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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

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1

Briefly describe the organization’s mission

THE WOMEN'S FOUNDATION OF MINNESOTA IS A STATEWIDE COMMUNITY FOUNDATION THAT INVESTS IN SOCIAL CHANGE TO ACHIEVE EQUALITY FOR ALL WOMEN AND GIRLS IN MINNESOTA THE FOUNDATION FUNDS INNOVATIVE SOCIAL CHANGE PROGRAMS, BUILDS WOMEN'S PHILANTHROPY, CONDUCTS AND REPORTS RESEARCH, ADVOCATES PUBLIC POLICY, AND EDUCATES THE PUBLIC ABOUT THE SUCCESSES AND CHALLENGES OF MINNESOTA'S WOMEN AND GIRLS IT IS THE OLDEST STATEWIDE WOMEN'S FOUNDATION IN THE COUNTRY

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 and section 4947(a)(1) trusts 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 \$ 799,197 including grants of \$ 563,350) (Revenue \$)
GRANTMAKINGTHE WOMEN'S FOUNDATION HAS TWO COMPETITIVE GRANTMAKING FUNDS THE SOCIAL CHANGE FUND (SCF) AND THE GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) FUND A COMMITMENT TO COMMUNITIES IN GREATER MINNESOTA AND A VALUE OF INCLUSIVITY ARE REFLECTED IN THE DEMOGRAPHICS OF BOTH THE SOCIAL CHANGE FUND AND GIRLSBEST FUND THE FOUNDATION'S THIRD COMPETITIVE GRANTMAKING FUND, MN GIRLS ARE NOT FOR SALE, FALLS UNDER RESEARCH, EDUCATION AND PUBLIC POLICY (LINE 4B) SOCIAL CHANGE FUNDTHROUGH THIS FUND, THE WOMEN'S FOUNDATION AWARDS GRANTS AND PROVIDES TECHNICAL ASSISTANCE TO NONPROFITS ACROSS THE STATE WORKING IN FIVE CORNERSTONE AREAS, LISTED BELOW 1 CREATING ECONOMIC JUSTICE FOR WOMENVISION IN THE FUTURE WOMEN WILL THRIVE ECONOMICALLY COMMUNITIES WILL BENEFIT WHEN WOMEN - AS A RESULT OF EDUCATION, EMPLOYMENT OPPORTUNITIES AND ECONOMIC DEVELOPMENT - MAKE POVERTY HISTORY OUTCOMES DECREASED PAY GAP BETWEEN MEN AND WOMEN, AND BETWEEN WHITE WOMEN AND WOMEN OF COLOR, ADEQUATE SOCIAL SAFETY NET THAT ASSURES ECONOMIC SELF SUFFICIENCY, FULL AND EQUAL ACCESS TO EDUCATIONAL OPPORTUNITIES FOR WOMEN AND GIRLS, FULL AND EQUAL ACCESS TO EMPLOYMENT AND ENTREPRENEURIAL OPPORTUNITIES 2 ADVANCING WOMEN'S SAFETY AND SECURITYVISION WE ASPIRE TO A DAY WHEN WOMEN EXPERIENCE THE WORLD AS A SAFE PLACE AND OUR MEDIA, POLICY MAKERS, FAMILIES AND POPULAR CULTURE REJECT VIOLENCE AGAINST WOMEN OUTCOMES MODELS AND POLICIES MAKE SAFE, AFFORDABLE, LIVABLE HOUSING AVAILABLE TO WOMEN AND GIRLS EXPERIENCING DOMESTIC VIOLENCE, MEDIA, FAMILIES AND POPULAR CULTURE REJECT VIOLENCE AGAINST WOMEN, MEDIA AND ADVERTISING PROMOTE STRONG, POSITIVE IMAGES OF WOMEN AND GIRLS, LOCAL, CRIMINAL JUSTICE AND JUDICIAL SYSTEMS ARE MORE RESPONSIVE, E G THEY INSURE CULTURAL AND LANGUAGE INTERPRETATION SERVICES ARE AVAILABLE, SOLUTIONS TO DECREASE VIOLENCE AGAINST WOMEN AND GIRLS ARE FOUND WITHIN COMMUNITIES, FAMILIES AND CULTURAL GROUPS, TRAFFICKING OF WOMEN AND GIRLS IS ILLEGAL AND PROSTITUTION IS RECOGNIZED AS AN ACT OF VIOLENCE AGAINST WOMEN 3 GUARANTEEING HEALTH AND REPRODUCTIVE RIGHTS FOR WOMENVISION WE ENVISION A TIME WHEN ALL WOMEN IN MINNESOTA WILL HAVE LOCAL, LEGAL, AFFORDABLE, SAFE AND COMPREHENSIVE HEALTH CARE OUTCOMES UNIVERSAL, COMPREHENSIVE, HEALTH CARE COVERAGE, HEALTH POLICY AND PRACTICE ADEQUATELY MEET WOMEN AND GIRLS' HEALTH NEEDS, PROTECT WOMEN AND GIRLS' REPRODUCTIVE RIGHTS, AND PROVIDE COMPREHENSIVE SEXUALITY EDUCATION, DECREASED RATES OF TEEN PREGNANCY AMONG TEENS OVERALL, ESPECIALLY GIRLS OF COLOR, GENDER, RACE, PLACE AND EQUITY LENS IS APPLIED IN HEALTH RESEARCH AND DELIVERY, WOMEN'S HEALTH, WELLNESS AND PREVENTION ARE PROMOTED WITHIN HEALTH SYSTEMS AND COMMUNITIES 4 PROMOTING WOMEN'S HUMAN RIGHTSVISION WE LOOK FORWARD TO A DAY WHEN WOMEN'S HUMAN RIGHTS AND DIGNITY ARE UNQUESTIONED, WHEN WOMEN ARE FREE FROM DISCRIMINATION AND ABLE TO ACT UPON THEIR DREAMS OUTCOMES INCREASED WOMEN'S LEADERSHIP IN PUBLIC, PRIVATE AND NONPROFIT SECTORS, SUCH AS INCREASED PARTICIPATION OF WOMEN ON NONPROFIT BOARDS, DECREASED DISCRIMINATION ON THE BASIS OF RACE, GENDER, SEXUAL ORIENTATION, LEGAL STATUS, ABILITY AND OTHER SYSTEMS THAT OPPRESS WOMEN 5 EXPANDING WOMEN'S POLITICAL POWERVISION WOMEN WILL ENJOY EQUAL INFLUENCE AT ALL LEVELS OF GOVERNMENT, BRINGING NEW PERSPECTIVES AND EXPERTISE THAT ADVANCE EQUALITY AND JUSTICE OUTCOMES INCREASED NUMBER OF WOMEN VOTERS, INCREASED REPRESENTATION OF WOMEN IN LOCAL, STATE AND NATIONAL OFFICE, MORE WOMEN ELECTED TO OFFICE, INCREASED PERCENTAGE OF COMPOSITION AND LEADERSHIP OF WOMEN ON LEGISLATIVE COMMITTEES, IN FY 2012, THE FOUNDATION REMOVED THE HUMAN RIGHTS CORNERSTONE FROM THE SOCIAL CHANGE FUND, THUS REDUCING THE FIVE CORNERSTONES TO FOUR THE DECISION TO REMOVE THIS PARTICULAR GRANTMAKING AREA WAS BECAUSE HUMAN RIGHTS FLOWS THROUGH THE OTHER FOUR CORNERSTONES, PROPOSALS FUNDED IN THIS CORNERSTONE EASILY FALL INTO ONE OF THE OTHER FUNDING AREAS, AND THE SMALL NUMBER OF GRANTS FUNDED IN THE HUMAN RIGHTS CORNERSTONE GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) FUNDIN 2002, THE FOUNDATION LAUNCHED THE GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) INITIATIVE AS A KEY STRATEGY TO BOOST GIRLS' ECONOMIC FUTURES BASED ON EXTANT RESEARCH AND A STATEWIDE LISTENING TOUR HELD IN 14 COMMUNITIES ACROSS THE STATE IN 2001, THE FOUNDATION LAUNCHED THE "FIRST-GENERATION" OF GIRLSBEST AS A FIVE-YEAR FUNDING INITIATIVE BASED ON THE SUCCESS OF THE FIRST GENERATION OF GIRLSBEST PROGRAMMING, THE FOUNDATION CREATED A PERMANENTLY ENDOWED FUND FOR GIRLS IN 2007, THE FIRST OF ITS KIND IN THE NATION GRANTEE CONVENING'S AND CAPACITY BUILDINGTHE STATEWIDE GRANTEES OF BOTH FUNDS ARE CONVENED ANNUALLY IN ORDER TO SHARE RESEARCH, DEVELOP SKILLS AROUND CAPACITY BUILDING AND PROGRAM EVALUATION, AND FOSTER A NETWORK AMONG GRANTEE-PARTNERS IN FY 2012, THE FOUNDATION CONVENED SOCIAL CHANGE FUND GRANTEES FOR "ADVANCING EQUALITY THROUGH PUBLIC POLICY," WHICH INCLUDED CAPACITY BUILDING AND NETWORKING ACTIVITIES FOR GRANTEES, WITH A FOCUS ON CREATING SHIFTS IN INSTITUTIONS AND POLICIES TO ADVANCE SOCIAL CHANGE OUTCOMES A PROGRESSIVE LUNCH FOR KEY DONORS AND STAKEHOLDERS WAS ALSO HELD DURING THE CONVENING TO MEET STAFF FROM THE SOCIAL CHANGE FUND GRANTEE ORGANIZATIONS ALSO IN FY 2012, THE FOUNDATION CONVENED GIRLSBEST FUND GRANTEES FOR "DISCOVERING YOUR BEST WITH GIRLSBEST GIRLS CALCULATING THEIR FUTURE SUCCESS," WHICH FOCUSED ON DEVELOPING GIRLS' FINANCIAL LITERACY, PROVIDED EVALUATION TRAINING, OPPORTUNITIES FOR THE GIRL GRANTEES TO NETWORK, AND LEADERSHIP SKILL DEVELOPMENT A PROGRESSIVE LUNCH FOR KEY DONORS AND STAKEHOLDERS TO HAVE THE OPPORTUNITY TO MEET WITH OUR GIRLSBEST GROUPS WAS PART OF THE DAY

