58,147.	
e	Add lines 2a through 2d	2e	-5,304.	
3	Subtract line 2e from line 1	3	3,212,274.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,212,274.	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	3,179,996.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	3,050.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	3,050.	
3	Subtract line 2e from line 1	3	3,176,946.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,176,946.	

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART V, LINE 4:**

THE FOUNDATION MAINTAINS THE ENDOWMENT TO SUPPORT GENERAL OPERATIONS AND FUND GRANTMAKING FOR THE BENEFIT OF INDIGENOUS LEAD GROUPS IN MINNESOTA AND WISCONSIN.

**PART X, LINE 2:**

THE FOUNDATION IS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND MINNESOTA STATUTE 290.05. IT IS CLASSIFIED AS A FOUNDATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1) OF THE IRC AND CONTRIBUTIONS BY DONORS ARE TAX DEDUCTIBLE.

THE FOUNDATION FOLLOWS ACCOUNTING STANDARDS FOR UNCERTAIN TAX POSITIONS

**Part XIII** Supplemental Information (continued)

AND FILES AS A TAX-EXEMPT ORGANIZATION. DURING 2019 AND 2018, THE FOUNDATION HAS NOT RECOGNIZED ANY LIABILITY FOR UNCERTAIN TAX POSITIONS. THE FOUNDATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION

FUND 58,147.



**Part II Fundraising Events.** Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		CHANGE MAKERS GALA (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	118,780.		118,780.
	2	Less: Contributions	101,597.		101,597.
	3	Gross income (line 1 minus line 2)	17,183.		17,183.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	4,483.		4,483.
	6	Rent/facility costs	23,550.		23,550.
	7	Food and beverages	24,000.		24,000.
	8	Entertainment	2,000.		2,000.
	9	Other direct expenses	32,151.		32,151.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			86,184.
	11	Net income summary. Subtract line 10 from line 3, column (d)			-69,001.

**Part III Gaming.** Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			

9 Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_  
 a Is the organization licensed to conduct gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_





**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Open to Public  
Inspection

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number  
**36-3359386**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INQUILINX UNIDXS POR JUSTICIA 3715 CHICAGO AVE MINNEAPOLIS, MN 55407	47-4987940	501C3	81,000.	0.			GENERAL OPERATING SUPPORT
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA - 3715 CHICAGO AVE - MINNEAPOLIS, MN 55407	38-3828696	501C3	54,750.	0.			GENERAL OPERATING SUPPORT
REVIVING THE ISLAMIC SISTERHOOD FOR EMPOWERMENT - 1007 WEST BROADWAY AVE - MINNEAPOLIS, MN 55411	81-1236990	501C3	52,000.	0.			GENERAL OPERATING SUPPORT
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE - 116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003	13-2992977	501C3	50,000.	0.			GENERAL OPERATING SUPPORT
BLACK VISIONS COLLECTIVE 3636 PARK AVE MINNEAPOLIS, MN 55407	41-1635130		37,750.	0.			GENERAL OPERATING SUPPORT
MANIDOO OGITIGAAN 102 FIRST STREET WEST #110 BEMIDJI, MN 56601	82-4774865	501C3	30,000.	0.			PROJECT SUPPORT

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **69.**

**3** Enter total number of other organizations listed in the line 1 table **14.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2018)

**HEADWATERS FOUNDATION FOR JUSTICE**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)**

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL LGBTQ TASK FORCE 1325 MASSACHUSETTS AVE NW SUITE 600 WASHINGTON, DC 20003	52-1624852	501C3	25,000.	0.			GENERAL OPERATING SUPPORT
OUTFRONT MINNESOTA COMMUNITY SERVICES - 310 EAST 38TH STREET, SUITE 209 - MINNEAPOLIS, MN 55409	36-3550489	501C3	24,500.	0.			GENERAL OPERATING SUPPORT
AWOOD CENTER 2511 E. FRANKLIN AVE MINNEAPOLIS, MN 55406	45-0553731		24,000.	0.			GENERAL OPERATING SUPPORT
HNVB TSHIAB: HMONG WOMEN ACHIEVING TOGETHER - PO BOX 17391 - SAINT PAUL, MN 55117	20-8964738	501C3	22,000.	0.			GENERAL OPERATING SUPPORT
PUEBLOS DE LUCHA Y ESPERANZA 3805 E 40TH ST, SUITE 102 MINNEAPOLIS, MN 55406	271350278	501C3	22,000.	0.			GENERAL OPERATING SUPPORT
NAVIGATE MN 1515 E LAKE ST STE 202 MINNEAPOLIS, MN 55407	45-3808452	501C3	20,250.	0.			GENERAL OPERATING SUPPORT
BDOTE LEARNING CENTER 3216 E 29TH ST MINNEAPOLIS, MN 55406	27-3168843	501C3	20,000.	0.			PROJECT SUPPORT
DEFEND GLENDALE AND PUBLIC HOUSING COALITION - P.O. BOX 14616 - MINNEAPOLIS, MN 55411	753210606		20,000.	0.			GENERAL OPERATING SUPPORT
PEOPLE'S MOVEMENT CENTER 763 EAST 41ST STREET MINNEAPOLIS, MN 55407	41-1854164		20,000.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**HEADWATERS FOUNDATION FOR JUSTICE**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)**

