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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0047

2018

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 07-01-2018 , and ending 06-30-2019

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

HEADWATERS FOUNDATION FOR JUSTICE

Doing business as

Number and street (or P O box if mail is not delivered to street address)

Room/suite

2801 21ST AVENUE SOUTH NO 132-B

City or town, state or province, country, and ZIP or foreign postal code

MINNEAPOLIS, MN 55407

F Name and address of principal officer

MARIA DE LA CRUZ

2801 21ST AVENUE SOUTH NO 132-B

MINNEAPOLIS, MN 55407

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ◀(insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.HEADWATERSFOUNDATION.ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation

1984

M State of legal domicile

MN

Part I

Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

HEADWATERS FOUNDATION'S MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶404,513

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

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

Sign Here

Signature of officer

MARIA DE LA CRUZ EXECUTIVE DIRECTOR

Type or print name and title

2019-10-31

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN P01484710

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 220 SOUTH SIXTH STREET SUITE 300

Phone no (612) 376-4500

MINNEAPOLIS, MN 55402

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2018)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**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 ☒ No

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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 \$)
See Additional Data				

4b	(Code)	(Expenses \$ 211,256	including grants of \$ 41,800	(Revenue \$ 340,000)
See Additional Data				

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

4e	Total program service expenses ▶	1,995,028
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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)? If "Yes," complete Schedule A	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
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? If "Yes," complete Schedule C, Part III	5	No
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? If "Yes," complete Schedule D, Part I	6 Yes	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
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? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 Yes	
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? If "Yes," complete Schedule D, Part VI	11a Yes	
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? If "Yes," complete Schedule D, Part VII	11b	No
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? If "Yes," complete Schedule D, Part VIII	11c Yes	
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? If "Yes," complete Schedule D, Part IX	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e Yes	
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)? If "Yes," complete Schedule D, Part X	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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? If "Yes," complete Schedule F, Parts I and IV	14b	No
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? If "Yes," complete Schedule F, Parts II and IV	15	No
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? If "Yes," complete Schedule F, Parts III and IV	16	No
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? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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? If "Yes," complete Schedule I, Parts I and II	21 Yes	
22 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? If "Yes," complete Schedule I, Parts I and III	22 Yes	

Part IV Checklist of Required Schedules (continued)

		Yes	No
23	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>	23	No
24a	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>	24a	No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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>	25a	No
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>	25b	No
26	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>	26	No
27	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>	27	No
28	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)		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	No
c	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>	28c	No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	No
32	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>	32	No
33	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>	33	No
34	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>	34	No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	No
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>	35b	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	No
37	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>	37	No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	23
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes

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? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?				3a		No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O				3b		
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)?				4a		No
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?				5a		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?				5b		No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				5c		
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?				6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?				6b		
7 Organizations that may receive deductible contributions under section 170(c).						
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?				7a	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?				7b	Yes	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?				7c		No
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?				7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				7f		No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?				7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?				7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?				8		No
9a Did the sponsoring organization make any taxable distributions under section 4966?				9a		No
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?				9b		No
10 Section 501(c)(7) organizations. 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 Section 501(c)(12) organizations. 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 Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?				12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year				12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.						
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O				13a		
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?				14a		No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O				14b		
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				15		No
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				16		No

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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
1a 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 Enter the number of voting members included in line 1a, above, who are independent		
2 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?		No
3 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?		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6 Did the organization have members or stockholders?		No
7a 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?		No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	Yes	
b Each committee with authority to act on behalf of the governing body?	Yes	
9 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		No

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		No
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?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13 Did the organization have a written whistleblower policy?	Yes	
14 Did the organization have a written document retention and destruction policy?	Yes	
15 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?		
a The organization's CEO, Executive Director, or top management official	Yes	
b Other officers or key employees of the organization	Yes	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
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?		