4b

(Code) (Expenses \$ 1,038,880 including grants of \$ 442,070) (Revenue \$)

RESEARCH, EDUCATION, AND PUBLIC POLICYTO EDUCATE AND GALVANIZE OPINION LEADERS AND POLICYMAKERS, AND RAISE PUBLIC AWARENESS OF THE STATUS OF WOMEN AND GIRLS IN MINNESOTA, THE WOMEN'S FOUNDATION OF MINNESOTA HAS RESEARCHED AND PUBLISHED MANY REPORTS, INCLUDING STATUS OF WOMEN IN MINNESOTA (2000) STATUS OF WOMEN IN MINNESOTA COUNTIES (2004), STATUS OF WOMEN OF COLOR IN MINNESOTA (2005), STATUS OF GIRLS IN MINNESOTA (2008), AND ON THE ROAD TO EQUALITY STATEWIDE FINDINGS & POLICY RECOMMENDATIONS (2009) IN 2009, THE WOMENS FOUNDATION OF MINNESOTA LAUNCHED THE STATUS OF WOMEN & GIRLS IN MINNESOTA, AN ONGOING COLLABORATIVE RESEARCH PROJECT OF THE FOUNDATION AND THE UNIVERSITY OF MINNESOTA HUMPHREY SCHOOL'S CENTER ON WOMEN & PUBLIC POLICY ANNUALLY, DATA SPECIFIC TO MINNESOTA WOMEN AND GIRLS IS GATHERED AND ANALYZED IN ECONOMICS, SAFETY, HEALTH AND LEADERSHIP THE PROJECT REPRESENTS A UNIQUE APPROACH TO RESEARCH BY USING A GENDER-RACE-PLACE-EQUITY LENS EXPERTS FROM ACADEMIA, STATE AND FEDERAL GOVERNMENT, NONPROFIT AND PRIVATE SECTORS, ELECTED BODIES AND PHILANTHROPY PARTICIPATED IN WORKING GROUPS AND REVIEWED DATA TO IDENTIFY THE KEY ISSUES OUTLINED IN THE PUBLISHED REPORTS, AND PROFFER SOLUTIONS THE RESEARCH PARTNERSHIP HAS PUBLISHED TWO STATUS OF WOMEN & GIRLS IN MINNESOTA RESEARCH REPORTS, TO DATE JUNE 2010 AND FEBRUARY 2012 THE RESEARCH, EDUCATION, AND PUBLIC POLICY PROGRAMMATIC AREA ALSO INCLUDES THE MN GIRLS ARE NOT FOR SALE PROGRAM, A FIVE YEAR, \$5 MILLION CAMPAIGN TO END THE PROSTITUTION OF MINNESOTA GIRLS ACCOMPLISHMENTS IN FY 2012 INCLUDE * IN APRIL 2011, THE FOUNDATION SPONSORED THE FISCAL NOTE OF SAFE HARBOR BILL (HF0556) INTO LAW EFFECTIVE 2014 THIS LEGISLATION REDEFINES GIRLS UNDER AGE 16 WHO ARE INVOLVED IN ILLEGAL SEX TRADE AS "CHILDREN IN NEED OF PROTECTIVE SERVICES" RATHER THAN "JUVENILE OFFENDERS " * HOSTED STATEWIDE CONFERENCE ON THE PROSTITUTION OF MINNESOTA GIRLS, JULY 2011 * IN AUGUST 2011, HIRED THE MELLMAN GROUP (WASHINGTON, D C) TO CONDUCT FOCUS GROUPS WITH FOUR DIFFERENT GROUPS OF PEOPLE ABOUT THE ISSUE OF CHILD PROSTITUTION AND ITS EXISTENCE IN MINNESOTA * THE FOUNDATION COMMISSIONED A HUMPHREY SCHOOL CAPSTONE REPORT IN SEPTEMBER 2011 TO INFORM CAMPAIGN EFFORTS, PROGRESS OF OTHER STATE'S MODELS, AND RECOMMENDATIONS FOR POLICY OPPORTUNITIES * ON NOVEMBER 1, 2011, PUBLICLY LAUNCHED THE MN GIRLS ARE NOT FOR SALE CAMPAIGN, ONLINE HEADQUARTERS WWW.MNGIRLSNOTFORSALE.ORG, WITH DEDICATED FACEBOOK PAGE AND TWITTER ACCOUNT * FRONT-PAGE STAR TRIBUNE (JANUARY 2011) ARTICLE HIGHLIGHTING THE MN GIRLS ARE NOT FOR SALE CAMPAIGN AND WHAT THE ISSUE LOOKS LIKE IN MINNESOTA THIS RECEIVED NATIONAL ATTENTION AND DISTRIBUTION * IN MARCH 2012, INTRODUCED THE ISSUE OF SEX TRAFFICKING OF MINNESOTA GIRLS TO THE APPROXIMATELY 900 ATTENDEES OF THE STIR, THE FOUNDATION'S ANNUAL FUNDRAISING EVENT * IN MARCH 2012, COMMISSIONED THE UNIVERSITY OF MINNESOTA TO CONDUCT RESEARCH ON THE PROSTITUTION OF MINNESOTA GIRLS THE GOAL DEFINE THE LIFETIME PREVALENCE AND ANNUAL INCIDENCE OF SEXUALLY TRAFFICKED GIRLS AND GENDER NON-CONFORMING YOUTH UNDER AGE 18 IN MINNESOTA * IN JANUARY 2012, \$366,500 IN GRANTS WAS AWARDED TO EIGHT ORGANIZATIONS THROUGH MN GIRLS ARE NOT FOR SALE THIS IS THE FIRST TIME IN THE FOUNDATION'S HISTORY THAT IT HAS FUNDED GOVERNMENT - STATE OF MINNESOTA, ST PAUL POLICE AND RAMSEY COUNTY ATTORNEY'S OFFICE -- IN ADDITION TO NONPROFITS THE DIVERSITY OF MN GIRLS' GRANTMAKING UNDERSCORES THE DEPTH AND BREADTH OF THE FOUNDATIONS PARTNERSHIPS TO DEVELOP HOUSING AND MULTI-JURISDICTIONAL INTERVENTIONS ACROSS SECTORS TO ADDRESS THIS ISSUE IN MINNESOTA



