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RELEASEMN8 705 5TH STREET AVE STE. 100 FARMINGTON, MN 55024	38-3777719	501C3	20,000.	0.			GENERAL OPERATING SUPPORT
TAKEACTION MN 705 RAYMOND AVE STE. 100 ST. PAUL, MN 55114	41-1635130	501C3	20,000.	0.			GENERAL OPERATING SUPPORT
WEST SIDE CITIZENS ORGANIZATION 209 PAGE ST W SAINT PAUL, MN 55107	237447142	501C3	20,000.	0.			GENERAL OPERATING SUPPORT
WOMEN ORGANIZING WOMEN NETWORK 615 1ST AVE, NE #500 MINNEAPOLIS, MN 55413	47-4294816	501C3	20,000.	0.			GENERAL OPERATING SUPPORT
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE WEST SUITE 150 ST. PAUL, MN 55104	41-1830619	501C3	16,500.	0.			GENERAL OPERATING SUPPORT
BODY WISDOM 2273 TELEGRAPH AVENUE OAKLAND, CA 55128	94-3153475	501C3	15,000.	0.			GENERAL OPERATING SUPPORT
METROPOLITAN URBAN INDIAN DIRECTORS - 1414 E FRANKLIN AVE - MINNEAPOLIS, MN 55404	41-2117257		15,000.	0.			GENERAL OPERATING SUPPORT
THE NATURE CONSERVANCY 1101 WEST RIVER PARKWAY, SUITE 200 MINNEAPOLIS, MN 55415	53-0242652	501C3	15,000.	0.			GENERAL OPERATING SUPPORT
TOXIC TATERS COALITION PO BOX 25 CALLAWAY, MN 56521	94-2949686		14,000.	0.			GENERAL OPERATING SUPPORT

Schedule I (Form 990)

**HEADWATERS FOUNDATION FOR JUSTICE**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)**

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MINNESOTA HOST HOME NETWORK 3748 BRYANT AVE. S. MINNEAPOLIS, MN 55409	41-1916337		13,000.	0.			GENERAL OPERATING SUPPORT
PAN-ASIAN VOICES FOR EQUITY- MINNESOTA - 755 PRIOR AVE NORTH, SUITE 107 - SAINT PAUL, MN 55116	41-1727881		13,000.	0.			GENERAL OPERATING SUPPORT
WOMEN'S ENVIRONMENTAL INSTITUTE PO BOX 128 NORTH BRANCH, MN 55056	20-0312344	501C3	13,000.	0.			GENERAL OPERATING SUPPORT
HISPANIC OUTREACH PROGRAM OF GOODHUE - 628 WEST 5TH STREET - RED WING, MN 55066	26-4467878	501C3	12,000.	0.			GENERAL OPERATING SUPPORT
WATERLEGACY PO BOX 3276 DULUTH, MN 55803	26-3999186	501C3	12,000.	0.			GENERAL OPERATING SUPPORT
PREVENTION HEALTH CARE AGENCY D/B/A ISUROON - 1600 EAST LAKE STREET SUITE #1 - MINNEAPOLIS, MN 55408	421651737	501C3	10,500.	0.			GENERAL OPERATING SUPPORT
4-DIRECTIONS DEVELOPMENT INC PO BOX 1020 23750 HWY 1 E RED LAKE, MN 56671	81-1754928	501C3	10,000.	0.			PROJECT SUPPORT
AMAZE 275 4TH ST E STE 420 MINNEAPOLIS, MN 55101	41-1972162	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
AMERICAN INDIAN COMMUNITY HOUSING ORGANIZATION - 202 W 2ND ST - DULUTH, MN 55404	41-1782394	501C3	10,000.	0.			GENERAL OPERATING SUPPORT