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 Form 1023 (or 1024-A if applicable), 990, and 990-T (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 2801 21ST AVENUE SOUTH NO 132-B MINNEAPOLIS, MN 55407 (612) 400-6265

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, or 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 dotted 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) MUNEEER 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 dotted 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
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								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? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>		No
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

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
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		

Form 990 (2018)		Page 9			
Part VIII		Statement of Revenue			
Check if Schedule O contains a response or note to any line in this Part VIII					
		(A)	(B)	(C)	(D)
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	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	
	h	Total. Add lines 1a-1f		2,590,315	
Program Service Revenue	2a	BLACK SEED FELLOWSHIP	Business Code		
			900099	340,000	340,000
	b				
	c				
	d				
	e				
	f	All other program service revenue			
	g	Total. Add lines 2a-2f		340,000	
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		70,564	
	4	Income from investment of tax-exempt bond proceeds			
	5	Royalties			
	6a	Gross rents	(i) Real	(ii) Personal	
	b	Less rental expenses			
	c	Rental income or (loss)			
	d	Net rental income or (loss)			
	7a	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
	8a	Gross income from fundraising events (not including \$ 101,597 of contributions reported on line 1c) See Part IV, line 18	a	17,183	
	b	Less direct expenses	b	86,184	
	c	Net income or (loss) from fundraising events		-69,001	-69,001
	9a	Gross income from gaming activities See Part IV, line 19	a		
	b	Less direct expenses	b		
	c	Net income or (loss) from gaming activities			
	10a	Gross sales of inventory, less returns and allowances	a		
	b	Less cost of goods sold	b		
	c	Net income or (loss) from sales of inventory			
	Miscellaneous Revenue	Business Code			
11a					
b					
c					
d	All other revenue		96,268	96,268	
e	Total. Add lines 11a-11d		96,268		
12	Total revenue. See Instructions		3,212,274	0	

Form 990 (2018)

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, line 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 Schedule 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 BAD DEBT	23,342	1,157	183	22,002
b MEMBERSHIPS	10,884	9,579	919	386
c				
d				
e All other expenses	30,498	6,507	13,720	10,271
25 Total functional expenses. Add lines 1 through 24e.	3,176,946	1,995,028	777,405	404,513
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest-bearing			1		
	2	Savings and temporary cash investments		2,358,789	2	2,117,648	
	3	Pledges and grants receivable, net		64,767	3	687,612	
	4	Accounts receivable, net		7,793	4	22,200	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges		71,783	9	85,886	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	121,424			
	b	Less: accumulated depreciation	10b	120,324	7,128	10c	1,100
	11	Investments—publicly traded securities		3,376,151	11	3,342,154	
	12	Investments—other securities. See Part IV, line 11		32,226	12	0	
	13	Investments—program-related. See Part IV, line 11		510,000	13	510,000	
	14	Intangible assets			14		
	15	Other assets. See Part IV, line 11		1,034,376	15	1,054,771	
16	Total assets. Add lines 1 through 15 (must equal line 34)		7,463,013	16	7,821,371		
Liabilities	17	Accounts payable and accrued expenses		47,297	17	251,284	
	18	Grants payable			18	130,000	
	19	Deferred revenue			19		
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23	Secured mortgages and notes payable to unrelated third parties			23		
	24	Unsecured notes and loans payable to unrelated third parties			24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D		12,147	25	9,544	
	26	Total liabilities. Add lines 17 through 25		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	Unrestricted net assets		2,785,901	27	1,997,056	
	28	Temporarily restricted net assets		205,688	28	1,021,507	
	29	Permanently restricted net assets		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	Capital stock or trust principal, or current funds			30		
	31	Paid-in or capital surplus, or land, building or equipment fund			31		
	32	Retained earnings, endowment, accumulated income, or other funds			32		
33	Total net assets or fund balances		7,403,569	33	7,430,543		
34	Total liabilities and net assets/fund balances		7,463,013	34	7,821,371		

Part XI Reconciliation of Net AssetsCheck 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 ReportingCheck 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? 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		No
b Were the organization's financial statements audited by an independent accountant? 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	Yes	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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?		No
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		

Additional Data

Software ID:
Software Version:
EIN: 36-3359386
Name: HEADWATERS FOUNDATION FOR JUSTICE

Form 990 (2018)

Form 990, Part III, Line 4a:
GRANTMAKING AND DONOR ADVISED FUNDSSEE SCHEDULE O

Form 990, Part III, Line 4b:

BLACK SEED FELLOWSHIPSEE SCHEDULE O

SCHEDULE A (Form 990 or 990-EZ)	Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust. ▶ Attach to Form 990 or Form 990-EZ. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No 1545-0047
		2018
		Open to Public Inspection
Department of the Treasury Internal Revenue Service	Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