4c	(Code) (Expenses \$ 690,929 including grants of \$ 429,652) (Revenue \$)
	BUILDING WOMEN'S PHILANTHROPYA CRITICAL PART OF THE FOUNDATION'S WORK IS HELPING WOMEN UNDERSTAND THE POWER THEY HAVE TO CHANGE THE WORLD THROUGH THEIR PERSONAL PHILANTHROPY THROUGH THE FOUNDATION'S BUILDING WOMEN'S PHILANTHROPY PROGRAMMATIC AREA, WOMEN ARE INVITED TO STEP INTO THEIR PHILANTHROPIC LEADERSHIP AND POWER THIS OCCURS THROUGH SPONSORING DONOR WORKSHOPS, AND GIVING WOMEN OPTIONS, SUCH AS OPENING A DONOR ADVISED FUND, MAKING A PLANNED GIFT, OR STARTING A GIVING CIRCLE * IN MAY 2011, LEAD A DAY-LONG TOUR OF THE FOND DU LAC BAND OF LAKE SUPERIOR CHIPPEWA RESERVATION FOR DONORS TO LEARN ABOUT FEDERAL INDIAN POLICY AND PRESENT-DAY IMPACTS * INVITED FOUNDATION DONORS TO THE PROGRESSIVE LUNCHEAS AT THE SOCIAL CHANGE FUND AND GIRLSBEST FUND CONVENINGS "ADVANCING EQUALITY THROUGH PUBLIC POLICY" AND "DISCOVERING YOUR BEST WITH GIRLSBEST GIRLS CALCULATING THEIR FUTURE SUCCESS," RESPECTIVELY TO MEET GRANTEES AND LEARN ABOUT THEIR PROGRAMS, FIRSTHAND * IN SEPTEMBER 2011, HELD THE ANNUAL LEADERSHIP AND LEGACY CIRCLE FOR WOMEN & GIRLS LUNCHEON TO CELEBRATE AND ENGAGE FOUNDATION DONORS OF \$1,000 OR MORE ANNUALLY AND/OR HAVE MADE A PLANNED GIFT TO THE FOUNDATION * HELD A DONOR EDUCATION FORUM ON THE PROSTITUTION OF MINNESOTA GIRLS, WHICH INCLUDED A TOUR TO VISIT TWO FOUNDATION GRANTEE-PARTNERS WORKING ON THIS ISSUE * HELD THE STIR IN MARCH 2012, THE FOUNDATION'S ANNUAL FUNDRAISING EVENT THAT ENGAGES NEARLY 1,000 MINNESOTA CORPORATE WOMEN * MANAGED 31 DONOR ADVISED FUNDS HELD AT THE FOUNDATION AND FACILITATED DONOR-CENTERED GRANTMAKING PROCESS FOR THE RIPLEY MEMORIAL FUND * MANAGED TWO GIVING CIRCLES

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

4e	Total program service expenses➤\$ 2,529,006
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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)? <i>If "Yes," complete Schedule A.</i> 	1	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I.</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? <i>If "Yes," complete Schedule C, Part II.</i> 	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	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? <i>If "Yes," complete Schedule D, Part VI.</i> 	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? <i>If "Yes," complete Schedule D, Part VII.</i> 	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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	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? <i>If "Yes," complete Schedule F, Part I.</i>	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	15		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	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? <i>If "Yes," complete Schedule G, Part I.</i>	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? <i>If "Yes," complete Schedule G, Part II.</i>	18	Yes	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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	Yes	
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 questions 24b–24d and complete Schedule K. If "No," go to line 25</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) and 501(c)(4) 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	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <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 a grant selection committee member, or to a person related to such an individual? <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 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	Yes	
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, Parts II, III, IV, and V, line 1</i>	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	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		No
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance		
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>		
		YesNo
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	13
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1cYes
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	2a17
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)	2bYes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3aNo
b	If "Yes," has it filed a Form 990-T for this year? If "No," 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 or securities account)?	4aNo
b	If "Yes," enter the name of the foreign country <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5aNo
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5bNo
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?	6aNo
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?	7aNo
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7cNo
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?	7eNo
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7fNo
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 and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8No
9	Sponsoring organizations maintaining donor advised funds.	
a	Did the organization make any taxable distributions under section 4966?	9aNo
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9bNo
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. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13a
b	Enter the aggregate 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 aggregate amount of reserves on hand	13c
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14aNo
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .	14b