**HEADWATERS FOUNDATION FOR JUSTICE**  
 Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
APIA MN FILM COLLECTIVE 7715 STAFFORD TRAIL SAVAGE, MN 55378	41-1690483		10,000.	0.			PROJECT SUPPORT
AUTISM SOCIETY OF MINNESOTA 2380 WYCLIFF STREET, #102 SAINT PAUL, MN 55114	41-1718029	501C3	10,000.	0.			PROJECT SUPPORT
BAYFIELD REGIONAL CONSERVANCY INC 500 MAIN ST E STE 307 MENOMONIE, WI 54814	39-1872550	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
BREAST CANCER ACTION 275 FIFTH STREET, SUITE 307 SAN FRANCISCO, CA 94103	94-3138992	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
BROWNBODY 434 VADNAIS LAKE DRIVE VADNAIS HEIGHTS, MN 55127	46-2759548	501C3	10,000.	0.			PROJECT SUPPORT
CENTRAL MINNESOTA SEXUAL ASSAULT CENTER - 15 RIVERSIDE DRIVE NE - ST. CLOUD, MN 56304	41-1490431	501C3	10,000.	0.			PROJECT SUPPORT
DAKOTA WICOHAN 230 WEST SECOND STREET, PO BOX 2 MORTON, MN 56270	42-1552956	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
DREAM OF WILD HEALTH 1308 E. FRANKLIN AVENUE SUITE 203 MINNEAPOLIS, MN 55404	41-1632662	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
ELLIOT PARK NEIGHBORHOOD, INC. 817 5TH AVE S, SUITE 400 MINNEAPOLIS, MN 55415	41-1281612	501C3	10,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FAITH IN MINNESOTA 2356 UNIVERSITY AVE W STE 405 SAINT PAUL, MN 55114	82-2271968	501C4	10,000.	0.			GENERAL OPERATING SUPPORT
FAMILY TREE, INC 1619 DAYTON AVENUE, SUITE 205 SAINT PAUL, MN 55104	23-7133742	501C3	10,000.	0.			PROJECT SUPPORT
POSTER ADVOCATES 555 WABASHA STREET NORTH, SUITE 110 ST. PAUL, MN 55102	41-1916337		10,000.	0.			PROJECT SUPPORT
GRASSROOTS INDIGENOUS MULTIMEDIA 4120 45TH AVENUE S. MINNEAPOLIS, MN 55406	41-1962329	501C3	10,000.	0.			PROJECT SUPPORT
IMMIGRANT DEVELOPMENT CENTER 810 4TH AVE. S. SUITE 100 MOORHEAD, MN 56560	20-3368647	501C3	10,000.	0.			PROJECT SUPPORT
IRAQI AND AMERICAN RECONCILIATION PROJECT - 2021 E HENNEPIN AVE SUITE 200 - MINNEAPOLIS, MN 55405	26-0545027	501C3	10,000.	0.			PROJECT SUPPORT
KOOTASCA COMMUNITY ACTION 201 NW 4TH ST, SUITE 130 GRAND RAPIDS, MN 55744	41-0904805	501C3	10,000.	0.			PROJECT SUPPORT
LAND STEWARDSHIP ACTION FUND 821 E. 35TH ST. #200 MINNEAPOLIS, MN 55407	82-4347114	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
MINNESOTA LEADERSHIP COUNCIL ON AGING - 2365 MCKNIGHT ROAD NORTH - NORTH ST. PAUL, MN 55110	41-1774247		10,000.	0.			PROJECT SUPPORT