- ☐ 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- ☐ 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- ☐ 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- ☐ 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- ☐ 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- ☐ 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- ☒ 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- ☐ 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- ☐ 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university
- ☐ 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- ☐ 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- ☐ 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - ☐ a **Type I**. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - ☐ b **Type II**. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - ☐ c **Type III functionally integrated**. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - ☐ d **Type III non-functionally integrated**. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - ☐ e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - ☐ f Enter the number of supported organizations
- ☐ g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 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 grant ")	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	Total. 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	Public support. 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	Total support. Add lines 7 through 10						11,585,752
12	Gross receipts from related activities, etc (see instructions)					12	15,712
13	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 ► <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 76 210 %
15	Public support percentage for 2017 Schedule A, Part II, line 14	15 70 590 %
16a	33 1/3% support test—2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>	
b	33 1/3% support test—2017. 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 stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>	
17a	10%-facts-and-circumstances test—2018. 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 stop here. 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	10%-facts-and-circumstances test—2017. 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 stop here. 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	Private foundation. 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
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (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
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (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

15 Public support percentage for 2018 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

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

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 on line 12 of 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? <i>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.</i>	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>	3a	
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>	4b	
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)? <i>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.</i>	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
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? <i>If "Yes," provide detail in Part VI.</i>	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (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? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	8	
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))? <i>If "Yes," provide detail in Part VI.</i>	9a	
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? <i>If "Yes," provide detail in Part VI.</i>	9b	
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? <i>If "Yes," provide detail in Part VI.</i>	9c	
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)? <i>If "Yes," answer line 10b below.</i>	10a	
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>	10b	

Part IV

Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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 A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		

Section B. Type I Supporting Organizations

	Yes	No
1 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? <i>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.</i>		
2 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? <i>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.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 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)? <i>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).</i>		

Section D. All Type III Supporting Organizations

	Yes	No
1 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?		
2 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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a 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? <i>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.</i>		
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? <i>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.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a 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? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations			
<div><div>1</div><div><input type="checkbox"/></div><div>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.</div></div>			
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	Adjusted Net Income (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)	1	
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	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount 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	Minimum Asset Amount (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	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<div><div><input type="checkbox"/></div><div>Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).</div></div>		

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 Total annual distributions. 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 Total 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 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. 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)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	MISCELLANEOUS REVENUE - 2014 AMOUNT \$ 31,157 2015 AMOUNT \$ 7,037 2016 AMOUNT \$ 176 2017 AMOUNT \$ 884 2018 AMOUNT \$ 96,268

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

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 the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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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 (see instructions for definition of "political campaign activities")	
2	Political campaign activity expenditures (see instructions)	▶ \$ 0
3	Volunteer hours for political campaign activities (see instructions)	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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-
1				
2				
3				
4				
5				
6				

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**1a** Total lobbying expenditures to influence public opinion (grass roots lobbying)**b** Total lobbying expenditures to influence a legislative body (direct lobbying)**c** Total lobbying expenditures (add lines 1a and 1b)**d** Other exempt purpose expenditures**e** Total exempt purpose expenditures (add lines 1c and 1d)**f** Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
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

g Grassroots nontaxable amount (enter 25% of line 1f)**h** Subtract line 1g from line 1a If zero or less, enter -0-**i** Subtract line 1f from line 1c If zero or less, enter -0-**j** 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?☐ Yes ☐ 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
2a Lobbying nontaxable amount	237,049	231,484		0	468,533
b Lobbying ceiling amount (150% of line 2a, column(e))					702,800
c Total lobbying expenditures					
d Grassroots nontaxable amount	59,262	57,871		0	117,133
e Grassroots ceiling amount (150% of line 2d, column (e))					175,700
f 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
1	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			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	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
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

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."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	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?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

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.

Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	14	
2 Aggregate value of contributions to (during year)	1,106,253	
3 Aggregate value of grants from (during year)	1,257,729	
4 Aggregate value at end of year	876,618	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☒ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☒ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
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 in 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

▶

96 820 %

c

Temporarily restricted endowment

▶

3 180 %

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

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)	Yes	
3a(ii)		No
3b		

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				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				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)		
Total. (Column (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) NOTES RECEIVABLE FROM FOUNDATIONS	510,000	C
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (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) INTEREST IN THE NET ASSETS OF THE MINNEAPOLIS FOUNDATION	1,054,771
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (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	
TENANT SECURITY DEPOSITS	1,440
DEFERRED RENT PAYABLE	8,104
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (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.