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 to any question 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		
1b	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?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
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
7b	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		
8a	The governing body?	Yes	
8b	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
10b	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	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization		No
	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
16b	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
18	Section 6104 requires an organization to make its Form 1023 (or 1024 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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
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. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization.	LEE ROPER-BATKER 155 FIFTH AVENUE SOUTH SUITE 500 MINNEAPOLIS, MN 55401 (612) 337-5010

Part VII

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

Check if Schedule O contains a response to any question 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, and **current** key employees 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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) SHEBA COFFEY CHAIR	1 00	X		X				0	0	0
(2) JULIA CLASSEN VICE CHAIR	1 00	X		X				0	0	0
(3) PAULINE FOFANA TREASURER	1 00	X		X				0	0	0
(4) SAANII HERNANDEZ-MOHR SECRETARY	1 00	X		X				0	0	0
(5) KIM BORTON TRUSTEE	1 00	X						0	0	0
(6) ALEXINA CHAI TRUSTEE	1 00	X						0	0	0
(7) ELIZABETH OLSON TRUSTEE	1 00	X						0	0	0
(8) ALANA HEDLUND TRUSTEE	1 00	X						0	0	0
(9) APRIL SUTOR TRUSTEE	1 00	X						0	0	0
(10) JOANNE GREEN TRUSTEE	1 00	X						0	0	0
(11) JEAN ADAMS TRUSTEE	1 00	X						0	0	0
(12) WILHELMINA HOLDER TRUSTEE	1 00	X						0	0	0
(13) SUDHA SHETTY TRUSTEE	1 00	X						0	0	0
(14) CATHERINE MCBRIDE TRUSTEE	1 00	X						0	0	0
(15) JULIE CORTY TRUSTEE	1 00	X						0	0	0
(16) VICTORIA WHITE TRUSTEE	1 00	X						0	0	0
(17) ROSA TOCK TRUSTEE	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 (describe hours for related organizations in Schedule O)	(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) LUCY ROGERS TRUSTEE	1 00	X						0	0	0
(19) ASHLEY SHAVER RAJARATNAM TRUSTEE	1 00	X						0	0	0
(20) VALERIE SPENCER TRUSTEE	1 00	X						0	0	0
(21) TARA MASON TRUSTEE (THRU MAY 2011)	1 00	X						0	0	0
(22) LEE ROPER-BATKER PRESIDENT/CEO	40 00			X				175,940	0	16,702
(23) HEIDI WALSH FINANCE DIRECTOR	34 00			X				33,256	0	2,012
(24) RUDY BRYNOLFSON INTERIM FINANCE DIRECTOR	24 00			X				48,057	0	0
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								257,253	0	18,714

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>	Yes	
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

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	60,929			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,819,897			
	g	Noncash contributions included in lines 1a-1f \$ 89,856					
	h	Total. Add lines 1a-1f		3,880,826			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		342,929		
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)			-388,915		-388,915
8a		Gross income from fundraising events (not including \$ 60,929 of contributions reported on line 1c) See Part IV, line 18					
b		Less direct expenses	a	174,210			
c		Net income or (loss) from fundraising events . .	b	75,502	98,708		98,708
9a		Gross income from gaming activities See Part IV, line 19					
b		Less direct expenses					
c		Net income or (loss) from gaming activities . .					
10a		Gross sales of inventory, less returns and allowances					
b		Less cost of goods sold					
c		Net income or (loss) from sales of inventory . .					
Miscellaneous Revenue		Business Code					
11a	OTHER INCOME	900099		5,795			5,795
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			5,795			
12	Total revenue. See Instructions			3,939,343	0	0	58,517

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) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question 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 governments and organizations in the United States See Part IV, line 21	1,435,072	1,435,072		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	239,572	124,972	110,725	3,875
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	534,095	452,685	52,619	28,791
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	17,289	14,913	1,416	960
9	Other employee benefits	109,025	91,284	12,313	5,428
10	Payroll taxes	55,142	40,251	12,646	2,245
11	Fees for services (non-employees)				
a	Management				
b	Legal	11,939		11,939	
c	Accounting	15,560		15,560	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	233,638	176,508	56,281	849
12	Advertising and promotion	3,500	2,500	1,000	
13	Office expenses	75,430	52,607	6,026	16,797
14	Information technology				
15	Royalties				
16	Occupancy	94,739	66,608	24,362	3,769
17	Travel	15,272	9,571	5,601	100
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	53,481	43,090	9,777	614
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	14,474	10,172	3,726	576
23	Insurance	6,925	4,871	1,778	276
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PROFESSIONAL DEVELOPMEN	9,308	2,508	6,800	
b	BAD DEBT EXPENSE	8,281		8,281	
c					
d					
e					
f	All other expenses	12,062	1,394	10,489	179
25	Total functional expenses. Add lines 1 through 24f	2,944,804	2,529,006	351,339	64,459
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				1	
	2	Savings and temporary cash investments			515,969	2	1,335,947
	3	Pledges and grants receivable, net			1,527,003	3	2,012,325
	4	Accounts receivable, net			27,938	4	23,767
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). 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			20,622	9	27,448
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	173,045	41,927	10c	38,896
	b	Less: accumulated depreciation	10b	134,149			
	11	Investments—publicly traded securities			15,948,137	11	15,772,689
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11			500,000	13	500,000
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			34,067	15	30,429
16	Total assets. Add lines 1 through 15 (must equal line 34)			18,615,663	16	19,741,501	
Liabilities	17	Accounts payable and accrued expenses			100,886	17	98,062
	18	Grants payable				18	245,000
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	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				25	
	26	Total liabilities. Add lines 17 through 25			100,886	26	343,062
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			1,484,586	27	612,206
	28	Temporarily restricted net assets			2,609,895	28	4,033,365
	29	Permanently restricted net assets			14,420,296	29	14,752,868
	Organizations that do not follow SFAS 117, 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			18,514,777	33	19,398,439
	34	Total liabilities and net assets/fund balances			18,615,663	34	19,741,501

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,939,343
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,944,804
3	Revenue less expenses Subtract line 2 from line 1	3	994,539
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,514,777
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-110,877
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	19,398,439

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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 separated basis		
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		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

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. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
---	--

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 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 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 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)
- 10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**
- 11

☐

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 that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	4,039,713	2,671,227	1,409,716	1,624,255	3,880,826	13,625,737
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	4,039,713	2,671,227	1,409,716	1,624,255	3,880,826	13,625,737
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)						6,260,895
6 Public Support. Subtract line 5 from line 4						7,364,842

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4,039,713	2,671,227	1,409,716	1,624,255	3,880,826	13,625,737
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	747,376	426,147	336,360	274,507	342,929	2,127,319
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets		2,188		1,880	5,795	9,863
11 Total support (Add lines 7 through 10)						15,762,919

12 Gross receipts from related activities, etc (See instructions)

12436,636

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	46 720 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	47 330 %
16a 33 1/3% support test—2011. 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		
b 33 1/3% support test—2010. If the organization did not check the 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		
17a 10%-facts-and-circumstances test—2011. 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2010. 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
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		