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE - 1414 E FRANKLIN AVE - MINNEAPOLIS, MN 55404	41-2117257	501C3	10,000.	0.			PROJECT SUPPORT
NEW ARAB AMERICAN THEATER WORKS 3459 NE TYLER STREET MINNEAPOLIS, MN 55418	812799048	501C3	10,000.	0.			PROJECT SUPPORT
NOKOMIS EAST NEIGHBORHOOD ASSOCIATION (NENA) - 4313 E 54TH STREET - MINNEAPOLIS, MN 55410	411824990	501C3	10,000.	0.			PROJECT SUPPORT
PREVENT CHILD ABUSE MN D.B.A. MINNESOTA COMMUNITIES CARING FOR CHILDREN - 709 UNIVERSITY AVE W SUITE 234 - SAINT PAUL, MN 55104	41-1354842	501C3	10,000.	0.			PROJECT SUPPORT
RECLAIM 771 RAYMOND AVE ST. SAINT PAUL, MN 55114	80-0829665	501C3	10,000.	0.			PROJECT SUPPORT
RESTAURANT OPPORTUNITIES CENTER OF MINNESOTA (ROC-MN) - 2645 PLEASANT AVENUE - MINNEAPOLIS, MN 55408	01-0939141	501C3	10,000.	0.			PROJECT SUPPORT
SOLUTIONS NOT SUSPENSIONS COALITION - 9663 TOLEDO LANE - BROOKLYN PARK, MN 55443	41-1916337		10,000.	0.			PROJECT SUPPORT
SOMALI ARTIFACT AND CULTURAL MUSEUM - 1516 EAST LAKE STREET #11 - MINNEAPOLIS, MN 55407	46-2821976	501C3	10,000.	0.			PROJECT SUPPORT
ST. PAUL YOUTH SERVICES 2100 WILSON AVE SAINT PAUL, MN 55119	411316444	501C3	10,000.	0.			PROJECT SUPPORT

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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THE CEDAR CULTURAL CENTER 416 CEDAR AVE S MINNEAPOLIS, MN 55454	411659156	501C3	10,000.	0.			PROJECT SUPPORT
THE ENITAN STORY 7362 UNIVERSITY AVE, SUITE 303 FRIDLEY, MN 55432	463503055	501C3	10,000.	0.			PROJECT SUPPORT
TIDES FOUNDATION TIDES, P.O. BOX 29903 SAN FRANCISCO, CA 94129	51-0198509	501C3	10,000.	0.			GENERAL OPERATING SUPPORT
TRANS UNITED 2425 17TH ST NW UNIT 104 WASHINGTON, MN 20020	26-3728794	501C3	10,000.	0.			PROJECT SUPPORT
TRI-COUNTY ACTION PROGRAM, INC. (TRI-CAP) - PO BOX 683 1210 23RD AVE - WAITE PARK, MN 56387	41-6049739	501C3	10,000.	0.			PROJECT SUPPORT
UNITE CLOUD PO BOX 851 ST CLOUD, MN 56301	47-5178839	501C3	10,000.	0.			PROJECT SUPPORT
UPRISING THEATRE COMPANY 343 E 19TH ST. UNIT 6B MINNEAPOLIS, MN 55404	474377750	501C3	10,000.	0.			PROJECT SUPPORT
URBAN HOMEWORKS, INC 2015 EMERSON AVE N MINNEAPOLIS, MN 55411	47-1821520	501C3	10,000.	0.			PROJECT SUPPORT
WOMEN'S ADVOCATES, INC. 588 GRAND AVE SAINT PAUL, MN 55102	23-7310701	501C3	10,000.	0.			PROJECT SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TIWAHE FOUNDATION 2801 21ST AVE S, STE 132F MINNEAPOLIS, MN 55407	26-4377588	501C3	8,500.	0.			GENERAL OPERATING SUPPORT
EAST SIDE FREEDOM LIBRARY 835 6TH ST E SAINT PAUL, MN 55106	46-3794535	501C3	7,500.	0.			GENERAL OPERATING SUPPORT
MPD150 2525 E FRANKLIN AVENUE, SUITE 301 MINNEAPOLIS, MN 55405	41-1750116		7,500.	0.			PROJECT SUPPORT
SAKAN COMMUNITY RESOURCE 8201 PARK AVE S STE 120 BLOOMINGTON, MN 55420	81-3594639	501C3	7,000.	0.			PROJECT SUPPORT
GRASSROOTS POLICY PROJECT 1515 OXFORD STREET BERKELEY, CA 94709	52-1846313	501C3	6,000.	0.			GENERAL OPERATING SUPPORT
VOICES FOR RACIAL JUSTICE 2525 E FRANKLIN AVENUE, SUITE 301 MINNEAPOLIS, MN 55405	41-1750116	501C3	6,000.	0.			GENERAL OPERATING SUPPORT
AFRICAN CAREER AND EDUCATION RESOURCE, INC - 6800 78TH AVENUE NORTH, SUITE 101 - BROOKLYN PARK, MN 55445	47-1207676	501C3	5,000.	0.			GENERAL OPERATING SUPPORT
GREATER MINNEAPOLIS CRISIS NURSERY NW 6189 P.O. BOX 1450 MINNEAPOLIS, MN 55419	41-1379021	501C3	5,000.	0.			GENERAL OPERATING SUPPORT
MAIN STREET PROJECT 105 4TH STREET EAST, SUITE 213 NORTHFIELD, MN 55057	20-1788275	501C3	5,000.	0.			GENERAL OPERATING SUPPORT