Return Reference	Explanation
See Additional Data Table	

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 36-3359386
Name: HEADWATERS FOUNDATION FOR JUSTICE

Supplemental Information

Return Reference	Explanation
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

Supplemental Information

Return Reference	Explanation
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 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

Supplemental Information	
Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION FUND 58,147

Supplemental Information Regarding Fundraising or Gaming Activities

2018

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a
▶ Attach to Form 990 or Form 990-EZ.

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

Employer identification number

36-3359386

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

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.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d)
		CHANGE MAKERS GALA (event type)	(event type)	(total number)	Total events (add col (a) through col (c))
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.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Direct Expenses	1 Gross revenue				
	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 _____

11 Does the organization conduct gaming activities with nonmembers?	<input type="checkbox"/> Yes <input type="checkbox"/> No				
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	<input type="checkbox"/> Yes <input type="checkbox"/> No				
13 Indicate the percentage of gaming activity conducted in					
a The organization's facility	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 100px; text-align: center;">13a</td><td style="width: 100px; text-align: center;">%</td></tr><tr><td style="text-align: center;">13b</td><td style="text-align: center;">%</td></tr></table>	13a	%	13b	%
13a	%				
13b	%				
b An outside facility					

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ►

Address ►

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

- c** If "Yes," enter name and address of the third party

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

Return Reference

Explanation

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

Schedule I
(Form 990)

Department of the
Treasury
Internal Revenue Service

Name of the organization
HEADWATERS FOUNDATION FOR JUSTICE

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 for the latest information.

OMB No 1545-0047

2018

Open to Public
Inspection

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

(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 noncash assistance	(h) Purpose of grant or assistance
(1) See Additional Data							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1) GRANT STIPENDS	59	55,500	0	N/A	N/A
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	Explanation
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 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

Additional Data

Software ID:
Software Version:
EIN: 36-3359386
Name: HEADWATERS FOUNDATION FOR JUSTICE