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 IV.)						
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 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2011. 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—2010. 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 **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 41-1635761
Name: WOMEN'S FOUNDATION OF MINNESOTA

Form 990, Special Condition Description:

Special Condition Description

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. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to 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,” to 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,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

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

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
---	--

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 on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

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

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)	25,000													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	64,408													
c	Total lobbying expenditures (add lines 1a and 1b)	89,408													
d	Other exempt purpose expenditures	2,439,598													
e	Total exempt purpose expenditures (add lines 1c and 1d)	2,529,006													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	276,450													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		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		
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)	69,113													
h	Subtract line 1g from line 1a If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c If zero or less, enter -0-	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?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	267,083	266,696	270,244	276,450	1,080,473
b Lobbying ceiling amount (150% of line 2a, column(e))					1,620,710
c Total lobbying expenditures		25,000	30,000	89,408	144,408
d Grassroots non-taxable amount	66,771	66,674	67,561	69,113	270,119
e Grassroots ceiling amount (150% of line 2d, column (e))					405,179
f Grassroots lobbying expenditures				25,000	25,000

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)).

		(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? If "Yes," describe in Part IV			
j	Total 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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a	Current year		
b	Carryover from last year		
c	Total		
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

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	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," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number
41-1635761

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	32
2	Aggregate contributions to (during year)	943,214
3	Aggregate grants from (during year)	392,235
4	Aggregate value at end of year	3,386,367

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 may 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" to 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 pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, 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 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, 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" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, 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)

Revenues included in 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 relating to these items

a

Revenues included in 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 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 XIV

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" to 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 XIV 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?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to 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	16,319,446	15,917,597	13,405,509	15,690,449
b	Contributions	690,796	114,938	278,630	1,931,634
c	Investment earnings or losses	-139,014	1,234,291	3,410,630	-3,163,276
d	Grants or scholarships	164,073	164,000	990,530	12,298
e	Other expenditures for facilities and programs	512,819	738,628	145,866	1,041,000
f	Administrative expenses	42,958	44,752	40,776	
g	End of year balance	16,151,378	16,319,446	15,917,597	13,405,509

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 0 970 %

b

Permanent endowment ▶ 7 690 %

c

Term endowment ▶ 91 340 %

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

3a(i)

Yes

No

3a(ii)

Yes

No

b

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

3b

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. 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		925		925
d Equipment		172,120	134,149	37,971
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				38,896

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	13,939,343
2	Total expenses (Form 990, Part IX, column (A), line 25)	2,944,804
3	Excess or (deficit) for the year Subtract line 2 from line 1	994,539
4	Net unrealized gains (losses) on investments	-110,877
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 - 8	-110,877
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	883,662

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	13,828,466
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a	-110,877
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e	-110,877
3	Subtract line 2e from line 13	3,939,343
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b4c	0
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)5	3,939,343

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	12,944,804
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e	0
3	Subtract line 2e from line 13	2,944,804
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)5	2,944,804

Part XIV Supplemental Information

Complete this part to 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	ENDOWMENT ASSETS ARE USED, CONSISTENT WITH DONOR RESTRICTIONS, TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS OPERATED OR SUPPORTED BY THE FOUNDATION AND FOR OTHER GRANTMAKING
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE FOUNDATION EVALUATES ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES AND UNDERGOES AN ANNUAL ANALYSIS OF ITS ACTIVITIES AND VARIOUS TAX AUTHORITIES. AS OF MARCH 31, 2012, NO AMOUNTS WERE RECORDED AS A RESULT OF THIS ANALYSIS. THE FOUNDATION WILL RECOGNIZE ANY FUTURE ACCRUED INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX OR EXPENSE AS INCURRED. THE FOUNDATION IS NO LONGER SUBJECT TO FEDERAL OR STATE TAX EXAMINATIONS BY AUTHORITIES FOR YEARS BEFORE 2009.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to 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. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number
41-1635761

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1

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

a

☐ Mail solicitations

b

☐ Internet and e-mail solicitations

c

☐ Phone solicitations

d

☐ In-person solicitations

e

☐ Solicitation of non-government grants

f

☐ Solicitation of government grants

g

☐ Special fundraising events

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. Form 990-EZ filers are not required to complete this table.

(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 funds or has been notified it is exempt from registration or licensing.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50083H Schedule G (Form 990 or 990-EZ) 2011

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		THE STIR (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	235,139		235,139
	2	Less Charitable contributions	60,929		60,929
	3	Gross income (line 1 minus line 2)	174,210		174,210
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs	626		626
	7	Food and beverages	45,026		45,026
	8	Entertainment			
	9	Other direct expenses	29,850		29,850
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			(75,502)
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			98,708

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash 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	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					()
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate 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 operate gaming activities with nonmembers?

☐ Yes ☐ 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?

☐ Yes ☐ No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide 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

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

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number
41-1635761

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 Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

56

3

Enter total number of other organizations listed in the line 1 table ▶

1

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANTEES ARE REQUIRED TO SUBMIT A FINAL EVALUATION REPORT, INCLUDING AN ACTUAL INCOME AND EXPENSE STATEMENT, ACCORDING TO THE TERMS OUTLINED IN THEIR GRANT AGREEMENT LETTER (USUALLY WITHIN 30 DAYS OF COMPLETION OF THE GRANT TERM) INCOME AND EXPENSE STATEMENTS ARE REVIEWED BY STAFF AS PART OF THE REVIEW OF FINAL REPORTS TO ENSURE FUNDS WERE SPENT IN ACCORDANCE WITH THE TERMS OF THE GRANT

Software ID:

Software Version:

EIN: 41-1635761

Name: WOMEN'S FOUNDATION OF MINNESOTA

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
AMAZEPO BOX 17417 MINNEAPOLIS,MN 55417	41-1972162	501(C)3	50,000				GENERAL OPERATING SUPPORT
ARC GREATER TWIN CITIES2446 UNIVERSITY AVENUE W 110 ST PAUL,MN 55114	41-0782848	501(C)3	10,000				VOICES OF WOMEN -- BUILDING LEADERS FOR CHANGE
AUGSBURG COLLEGE-MN URBAN DEBATE LEAGUE2211 RIVERSIDE AVE CB 216 MINNEAPOLIS,MN 55454	41-0694721	501(C)3	14,575				GIRLSBEST DEBATE TEAM
BAGOSENDAAN2476 230TH ST MAHNOMEN,MN 56557	20-0990599	501(C)3	12,500				GENERAL OPERATING SUPPORT
BREAKING FREE INC 770 UNIVERSITY AVE ST PAUL,MN 55104	41-1856806	501(C)3	84,657				STRATEGIC PLANNING, DESIGN AND DEVELOPMENT OF THE TOOLS NECESSARY TO DEVELOP STRATEGIES FOR INTERVENTION THROUGH MULTI-JURISDICTIONAL EDUCATION AND COLLABORATION WHILE CREATING A PLAN FOR PUBLIC EDUCATION FOR FUTURE DEMAND REDUCTION AND GENERAL OPERATIONS
CAPI3702 EAST LAKE ST MINNEAPOLIS,MN 55406	41-1417198	501(C)3	31,000				REFUGEE & IMMIGRANT WOMEN FOR CHANGE
CASA DE ESPERANZA PO BOX 75177 ST PAUL,MN 55175	41-4114710	501(C)3	12,000				ADVOCATING FOR COMPLETE AND EQUITABLE SAFETY-NET SOLUTIONS FOR LATINA WOMEN AND GIRLS
CENTER ON WOMEN AND PUBLIC POLICY 146 HUMPHREY CENTER 301 19TH AVENUE SOUTH MINNEAPOLIS,MN 55455	41-6007513	501(C)3	16,060				STATUS OF WOMEN AND GIRLS IN MINNESOTA
CENTRO CULTURAL CHICANO INC1915 CHICAGO AVENUE MINNEAPOLIS,MN 55404	41-1290349	501(C)3	12,000				DEVELOP A STRATEGIC PLAN TO STRENGTHEN THE CAPACITY OF HEALTH DEPARTMENT TO SUSTAIN LATINAS' HEALTH AND WELL-BEING, RAICES YOUTH DEVELOPMENT PROGRAM
CHILD CARE WORKS 709 UNIVERSITY AVE SAINT PAUL,MN 55104	41-1961588	501(C)3	12,000				CHILD CARE WORKS STRATEGIC PLAN IMPLEMENTATION
EMPLOYMENT ACTION CENTER (RESOURCE INC)900 20TH AVENUE SOUTH MINNEAPOLIS,MN 55404	41-0828779	501(C)3	8,000				BRIGHT FUTURES
GIRL SCOUTS - LAND OF LAKES COUNCIL 400 SECOND AVENUE SOUTH WAITE PARK,MN 56387	41-0877820	501(C)3	10,000				CHALLENGE AND CHANGE OUTREACH PROGRAM
GROUNDSPARK INC 2180 BRYANT STREET SUITE 203 SAN FRANCISCO,CA 94110	83-0498854	501(C)3	40,000				GENERAL OPERATING SUPPORT
HEARTLAND RANCH INC189 HIGHWAY 9 NE BENSON,MN 56215	41-1723574	501(C)3	32,500				DEVELOPING SUSTAINABLE HOUSING AND PROGRAM MODELS
HNUB TSHIAB HMONG WOMEN ACHIEVING TOGETHERPO BOX 14127 ST PAUL,MN 55114	20-8964738	501(C)3	14,000				GENERAL OPERATING SUPPORT, HMONG FAMILY DIALOGUES
THE JEREMIAH PROGRAM1510 LAUREL AVENUE STE 100 MINNEAPOLIS,MN 55403	41-1801834	501(C)3	9,500				SHERO LEADERSHIP ACADEMY, PLANNING TO INCORPORATE CIVIC ENGAGEMENT AND PUBLIC POLICY INTO THEIR PROGRAMMING WITH WOMEN
LAO FAMILY COMMUNITY OF MINNESOTA INC320 WEST UNIVERSITY AVENUE ST PAUL,MN 55103	41-1434916	501(C)3	7,000				KEV XAIV MEANS 'MAKING CHOICES'
LAURA JEFFREY ACADEMY1550 SUMMIT AVENUE ST PAUL,MN 551052243	20-0901562	501(C)3	15,660				STEM EDUCATION, A-GAMES'
METROPOLITAN CONSORTIUM OF COMMUNITY DIRECTORS3137 CHICAGO AVENUE MINNEAPOLIS,MN 55407	41-1658654	501(C)3	20,000				GENERAL OPERATING SUPPORT
MIGIZI COMMUNICATIONS INC3123 EAST LAKE STREET MINNEAPOLIS,MN 55406	41-1379114	501(C)3	11,000				IN THE FOOTSTEPS OF OUR GRANDMOTHERS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 AFRICAN WOMEN'S ASSOCIATION3300 COUNTY ROAD 109 SUITE 510 BROOKLYN CENTER, MN 554293068	48-1259139	501(C)3	6,000				AMAKOLO YOUTH POWER PREGNANCY PREVENTION PROJECT
MINNESOTA COALITION FOR BATTERED WOMEN 60 E PLATO BLVD 130 ST PAUL,MN 55107	41-1381433	501(C)3	12,000				BATTERED WOMEN'S CUSTODY PROJECT
MINNESOTA COMMUNITY FOUNDATION55 FIFTH STREET E 600 ST PAUL,MN 55101	41-0832480	501(C)3	10,000				GIVEMN
MINNESOTA DEPARTMENT OF PUBLIC SAFETY OFFICE OF JUSTICE PROGRAMS445 MINNESOTA STREET 2300 ST PAUL,MN 55101	41-6007162	GOVERNMENT	11,780				SUPPORT THE LEADERSHIP AND CONVENING OF THE MANDATED TASK FORCE FOR SAFE HARBOR IMPLEMENTATION, AS WELL AS THE DEVELOPMENT OF THE IMPLEMENTATION REPORT AND LEGISLATIVE RECOMMENDATIONS
MINNESOTA INDIAN WOMEN'S RESOURCE CENTER 2300 15TH AVENUE SOUTH MINNEAPOLIS, MN 55404	41-1500950	501(C)3	47,000				GENERAL OPERATING SUPPORT, CORE TRAINING CURRICULUM
MINNESOTA PUBLIC RADIO47 7TH STREET EAST ST PAUL,MN 55101	41-0953924	501(C)3	52,900				MN PUBLIC RADIO
MINNESOTANS UNITED FOR ALL FAMILIESPO BOX 582841 MINNEAPOLIS, MN 55458	45-2302860		25,000				WOMEN UNITED FOR ALL FAMILIES
NAYTAHWAUSH COMMUNITY FOUNDATIONPO BOX 71 NAYTAHWAUSH, MN 56566	20-5499213	501(C)3	10,000				LEARNING CENTER
NONVIOLENT PEACEFORCE425 OAK GROVE STREET MINNEAPOLIS, MN 55403	35-2197019	501(C)3	25,000				GENERAL OPERATING SUPPORT
OLD ARIZONA COLLABORATIVE 2821 NICOLLET AVENUE MINNEAPOLIS, MN 55408	41-1765159	501(C)3	14,290				29TH STREET PETAL PUSHERS
PARENTING RESOURCE CENTER INC301 NORTH MAIN STREET AUSTIN, MN 55912	41-1307920	501(C)3	10,000				THE GIRLS ARE IN THE HOUSE! SUCCEEDING TOGETHER
PLANNED PARENTHOOD OF MINNESOTA- NORTH DAKOTA- SOUTH DAKOTA671 VANDALIA STREET ST PAUL,MN 55114	41-0948382	501(C)3	14,000				HMONG STAR AND YOUTH POWER PROGRAMS, TEENS TEACHING TEENS
PLYMOUTH CHRISTIAN YOUTH CENTER2210 OLIVER AVENUE N MINNEAPOLIS, MN 55411	41-0794440	501(C)3	8,000				FIRST THINGS FIRST