**HEADWATERS FOUNDATION FOR JUSTICE**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)**

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MN350 2104 STEVENS AVE S MINNEAPOLIS, MN 55404	452754381	501C3	5,000.	0.			GENERAL OPERATING SUPPORT
NEW DAWN THEATRE COMPANY 2400 CROSBY FARM R., #11 SAINT PAUL, MN 55116	83-1037567	501C3	5,000.	0.			GENERAL OPERATING SUPPORT
PREGNANCY & POSTPARTUM SUPPORT MINNESOTA - 1500 MCANDREWS RD SUITE 212 - BURNSVILLE, MN 55337	71-0196208	501C3	5,000.	0.			GENERAL OPERATING SUPPORT
THE SHALOM CENTER 6711 LINCOLN DRIVE PHILADELPHIA, PA 46360	07-5511143	501C3	5,000.	0.			GENERAL OPERATING SUPPORT

**Part III** Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
GRANT STIPENDS	59	55,500.	0.	N/A	N/A

**Part IV** Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**PART I, LINE 2:**  
 WITH AN INITIAL APPLICATION, GROUPS MUST SUPPLY A COPY OF THE DETERMINATION LETTER, A LIST OF BOARD MEMBERS, BUDGET AND FINANCIAL INFORMATION, AND A WRITTEN NARRATIVE PROPOSAL ABOUT THE PROJECT. IF AN AWARD IS MADE, GROUPS MUST SIGN A GRANT AGREEMENT INDICATING THE TERMS OF THE GRANT AND REPORTING REQUIREMENTS. GROUPS MUST ALSO PROVIDE EVIDENCE OF CURRENT REGISTRATION WITH THE MINNESOTA ATTORNEY GENERAL'S CHARITY DIVISION. IF FUNDS ARE DISTRIBUTED TO A FISCAL AGENT, A LETTER IS REQUIRED FROM THAT ORGANIZATION INDICATING THE ORGANIZATION'S WILLINGNESS TO SERVE IN THAT CAPACITY.

**Part IV** Supplemental Information

ORGANIZATIONS RECEIVING FUNDING ARE REQUIRED TO SUBMIT A FINAL REPORT ONE YEAR AFTER FUNDS WERE RECEIVED. ORGANIZATIONS THAT WERE FUNDED IN THE PREVIOUS YEAR ARE REQUIRED TO SUBMIT A SIX-MONTH PROGRESS REPORT WITH THEIR CURRENT APPLICATION. ORGANIZATIONS THAT WERE FUNDED PREVIOUSLY MUST HAVE ALL PROGRESS REPORTS SUBMITTED BEFORE ANY ADDITIONAL DOLLARS ARE GRANTED.

Lined area for supplemental information.

SCHEDULE O  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

2018

Open to Public  
Inspection

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

FORM 990, PART III, LINE 1

HEADWATERS FOUNDATION FOR JUSTICE (THE FOUNDATION) IS A COMMUNITY  
FOUNDATION WHOSE MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO  
ADVANCE EQUITY AND JUSTICE. THROUGH GRANTMAKING AND CAPACITY BUILDING  
SUPPORT TO GRASSROOTS ORGANIZATIONS, OUR GOAL IS TO FOSTER JUST AND  
SUSTAINABLE COMMUNITIES THAT EMBRACE SOCIAL, RACIAL, ECONOMIC AND  
ENVIRONMENTAL EQUITY. TO ACHIEVE THIS GOAL, ALL OF HEADWATERS' PROGRAMS  
ARE DESIGNED TO ADVANCE TWO OBJECTIVES: CHANGING SYSTEMS OF POWER, AND  
INCREASING THE POWER OF DISENFRANCHISED COMMUNITIES. OUR COMMUNITY-LED  
GRANTMAKING PROCESS IS THE TOUCHSTONE OF OUR FOUNDATION.