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
INQUILINXS UNIDXS POR JUSTICIA 3715 CHICAGO AVE MINNEAPOLIS, MN 55407	47-4987940	501C3	81,000				GENERAL OPERATING SUPPORT
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA 3715 CHICAGO AVE MINNEAPOLIS, MN 55407	38-3828696	501C3	54,750				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
REVIVING THE ISLAMIC SISTERHOOD FOR EMPOWERMENT 1007 WEST BROADWAY AVE MINNEAPOLIS, MN 55411	81-1236990	501C3	52,000				GENERAL OPERATING SUPPORT
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 116 EAST 16TH STREET 7TH FLOOR NEW YORK, NY 10003	13-2992977	501C3	50,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
BLACK VISIONS COLLECTIVE 3636 PARK AVE MINNEAPOLIS, MN 55407	41-1635130		37,750				GENERAL OPERATING SUPPORT
MANIDOO OGITIGAAN 102 FIRST STREET WEST 110 BEMIDJI, MN 56601	82-4771865	501C3	30,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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				GENERAL OPERATING SUPPORT
OUTFRONT MINNESOTA COMMUNITY SERVICES 310 EAST 38TH STREET SUITE 209 MINNEAPOLIS, MN 55409	36-3550489	501C3	24,500				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
AWOOD CENTER 2511 E FRANKLIN AVE MINNEAPOLIS, MN 55406	45-0553731		24,000				GENERAL OPERATING SUPPORT
HNUB TSHIAB HMONG WOMEN ACHIEVING TOGETHER PO BOX 17391 SAINT PAUL, MN 55117	20-8964738	501C3	22,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
PUEBLOS DE LUCHA Y ESPERANZA 3805 E 40TH ST SUITE 102 MINNEAPOLIS, MN 55406	27-1350278	501C3	22,000				GENERAL OPERATING SUPPORT
NAVIGATE MN 1515 E LAKE ST STE 202 MINNEAPOLIS, MN 55407	45-3808452	501C3	20,250				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
BDOTE LEARNING CENTER 3216 E 29TH ST MINNEAPOLIS, MN 55406	27-3168843	501C3	20,000				PROJECT SUPPORT
DEFEND GLENDALE AND PUBLIC HOUSING COALITION PO BOX 14616 MINNEAPOLIS, MN 55411	75-3210606		20,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
PEOPLE'S MOVEMENT CENTER 763 EAST 41ST STREET MINNEAPOLIS, MN 55407	41-1854164		20,000				GENERAL OPERATING SUPPORT
RELEASEMN8 705 5TH STREET AVE STE 100 FARMINGTON, MN 55024	38-3777719	501C3	20,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
TAKEACTION MN 705 RAYMOND AVE STE 100 ST PAUL, MN 55114	41-1635130	501C3	20,000				GENERAL OPERATING SUPPORT
WEST SIDE CITIZENS ORGANIZATION 209 PAGE ST W SAINT PAUL, MN 55107	23-7447142	501C3	20,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
WOMEN ORGANIZING WOMEN NETWORK 615 1ST AVE NE 500 MINNEAPOLIS, MN 55413	47-4294816	501C3	20,000				GENERAL OPERATING SUPPORT
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE WEST SUITE 150 ST PAUL, MN 55104	41-1830619	501C3	16,500				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
BODY WISDOM 2273 TELEGRAPH AVENUE OAKLAND, CA 55128	94-3153475	501C3	15,000				GENERAL OPERATING SUPPORT
METROPOLITAN URBAN INDIAN DIRECTORS 1414 E FRANKLIN AVE MINNEAPOLIS, MN 55404	41-2117257		15,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
THE NATURE CONSERVANCY 1101 WEST RIVER PARKWAY SUITE 200 MINNEAPOLIS, MN 55415	53-0242652	501C3	15,000				GENERAL OPERATING SUPPORT
TOXIC TATERS COALITION PO BOX 25 CALLAWAY, MN 56521	94-2949686		14,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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				GENERAL OPERATING SUPPORT
PAN-ASIAN VOICES FOR EQUITY- MINNESOTA 755 PRIOR AVE NORTH SUITE 107 SAINT PAUL, MN 55116	41-1727881		13,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
WOMEN'S ENVIRONMENTAL INSTITUTE PO BOX 128 NORTH BRANCH, MN 55056	20-0312344	501C3	13,000				GENERAL OPERATING SUPPORT
HISPANIC OUTREACH PROGRAM OF GOODHUE 628 WEST 5TH STREET RED WING, MN 55066	26-4467878	501C3	12,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
WATERLEGACY PO BOX 3276 DULUTH, MN 55803	26-3999186	501C3	12,000				GENERAL OPERATING SUPPORT
PREVENTION HEALTH CARE AGENCY DBA ISUROON 1600 EAST LAKE STREET SUITE 1 MINNEAPOLIS, MN 55408	42-1651737	501C3	10,500				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
4-DIRECTIONS DEVELOPMENT INC PO BOX 1020 23750 HWY 1 E RED LAKE, MN 56671	81-1754928	501C3	10,000				PROJECT SUPPORT
AMAZE 275 4TH ST E STE 420 MINNEAPOLIS, MN 55101	41-1972162	501C3	10,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
AMERICAN INDIAN COMMUNITY HOUSING ORGANIZATION 202 W 2ND ST DULUTH, MN 55404	41-1782394	501C3	10,000				GENERAL OPERATING SUPPORT
APIA MN FILM COLLECTIVE 7715 STAFFORD TRAIL SAVAGE, MN 55378	41-1690483		10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
AUTISM SOCIETY OF MINNESOTA 2380 WYCLIFF STREET 102 SAINT PAUL, MN 55114	41-1718029	501C3	10,000				PROJECT SUPPORT
BAYFIELD REGIONAL CONSERVANCY INC 500 MAIN ST E STE 307 MENOMONIE, WI 54814	39-1872550	501C3	10,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
BREAST CANCER ACTION 275 FIFTH STREET SUITE 307 SAN FRANCISCO, CA 94103	94-3138992	501C3	10,000				GENERAL OPERATING SUPPORT
BROWNBODY 434 VADNAIS LAKE DRIVE VADNAIS HEIGHTS, MN 55127	46-2759548	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
CENTRAL MINNESOTA SEXUAL ASSAULT CENTER 15 RIVERSIDE DRIVE NE ST CLOUD, MN 56304	41-1490431	501C3	10,000				PROJECT SUPPORT
DAKOTA WICOHAN 230 WEST SECOND STREET PO BOX 2 MORTON, MN 56270	42-1552956	501C3	10,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
DREAM OF WILD HEALTH 1308 E FRANKLIN AVENUE SUITE 203 MINNEAPOLIS, MN 55404	41-1632662	501C3	10,000				GENERAL OPERATING SUPPORT
ELLIOT PARK NEIGHBORHOOD INC 817 5TH AVE S SUITE 400 MINNEAPOLIS, MN 55415	41-1281612	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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				GENERAL OPERATING SUPPORT
FAMILY TREE INC 1619 DAYTON AVENUE SUITE 205 SAINT PAUL, MN 55104	23-7133742	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
FOSTER ADVOCATES 555 WABASHA STREET NORTH SUITE 110 ST PAUL, MN 55102	41-1916337		10,000				PROJECT SUPPORT
GRASSROOTS INDIGENOUS MULTIMEDIA 4120 45TH AVENUE S MINNEAPOLIS, MN 55406	41-1962329	501C3	10,000				PROJECT SUPPORT