PRO-CHOICE RESOURCES250 3RD AVE N SUITE 625 MINNEAPOLIS, MN 55401	41-0971333	501(C)3	20,000				GENERAL OPERATING SUPPORT AND PILOT REVOLVING LOAN FUND FOR MEDICAID PATIENTS
PROGRAM FOR AID TO VICTIMS OF SEXUAL ASSAULT (PAVSA)32 EAST 1ST STREET SUITE 200 DULUTH, MN 55805	41-1350021	501(C)3	64,000				GENERAL OPERATING SUPPORT, RESPONDING TO TRAFFICKING AND PROSTITUTION IN DULUTH, DEVELOPING SUSTAINABLE HOUSING AND PROGRAM MODELS
RAMSEY COUNTY ATTORNEY'S OFFICE50 W KELLOGG BOULEVARD 315 ST PAUL,MN 55102	41-6005875	GOVERNMENT	60,000				SAFE HARBORS YOUTH INTERVENTION PROJECT
REGENTS OF THE UNIVERSITY OF MINNESOTA450 MCNAMARA ALUMNI 200 OAK STREET SE MINNEAPOLIS, MN 55455	41-6007513	GOVERNMENT	31,330				LOST GIRLHOODS THE FACE OF CHILD PROSTITUTION IN MINNESOTA
SOUTHSIDE FAMILY SCHOOL4500 CLINTON AVENUE S MINNEAPOLIS, MN 55419	41-1253375	501(C)3	21,100				GENERAL OPERATING SUPPORT
ST PAUL POLICE DEPARTMENT367 GROVE STREET ST PAUL,MN 55101	41-6005521	GOVERNMENT	55,000				A TWO-PRONGED PROJECT AIMED AT ENDING THE COMMERCIAL SEXUAL EXPLOITATION OF GIRLS
SUNKTANKA CO DAKOTA WICOHAN PO BOX 2 - 280 N CENTENNIAL DRIVE MORTON, MN 56270	36-3611923	501(C)3	11,000				DAKOTA WIKOSKA (YOUNG WOMEN'S) PROJECT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
SW MN PRIVATE INDUSTRY COUNCIL INC607 WEST MAIN STREET MARSHALL, MN 56258	41-1487964	501(C)3	11,000				GROWING AND GOING
THE ADVOCATES FOR HUMAN RIGHTS330 SECOND AVENUE S 800 MINNEAPOLIS, MN 55401	36-3292374	501(C)3	35,000				"ADVOCACY EFFORTS DRAFT SAFE HARBOR'S IMPLEMENTATION REPORT AND RECOMMENDATIONS, PARTICIPATE IN THE MANDATED CONSULTATION PROCESS, CONTINUE ADVOCACY WORK IN IMPLEMENTATION OF SAFE HARBORS
THE FAMILY PARTNERSHIP414 SOUTH 8TH STREET MINNEAPOLIS, MN 55404	41-0693858	501(C)3	68,000				PRIDE PROGRAM, TEEN OUTREACH PROGRAM (TOP)
THINK SMALL10 YORKTON COURT SAINT PAUL, MN 55117	41-1260581	501(C)3	12,000				POLICY PROMOTING QUALITY CHILD CARE & EARLY EDUCATION
TRI-COLLEGE NEW LEADERSHIP DEVELOPMENT INSTITUTE650 NP AVENUE 10 FARGO, ND 58102	23-7102720	501(C)3	10,000				TRI-COLLEGE NEW LEADERSHIP DEVELOPMENT INSTITUTE
UNITED THEOLOGICAL SEMINARY OF THE TC3000 5TH STREET NW NEW BRIGHTON, MN 55112	41-0854766	501(C)3	50,000				GENERAL OPERATING SUPPORT
WAITE HOUSE2529 13TH AVENUE SOUTH MINNEAPOLIS, MN 55407	41-0916478	501(C)3	12,000				MUJERES EN LIDERAZGO
WARROAD AREA WOMEN OF TODAY CO NORTHWEST MINNESOTA FOUNDATIONPO BOX 335 WARROAD, MN 56763	41-1556013	501(C)3	11,000				GIRLS LEAD
WATCH608 2ND AVE S SUITE 465 NORTHSTAR EAST MINNEAPOLIS, MN 55402	41-1720822	501(C)3	6,000				LAY GROUNDWORK FOR A GUN SURRENDER PILOT PROJECT IN HENNEPIN COUNTY, GENERAL OPERATING SUPPORT
WE WIN INSTITUTE 3805 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55409	41-1820991	501(C)3	14,000				SISTER'S SUPPORTING SISTERS PROJECT, WOMEN OF DISTINCTION GIRLS MENTORING PROGRAM
WOMEN'S FUNDING NETWORK505 SANSOME STREET 2ND FLOOR SAN FRANCISCO, CA 94111	41-1685134	501(C)3	11,500				SUPPORTING ORGANIZATIONAL TRANSITION, NETWORK PERSPECTIVES SEX WORK FROM ABOLITION TO AGENCY, GENERAL OPERATING SUPPPORT
WOMEN'S HEALTH CENTER OF DULUTH PA320 E 1ST ST STE 300 DULUTH, MN 55802	41-1444270	501(C)3	17,000				RESEARCH, DESIGN, AND INCORPORATE A YOUTH-FOCUSED POLICY ADVOCACY CURRICULUM AND TRAINING TO SUPPLEMENT CURRENT POLICY EFFORTS, REPRODUCTIVE HEALTH ACCESS
WOMEN'S INITIATIVE FOR SELF-EMPOWERMENT570 ASBURY STREET 202 SAINT PAUL, MN 55104	41-1791358	501(C)3	23,000				GIRLS GETTING AHEAD IN LEADERSHIP PROGRAM, CAREER PATHWAYS FOR FEMALE IMMIGRANT PHYSICIANS(CPFIP)
WORKFORCE DEVELOPMENT INC CO ROCHESTER AREA FOUNDATION400 S BROADWAY STE 300 ROCHESTER, MN 55904	41-2239753	501(C)3	11,000				THE ART OF YOGA PROJECT
YMCA CAMP WIDJIWAGAN2125 EAST HENNEPIN AVENUE SUITE 150 MINNEAPOLIS, MN 55413	41-0693932	501(C)3	21,000				ENDOWMENT AND GENERAL OPERATING SUPPORT
YWCA OF MINNEAPOLIS1130 NICOLLET MALL MINNEAPOLIS, MN 55403	41-0693891	501(C)3	15,000				CONTACT PLUS
ZING FOUNDATION 21 LINWOOD STREET ARLINGTON, MA 02474	57-1190359	501(C)3	10,000				GENERAL OPPORETING SUPPORT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
<input type="checkbox"/> First-class or charter travel		
<input type="checkbox"/> Travel for companions		
<input type="checkbox"/> Tax idemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
1b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
<input checked="" type="checkbox"/> Compensation committee		
<input checked="" type="checkbox"/> Independent compensation consultant		
<input checked="" type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		No
c Participate in, or receive payment from, an equity-based compensation arrangement?		No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?		No
b Any related organization?		No
If "Yes," to line 5a or 5b, describe in Part III		
6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a The organization?		No
b Any related organization?		No
If "Yes," to line 6a or 6b, describe in Part III		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	Yes	
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

