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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

OMB No 1545-0047

2016

Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 07-01-2016 , and ending 06-30-2017

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final

☐ Return/terminated

☐ Amended return

☐ Application pending

C Name of organization

HEADWATERS FOUNDATION FOR JUSTICE

Doing business as

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

2801 21ST AVENUE SOUTH NO 132-B

Room/suite

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

MINNEAPOLIS, MN 55407

F Name and address of principal officer

DAVID NICHOLSON

2801 21ST AVENUE SOUTH NO 132-B

MINNEAPOLIS, MN 55407

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

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

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

H(c) Group exemption number ▶

I Tax-exempt status

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

J Website: ▶

WWW.HEADWATERSFOUNDATION.ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation

1984

M State of legal domicile

MN

Part I

Summary

Activities & Governance

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

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

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

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

19

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

19

5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)

9

6 Total number of volunteers (estimate if necessary)

115

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

0

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

0

Revenue

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

1,203,881

2,137,063

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

0

500

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

178,581

135,690

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

74,188

-1,102

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

1,456,650

2,272,151

Expenses

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

1,090,042

919,517

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

0

0

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

468,068

489,064

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

0

0

16b Total fundraising expenses (Part IX, column (D), line 25) ▶176,265

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

317,268

334,867

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

1,875,378

1,743,448

19 Revenue less expenses Subtract line 18 from line 12

-418,728

528,703

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

5,256,724

6,215,731

21 Total liabilities (Part X, line 26)

82,472

148,054

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

5,174,252

6,067,677

Part II

Signature Block

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

Sign Here

Signature of officer

DAVID NICHOLSON EXECUTIVE DIRECTOR

Type or print name and title

2017-10-24

Date

Paid Preparer Use Only

Print/Type preparer's name

DEIRDRE HODGSON

Preparer's signature

DEIRDRE HODGSON

Date

Check ☐ if self-employed

PTIN

P01484710

Firm's name ▶

CLIFTONLARSONALLEN LLP

Firm's EIN ▶

41-0746749

Firm's address ▶

220 SOUTH SIXTH STREET SUITE 300

Phone no

(612) 376-4500

MINNEAPOLIS, MN 55402

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission

SEE SCHEDULE O

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

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

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

If "Yes," describe these changes on Schedule O

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

4a	(Code)	(Expenses \$ 1,259,278	including grants of \$ 919,517	(Revenue \$ 500)
See Additional Data				

4b	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4c	(Code)	(Expenses \$	including grants of \$	(Revenue \$)
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4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$	(Revenue \$)
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4e	Total program service expenses ▶	1,259,278
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Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	Yes	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		No
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		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>		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>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		No
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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>		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>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	17	
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?	1c	
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.	9	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	No
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	No
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	No
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

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 instructionsCheck if Schedule O contains a response or note to any line in this Part VI ☒**Section A. Governing Body and Management**

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 19		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b 19		
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?	2		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?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6		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?	7a		No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	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	9		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?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c Yes	
13 Did the organization have a written whistleblower policy?	13 Yes	
14 Did the organization have a written document retention and destruction policy?	14 Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a Yes	
b Other officers or key employees of the organization	15b	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?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

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

Part VII

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) OWEN DUCKWORTH CO-CHAIR	1 00	X		X				0	0	0
(2) JESSICA SCHAEPPI CO-CHAIR	1 00	X		X				0	0	0
(3) ELIANNE FARHAT SECRETARY	1 00	X		X				0	0	0
(4) JEFF WEISS TREASURER	1 00	X		X				0	0	0
(5) CHAD AMBRODAY BOARD MEMBER	1 00	X						0	0	0
(6) EARTHA BELL BOARD MEMBER	1 00	X						0	0	0
(7) ELIZABETH COCO BOARD MEMBER	1 00	X						0	0	0
(8) BRENDA GROFF BOARD MEMBER	1 00	X						0	0	0
(9) MALIK HOLT-SHABAZZ BOARD MEMBER	1 00	X						0	0	0
(10) MUNEEER KARCHER-RAMOS BOARD MEMBER	1 00	X						0	0	0
(11) ANN MANNING BOARD MEMBER	1 00	X						0	0	0
(12) ERICA MAUTER BOARD MEMBER	1 00	X						0	0	0
(13) JAMES RUSTAD BOARD MEMBER	1 00	X						0	0	0
(14) CAITLIN SCHWARTZ BOARD MEMBER	1 00	X						0	0	0
(15) ELIZABETH SCOTT BOARD MEMBER	1 00	X						0	0	0
(16) LEIGH STEPAN BOARD MEMBER	1 00	X						0	0	0
(17) DAMEUN STRANGE BOARD MEMBER	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MALA THAO BOARD MEMBER	1 00	X						0	0	0
(19) LORI ANNE WILLIAMS BOARD MEMBER	1 00	X						0	0	0
(20) KABO YANG BOARD MEMBER	1 00	X						0	0	0
(21) DAVID NICHOLSON EXECUTIVE DIRECTOR	41 00			X				99,542	0	21,093
(22) MARIA DE LA CRUZ ASSOCIATE EXECUTIVE DIRECT	43 00			X				87,550	0	21,007

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	187,092	0	42,100

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 **0**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.		
(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0		