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IMMIGRANT DEVELOPMENT CENTER 810 4TH AVE S SUITE 100 MOORHEAD, MN 56560	20-3368647	501C3	10,000				PROJECT SUPPORT
IRAQI AND AMERICAN RECONCILIATION PROJECT 2021 E HENNEPIN AVE SUITE 200 MINNEAPOLIS, MN 55405	26-0545027	501C3	10,000				PROJECT SUPPORT

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KOOTASCA COMMUNITY ACTION 201 NW 4TH ST SUITE 130 GRAND RAPIDS, MN 55744	41-0904805	501C3	10,000				PROJECT SUPPORT
LAND STEWARDSHIP ACTION FUND 821 E 35TH ST 200 MINNEAPOLIS, MN 55407	82-4347114	501C3	10,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 LEADERSHIP COUNCIL ON AGING 2365 MCKNIGHT ROAD NORTH NORTH ST PAUL, MN 55110	41-1774247		10,000				PROJECT SUPPORT
NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE 1414 E FRANKLIN AVE MINNEAPOLIS, MN 55404	41-2117257	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
NEW ARAB AMERICAN THEATER WORKS 3459 NE TYLER STREET MINNEAPOLIS, MN 55418	81-2799048	501C3	10,000				PROJECT SUPPORT
NOKOMIS EAST NEIGHBORHOOD ASSOCIATION (NENA) 4313 E 54TH STREET MINNEAPOLIS, MN 55410	41-1824990	501C3	10,000				PROJECT SUPPORT

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PREVENT CHILD ABUSE MN DBA MINNESOTA COMMUNITIES CARING FOR CHILDREN 709 UNIVERSITY AVE W SUITE 234 SAINT PAUL, MN 55104	41-1354842	501C3	10,000				PROJECT SUPPORT
RECLAIM 771 RAYMOND AVE ST SAINT PAUL, MN 55114	80-0829665	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
RESTAURANT OPPORTUNITIES CENTER OF MINNESOTA (ROC-MN) 2645 PLEASANT AVENUE MINNEAPOLIS, MN 55408	01-0939141	501C3	10,000				PROJECT SUPPORT
SOLUTIONS NOT SUSPENSIONS COALITION 9663 TOLEDO LANE BROOKLYN PARK, MN 55443	41-1916337		10,000				PROJECT SUPPORT

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SOMALI ARTIFACT AND CULTURAL MUSEUM 1516 EAST LAKE STREET 11 MINNEAPOLIS, MN 55407	46-2821976	501C3	10,000				PROJECT SUPPORT
ST PAUL YOUTH SERVICES 2100 WILSON AVE SAINT PAUL, MN 55119	41-1316444	501C3	10,000				PROJECT SUPPORT