[illegible]

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 7	LEE ROPER-BATKER, PRESIDENT/CEO, RECEIVED VARIABLE PAY OF \$10,000 IN FY 2012. VARIABLE PAY IS PROVIDED TO RECOGNIZE AND REWARD THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGERS WHO CONSISTENTLY EXCEL IN THEIR POSITIONS. INDIVIDUAL VARIABLE PAY ADJUSTMENTS ARE BASED ON INDIVIDUAL PERFORMANCE AND MAY BE IMPACTED BY EXTERNAL FACTORS IMPACTING THE FOUNDATION SUCH AS ECONOMIC CONDITIONS.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number
41-1635761

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art	X	4	845	AUCTION HIGH BIDS
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		2,007	AUCTION HIGH BIDS
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	1	49,981	HIGH/LOW AVERAGE ON DATE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (GIFT CERTIFICATES)	X	14	26,776	AUCTION HIGH BIDS
26 Other ► (TRAVEL AND ENTERTAINMENT)	X	39	8,027	AUCTION HIGH BIDS
27 Other ► (WINE)	X	53	2,220	AUCTION HIGH BIDS
28 Other ► ()				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29			0
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a			No
b If "Yes," describe the arrangement in Part II				
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes		
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a			No
b If "Yes," describe in Part II				
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II				

Part III

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011**Open to Public
Inspection**Name of the organization
WOMEN'S FOUNDATION OF MINNESOTA**Employer identification number**

41-1635761

Identifier	Return Reference	Explanation
NEW PROGRAM SERVICES	FORM 990, PART III, LINE 2	* THE FOUNDATION PUBLICLY LAUNCHED MN GIRLS ARE NOT FOR SALE (MN GIRLS) ON NOV 1, 2011 MN GIRLS IS A FIVE YEAR, \$5 MILLION CAMPAIGN TO GALVANIZE RESOURCES TO END THE PROSTITUTION OF MINNESOTA GIRLS THE PUBLIC ROLLOUT OF THE CAMPAIGN INCLUDED A DEDICATED WEBSITE (WWW.MNGIRLSNOTFORSALE.ORG), FACEBOOK PAGE, AND TWITTER ACCOUNT * THE FOUNDATION DEVELOPED THE GENDER EQUALITY EXPLORER WEBSITE TO OFFER FREE, 24/7, ONLINE PUBLIC ACCESS TO CREATE TABLES, MAPS AND REPORTS TO ILLUSTRATE, ANALYZE AND UNDERSTAND THE STATUS OF WOMEN AND GIRLS IN THEIR COMMUNITY TO MOVE EQUALITY FORWARD THIS ONLINE TOOL IS PART OF THE FOUNDATION'S STATUS OF WOMEN & GIRLS IN MINNESOTA PROJECT WITH THE UNIVERSITY OF MINNESOTA'S HUMPHREY SCHOOL'S CENTER ON WOMEN & PUBLIC POLICY THIS NEW SERVICE WAS LAUNCHED IN APRIL 2012

Identifier	Return Reference	Explanation
CHANGES IN PROGRAM SERVICES	FORM 990, PART III, LINE 3	AS PART OF ITS MN GIRLS ARE NOT FOR SALE PROGRAM, A FIVE-YEAR, \$5 MILLION CAMPAIGN TO END THE PROSTITUTION OF MINNESOTA GIRLS, THE FOUNDATION BEGAN GRANTMAKING IN FY 2012, AWARDING \$426,000 IN GRANTS UNDER THIS PROGRAM

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE IS COMPRISED OF FOUR BOARD OFFICERS, WHO ARE ALSO TRUSTEES THE EXECUTIVE COMMITTEE HAS THE AUTHORITY OF THE BOARD OF TRUSTEES IN THE MANAGEMENT OF THE BUSINESS OF THE FOUNDATION IN THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF TRUSTEES AND SUCH OTHER AUTHORITY AS IS DELEGATED BY THE BOARD OF TRUSTEES BY RESOLUTION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 3	DURING PART OF FY 2012, FINANCIAL MANAGEMENT DUTIES WERE DELEGATED TO AN INDEPENDENT CONSULTANT, RUDY BRYNOLFSON, WHO SERVED AS INTERIM FINANCE DIRECTOR ON A CONTRACT BASIS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE FOUNDATION'S BYLAWS WERE AMENDED IN MAY 2011 THE CHANGES INCLUDED ADDING LANGUAGE TO ALLOW MEN TO SERVE ON THE BOARD OF DIRECTORS AND ACTION VIA ELECTRONIC COMMUNICATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FOUNDATION'S AUDIT COMMITTEE WILL REVIEW AND RECOMMEND APPROVAL EACH BOARD MEMBER WILL RECEIVE A COPY OF THE FORM 990 FOR REVIEW AND APPROVAL PRIOR TO FILING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	ALL EMPLOYEES AND BOARD MEMBERS ARE REQUIRED TO REVIEW AND SIGN THE CONFLICT OF INTEREST FORM ANNUALLY EXCEPT AS PERMITTED BY LAW, WITH RESPECT TO ANY CONTRACT OR OTHER TRANSACTION BETWEEN THE FOUNDATION AND ANY TRUSTEE (OR AN ORGANIZATION IN WHICH A TRUSTEE IS A TRUSTEE, OFFICER, OR LEGAL REPRESENTATIVE OR HAS A MATERIAL FINANCIAL INTEREST), THE MATERIAL FACTS AS TO SUCH CONTRACT OR TRANSACTION AND AS TO THE TRUSTEE'S INTEREST MUST BE FULLY DISCLOSED OR KNOWN TO THE BOARD OF TRUSTEES PRIOR TO APPROVAL OF SUCH CONTRACT OR TRANSACTION, AND THE INTERESTED TRUSTEE MAY NOT BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AND MAY NOT VOTE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	COMPENSATION FOR ALL POSITIONS, INCLUDING THE CEO, IS DETERMINED ANNUALLY BASED ON DOCUMENTED PERFORMANCE REVIEWS AND CONSISTENT WITH PERIODIC COMPARABILITY STUDIES. IN 2008, THE FOUNDATION RETAINED AN OUTSIDE CONSULTANT TO REVIEW THE SALARY OF EACH POSITION COMPARED WITH OTHER NONPROFIT ORGANIZATIONS AND FOUNDATIONS OF COMPARABLE SIZE AND PURPOSE. THIS STUDY IS BEING UPDATED IN 2012. CHANGES IN CEO COMPENSATION ARE RECOMMENDED BY THE CHAIR AND VICE CHAIR, REVIEWED BY THE EXECUTIVE COMMITTEE AND APPROVED BY THE FULL BOARD.

Identifier	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 UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -110,877