FORM 990, PART III, LINE 4A

DESCRIPTION OF PROGRAM SERVICES

GRANTMAKING - THIS PROGRAM INCLUDES THE PROCESS OF GRANTEE OUTREACH,  
PROPOSAL REVIEW, GRANT TRACKING, RECORD KEEPING, GRANTS EVALUATION, AND  
INTERNAL GRANTS MANAGEMENT. GRANTMAKING PROGRAMS INCLUDE:

THE GIVING PROJECT IS COMMUNITY-DRIVEN A MODEL THAT FUNDS SOCIAL  
CHANGE, BUILDS COMMUNITY, AND DEVELOPS LEADERS. THE NEW MAJORITY FUND,  
A FUND OF THE GIVING PROJECT, AWARDS TWO-YEAR GENERAL OPERATING GRANTS  
TO ORGANIZATIONS ACROSS MINNESOTA. IN ADDITION, GRANTEE PARTNERS WILL  
NOMINATE TWO OR THREE LEADERS, STAFF MEMBERS, OR BOARD MEMBERS TO  
PARTICIPATE IN THE MOVEMENT LEADERSHIP PROJECT SCHEDULED FOR SUMMER  
2020. FUNDS FOR THE GRANTS WERE RAISED BY MEMBERS IN THE GIVING  
PROJECT, A CROSS-CLASS, MULTIRACIAL GROUP OF COMMUNITY MEMBERS. IN

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2018)

832211 10-10-18

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

FISCAL YEAR 2019, THE GIVING PROJECT, THROUGH THE NEW MAJORITY FUND, AWARDED \$242,750 IN 15 GRANTS.

THE FUND OF THE SACRED CIRCLE IS DIRECTED TOWARD NATIVE LED GRASSROOTS GROUPS OR PROJECTS IN MINNESOTA AND WISCONSIN THAT ADDRESS ISSUES OF INJUSTICE IN NATIVE COMMUNITIES. THE FUND REAFFIRMS THE SELF-DETERMINATION OF NATIVE PEOPLE TO DEFINE AND ADDRESS THE NEEDS OF THEIR COMMUNITIES IN CULTURALLY APPROPRIATE WAYS. IN FISCAL YEAR 2019, THE FUND OF THE SACRED CIRCLE AWARDED \$55,000 IN FIVE GRANTS.

COMMUNITY INNOVATION GRANTS IS A PROGRAM IN PARTNERSHIP WITH THE BUSH FOUNDATION, WHICH SUPPORT COMMUNITIES TO USE PROBLEM SOLVING PROCESSES THAT LEAD TO MORE EFFECTIVE, EQUITABLE, AND SUSTAINABLE SOLUTIONS. THIS GRANT ALLOWS NONPROFIT ORGANIZATIONS TO INCREASE COLLECTIVE UNDERSTANDING OF AN ISSUE, GENERATE IDEAS, AND/OR TEST AND IMPLEMENT SOLUTIONS. IN FISCAL YEAR 2019, \$434,500 IN 44 GRANTS.

DONOR ADVISED FUNDS - THIS PROGRAM ENABLES INDIVIDUAL DONORS TO ADVANCE THEIR PHILANTHROPIC GOALS AND DIRECT RESOURCES TO SOCIAL CHANGE GROUPS LOCALLY AND NATIONALLY. HEADWATERS STAFF EDUCATES DONORS ABOUT SOCIAL INJUSTICE ISSUES, CONNECTS THEM TO ORGANIZATIONS THAT MATCH THEIR INTERESTS, AND PROVIDES GRANTMAKING ASSISTANCE. IN FISCAL YEAR 2019, HEADWATERS ALLOCATED \$823,229 IN 114 DONOR ADVISED GRANTS. (INCLUDES GRANTS OF \$304,979 TO HFJ)

BLACK SEED FELLOWSHIP - THE BLACK SEED FELLOWSHIP IS AN INNOVATIVE STRATEGY FOR BUILDING LONG-TERM POLITICAL POWER AND INFRASTRUCTURE IN MINNESOTA BY INVESTING DEEPLY IN WOMEN AND FEMME ORGANIZERS FROM

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DIVERSE BACKGROUNDS. FELLOWS WILL DEVELOP A SERIES OF ORGANIZER RETREATS TO PROVIDE HEALING AND RECONCILIATION SESSIONS; VISIONING SESSIONS TO BUILD ORGANIZING UNITY AND POLITICAL ALIGNMENT; AND A WORK-INTO-ACTION SESSION TO PLAN AND EXECUTE A COLLABORATIVE CAMPAIGN. DURING THE RETREAT AND COACHING SESSIONS, FELLOWS BEGAN A PROCESS OF ORGANIZATIONAL EXPLORATION AND DEVELOPMENT THAT INCORPORATES SUPPORT FROM ORGANIZERS AND PARTNERING ORGANIZERS WHO ACT AS VALIDATORS FOR THE FELLOWS' LEADERSHIP IN THE ENDEAVOR.

FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE IS COMPRISED OF THE BOARD OFFICERS AND UP TO TWO AT-LARGE MEMBERS FROM THE BOARD OF DIRECTORS. THE COMMITTEE MAY ACT ON BEHALF OF THE BOARD IF A FULL BOARD MEETING CANNOT REASONABLY BE CONVENED.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FINANCE COMMITTEE REVIEWS THE PREPARED FORM 990 AND THEN FORWARDS TO THE FULL BOARD FOR THEIR CONSIDERATION AND APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C:

AS NEW BOARD AND KEY STAFF MEMBERS JOIN THE ORGANIZATION, THEY COMPLETE THE CONFLICT OF INTEREST FORM. AT THE START OF THE NEW FISCAL YEAR, ALL BOARD MEMBERS AND KEY STAFF MEMBERS COMPLETE THE CONFLICT OF INTEREST FORMS. A SUMMARY OF THE CONFLICTS IS GIVEN TO THE BOARD CO-CHAIRS.

ANY CONTRACTS OR PAYMENTS MADE TO/WITH DIRECTORS MUST BE APPROVED BY THE BOARD. IF ANY CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST ARISES AFTER THE ANNUAL FORM IS FILLED OUT, THE INTERESTED DIRECTOR OR ANY DIRECTOR WITH KNOWLEDGE OF SUCH CONFLICT SHALL CALL IT TO THE ATTENTION OF

Name of the organization

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THE BOARD PRIOR TO BOARD ACTION ON A DECISION INVOLVING THE CONFLICT OF INTEREST.

WHEN THERE IS DOUBT AS TO WHETHER A CONFLICT OF INTEREST EXISTS, THE MATTER SHALL BE RESOLVED BY A VOTE OF THE BOARD, EXCLUDING THE PERSON WHO IS THE SUBJECT OF THE POSSIBLE CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST DOES EXIST, THE BOARD MAY STILL AUTHORIZE, APPROVE, OR RATIFY A CONTRACT OR TRANSACTION IN GOOD FAITH BY THE AFFIRMATIVE VOTE OF A MAJORITY OF DIRECTORS; WITH THE CONFLICTED BOARD MEMBER ABSTAINING FROM THE VOTE.

THE DIRECTOR WHO HAS A CONFLICT SHALL NOT PARTICIPATE IN THE BOARD'S DISCUSSION OF THE MATTER EXCEPT TO DISCLOSE MATERIAL FACTS AND TO RESPOND TO QUESTIONS. SUCH PERSON SHALL NOT ATTEMPT TO EXERT HIS OR HER PERSONAL INFLUENCE WITH RESPECT TO THE MATTER, EITHER AT OR OUTSIDE THE MEETING. THE DIRECTOR HAVING SUCH A CONFLICT SHALL NOT PARTICIPATE IN THE FINAL DELIBERATION OR DECISION REGARDING THE MATTER UNDER CONSIDERATION AND SHALL RETIRE FROM THE ROOM IN WHICH THE BOARD IS MEETING AFTER PROVIDING THE BOARD WITH ANY AND ALL RELEVANT INFORMATION. ANY DIRECTOR DISCLOSING A CONFLICT OF INTEREST MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OR A COMMITTEE THEREOF.

THE MINUTES OF THE MEETING OF THE BOARD OR COMMITTEE SHALL REFLECT THAT THE CONFLICT OF INTEREST WAS DISCLOSED AND THAT THE INTERESTED DIRECTOR WAS NOT PRESENT DURING THE FINAL DISCUSSION OR VOTE AND DID NOT VOTE ON THE MATTER.

FORM 990, PART VI, SECTION B, LINE 15:

IN REVIEWING THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE EXECUTIVE COMMITTEE OF THE HEADWATERS BOARD OF DIRECTORS UTILIZES THE FOLLOWING PROCESS:

1. IMPARTIAL DECISION MAKERS - THE COMPENSATION ARRANGEMENT MUST BE

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE EXECUTIVE COMMITTEE COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT.