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THE CEDAR CULTURAL CENTER 416 CEDAR AVE S MINNEAPOLIS, MN 55454	41-1669156	501C3	10,000				PROJECT SUPPORT
THE ENITAN STORY 7362 UNIVERSITY AVE SUITE 303 FRIDLEY, MN 55432	46-3503055	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
TIDES FOUNDATION TIDES PO BOX 29903 SAN FRANCISCO, CA 94129	51-0198509	501C3	10,000				GENERAL OPERATING SUPPORT
TRANS UNITED 2425 17TH ST NW UNIT 104 WASHINGTON, MN 20020	26-3728794	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
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TRI-COUNTY ACTION PROGRAM INC (TRI-CAP) PO BOX 683 1210 23RD AVE WAITE PARK, MN 56387	41-6049739	501C3	10,000				PROJECT SUPPORT
UNITE CLOUD PO BOX 851 ST CLOUD, MN 56301	47-5178839	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
UPRISING THEATRE COMPANY 343 E 19TH ST UNIT 6B MINNEAPOLIS, MN 55404	47-4377750	501C3	10,000				PROJECT SUPPORT
URBAN HOMEWORKS INC 2015 EMERSON AVE N MINNEAPOLIS, MN 55411	47-1821520	501C3	10,000				PROJECT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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
WOMEN'S ADVOCATES INC 588 GRAND AVE SAINT PAUL, MN 55102	23-7310701	501C3	10,000				PROJECT SUPPORT
TIWAHE FOUNDATION 2801 21ST AVE S STE 132F MINNEAPOLIS, MN 55407	26-4377588	501C3	8,500				GENERAL OPERATING SUPPORT

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EAST SIDE FREEDOM LIBRARY 835 6TH ST E SAINT PAUL, MN 55106	46-3794535	501C3	7,500				GENERAL OPERATING SUPPORT
MPD150 2525 E FRANKLIN AVENUE SUITE 301 MINNEAPOLIS, MN 55405	41-1750116		7,500				PROJECT SUPPORT

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SAKAN COMMUNITY RESOURCE 8201 PARK AVE S STE 120 BLOOMINGTON, MN 55420	81-3594639	501C3	7,000				PROJECT SUPPORT
GRASSROOTS POLICY PROJECT 1515 OXFORD STREET BERKELEY, CA 94709	52-1846313	501C3	6,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
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VOICES FOR RACIAL JUSTICE 2525 E FRANKLIN AVENUE SUITE 301 MINNEAPOLIS, MN 55405	41-1750116	501C3	6,000				GENERAL OPERATING SUPPORT
AFRICAN CAREER AND EDUCATION RESOURCE INC 6800 78TH AVENUE NORTHSUITE 101 BROOKLYN PARK, MN 55445	47-1207676	501C3	5,000				GENERAL OPERATING SUPPORT

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GREATER MINNEAPOLIS CRISIS NURSERY NW 6189 PO BOX 1450 MINNEAPOLIS, MN 55419	41-1379021	501C3	5,000				GENERAL OPERATING SUPPORT
MAIN STREET PROJECT 105 4TH STREET EAST SUITE 213 NORTHFIELD, MN 55057	20-1788275	501C3	5,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
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MN350 2104 STEVENS AVE S MINNEAPOLIS, MN 55404	45-2754381	501C3	5,000				GENERAL OPERATING SUPPORT
NEW DAWN THEATRE COMPANY 2400 CROSBY FARM R 11 SAINT PAUL, MN 55116	83-1037567	501C3	5,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
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PREGNANCY & POSTPARTUM SUPPORT MINNESOTA 1500 MCANDREWS RD SUITE 212 BURNSVILLE, MN 55337	71-0196208	501C3	5,000				GENERAL OPERATING SUPPORT
THE SHALOM CENTER 6711 LINCOLN DRIVE PHILADELPHIA, PA 46360	07-5511143	501C3	5,000				GENERAL OPERATING SUPPORT

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Supplemental Information to Form 990 or 990-EZComplete 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 for the latest information.

OMB No 1545-0047

2018**Open to Public
Inspection****Employer identification number**

36-3359386

990 Schedule O, Supplemental Information

Return Reference	Explanation
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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	<p>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 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 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</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
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

990 Schedule O, Supplemental Information

Return Reference	Explanation
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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	<p>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 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</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>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 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 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 ORGA</p>

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Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	NIZATION THIS IS DOCUMENTED IN THE PERSONNEL FILE WITH THE REQUEST MEMO AND THE SIGNED SA LARY AUTHORIZATION APPROVED BY THE EXECUTIVE DIRECTOR THIS IS CONDUCTED ANNUALLY FOR ALL STAFF

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Return Reference	Explanation
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

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Return Reference	Explanation
FORM 990, PART XI, LINE 9	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION 58,147