2. COMPARABILITY DATA - WHEN THE EXECUTIVE COMMITTEE IS CONSIDERING COMPENSATION OF THE EXECUTIVE DIRECTOR, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR VALUE OF THE COMPENSATION IN QUESTION. THIS DATA MAY INCLUDE THE FOLLOWING:

- EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS;
- WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS;
- DOCUMENTED TELEPHONE CALLS AND EMAILS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS AND;
- INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS.
- USE OF SALARY SURVEYS NONPROFIT AND FOUNDATION WORLD.

BOARD PROCESS AND FINAL DECISIONS ARE DOCUMENTED THROUGH BOARD MINUTES.

THE HEADWATERS BOARD OF DIRECTORS, IN CONDUCTING ITS PERIODIC ANALYSIS OF EXECUTIVE DIRECTOR COMPENSATION, AND IN CONVERSATION WITH DAVID NICHOLSON AS OUTGOING EXECUTIVE DIRECTOR, MADE THE DECISION TO OFFER TWO PIECES OF COMPENSATION FOR HIM AS HE PARTED WITH THE ORGANIZATION. THE FIRST WAS A SEVERANCE PACKAGE, DEVELOPED ACCORDING TO BEST PRACTICES AND INDUSTRY STANDARDS. THE SECOND, UPON REVIEWING DAVID'S SALARY HISTORY ALONGSIDE THE CURRENT FINANCIAL AND PROGRAMMATIC STATE OF THE ORGANIZATION, PROMPTED A CONVERSATION ABOUT THE HISTORIC AND SYSTEMATIC PAY DISPARITIES THAT PEOPLE OF COLOR EXPERIENCE. DAVID TOOK ON THE EXECUTIVE DIRECTOR ROLE AT A TIME WHEN THE ORGANIZATION WAS LESS FINANCIALLY STABLE, AND ACCEPTED A SALARY

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RATE THAT WAS BELOW WHAT WOULD HAVE BEEN FAIR COMPENSATION FOR HIS EXPERIENCE. THIS HAPPENS OFTEN TO PEOPLE OF COLOR, AND IF NOT CORRECTED FOR, IT PUTS THEM AT AN ONGOING STRUCTURAL DISADVANTAGE, AS RAISES ARE OFTEN BASED ON A PERCENTAGE OF SALARY. IF YOU START LOW, YOU'LL NEVER CATCH UP. WHILE HIS SALARY OVER HIS TENURE WAS ADJUSTED PER HIS STRONG PERFORMANCE AND AVAILABLE FUNDS, IT WAS NOT ENOUGH TO MAKE UP FOR THE PAY GAP THAT WAS ESTABLISHED THE DAY HE STARTED. GIVEN THESE CIRCUMSTANCES, THE HEADWATERS FOUNDATION BOARD OF DIRECTORS CHOSE TO DRAW UPON RESERVES TO PAY DAVID REPARATIONS FOR THIS PAY DISPARITY, IN KEEPING WITH OUR VALUES AS AN ORGANIZATION.

STAFF SALARIES ARE DETERMINED BY PERFORMANCE EVALUATION, YEARS OF EXPERIENCE, EDUCATION, AND ENSURING ALL POSITIONS ARE PAID AT LEAST WITHIN 50-75% COMPARED TO OTHER NONPROFIT ORGANIZATIONS BASED ON BUDGET, ASSETS, LOCATION, AND FOCUS AREA. THE DIRECT SUPERVISOR REVIEWS PERFORMANCE AND RECOMMENDS COMPENSATION BASED ON THE SALARY RANGES OF THE ORGANIZATIONS AND THE EXECUTIVE DIRECTOR APPROVES ALL SALARIES. THE OPERATIONS DIRECTOR CONDUCTS SALARY RESEARCH ANNUALLY TO DETERMINE SALARY RANGES FOR THE ORGANIZATION. THIS IS DOCUMENTED IN THE PERSONNEL FILE WITH THE REQUEST MEMO AND THE SIGNED SALARY AUTHORIZATION APPROVED BY THE EXECUTIVE DIRECTOR. THIS IS CONDUCTED ANNUALLY FOR ALL STAFF.

FORM 990, PART VI, SECTION C, LINE 19:

THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE ON THE WEBSITE, FOR PERSONAL INSPECTION IN THE OFFICE, OR MAILED UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