Part VIII Statement of Revenue				Check if Schedule O contains a response or note to any line in this Part VIII							
				(A)	(B)	(C)	(D)				
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514				
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a								
	b	Membership dues . . .	1b								
	c	Fundraising events . . .	1c	78,181							
	d	Related organizations	1d								
	e	Government grants (contributions)	1e								
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,058,882							
	g	Noncash contributions included in lines 1a-1f \$	10,200								
	h	Total. Add lines 1a-1f	2,137,063								
Program Service Revenue				Business Code							
	2a	PROGRAM REVENUE		900099	500	500					
	b										
	c										
	d										
	e										
	f	All other program service revenue									
	g	Total. Add lines 2a-2f	500								
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			58,406			58,406				
	4 Income from investment of tax-exempt bond proceeds										
	5 Royalties										
				(i) Real	(ii) Personal						
	6a Gross rents										
	b Less rental expenses										
	c Rental income or (loss)										
	d Net rental income or (loss)										
				(i) Securities	(ii) Other						
	7a Gross amount from sales of assets other than inventory			469,660							
	b Less cost or other basis and sales expenses			392,376							
	c Gain or (loss)			77,284							
	d Net gain or (loss)			77,284			77,284				
	8a Gross income from fundraising events (not including \$ 78,181 of contributions reported on line 1c) See Part IV, line 18			a 55,680							
	b Less direct expenses			b 56,958							
	c Net income or (loss) from fundraising events			-1,278			-1,278				
	9a Gross income from gaming activities See Part IV, line 19			a							
	b Less direct expenses			b							
c Net income or (loss) from gaming activities											
10a Gross sales of inventory, less returns and allowances			a								
b Less cost of goods sold			b								
c Net income or (loss) from sales of inventory											
Miscellaneous Revenue			Business Code								
11a MISCELLANEOUS REVENUE			900099			176					
b											
c											
d All other revenue											
e Total. Add lines 11a-11d			176								
12 Total revenue. See Instructions			2,272,151			500					
						0					
						134,588					

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	910,375	910,375		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	9,142	9,142		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	220,224	95,943	69,225	55,056
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.	212,867	86,212	69,716	56,939
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	16,061	6,504	5,273	4,284
9 Other employee benefits.	10,195	4,100	3,186	2,909
10 Payroll taxes.	29,717	11,094	10,364	8,259
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	75,344		75,344	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	29,374	12,984	4,400	11,990
12 Advertising and promotion.				
13 Office expenses.	28,029	19,801		8,228
14 Information technology.	25,599	17,665	6,144	1,790
15 Royalties.				
16 Occupancy.	33,257	25,940	4,656	2,661
17 Travel.				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	75,079	51,951	14,644	8,484
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	10,070		10,070	
23 Insurance.	5,879	4,585	823	471
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a MISCELLANEOUS EXPENSES	39,750	265	24,291	15,194
b MEMBERSHIPS	6,976	2,500	4,476	
c BAD DEBT	5,510	217	5,293	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	1,743,448	1,259,278	307,905	176,265
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		851,918	2	1,209,166
	3	Pledges and grants receivable, net		19,001	3	70,308
	4	Accounts receivable, net		14,183	4	113,582
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		28,029	9	44,540
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	161,497		
	b	Less: accumulated depreciation	10b	144,692		
				26,874	10c	16,805
	11	Investments—publicly traded securities		2,956,221	11	3,225,770
	12	Investments—other securities. See Part IV, line 11		52,897	12	48,542
	13	Investments—program-related. See Part IV, line 11		410,834	13	510,000
	14	Intangible assets			14	
15	Other assets. See Part IV, line 11		896,767	15	977,018	
16	Total assets. Add lines 1 through 15 (must equal line 34)		5,256,724	16	6,215,731	
Liabilities	17	Accounts payable and accrued expenses		71,740	17	45,139
	18	Grants payable			18	90,000
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		10,732	25	12,915
	26	Total liabilities. Add lines 17 through 25		82,472	26	148,054
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		587,408	27	1,430,134
	28	Temporarily restricted net assets		174,864	28	225,563
	29	Permanently restricted net assets		4,411,980	29	4,411,980
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ 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		5,174,252	33	6,067,677
	34	Total liabilities and net assets/fund balances		5,256,724	34	6,215,731

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,272,151
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,743,448
3	Revenue less expenses Subtract line 2 from line 1	3	528,703
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,174,252
5	Net unrealized gains (losses) on investments	5	247,715
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	117,007
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,067,677

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

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

Additional Data

Software ID:

Software Version:

EIN: 36-3359386

Name: HEADWATERS FOUNDATION FOR JUSTICE

Form 990 (2016)

Form 990, Part III, Line 4a:

GRANTMAKING AND DONOR ADVISED FUNDSSEE SCHEDULE O

SCHEDULE A (Form 990 or 990-EZ)	Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust. ▶ Attach to Form 990 or Form 990-EZ. ▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 .	OMB No 1545-0047 2016 Open to Public Inspection
	Department of the Treasury Internal Revenue Service Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.
The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

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

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

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")	2,607,390	1,703,610	2,238,069	1,079,498	2,137,063	9,765,630
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,607,390	1,703,610	2,238,069	1,079,498	2,137,063	9,765,630
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,825,902
6 Public support. Subtract line 5 from line 4						6,939,728

Section B. Total Support							
Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
7	Amounts from line 4	2,607,390	1,703,610	2,238,069	1,079,498	2,137,063	9,765,630
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	66,140	140,216	88,544	50,604	58,406	403,910
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)	5,784	16,551	31,157	7,037	176	60,705
11	Total support. Add lines 7 through 10						10,230,245
12	Gross receipts from related activities, etc. (see instructions)					12	15,712
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage		
14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	67.840 %
15 Public support percentage for 2015 Schedule A, Part II, line 14	15	63.200 %
16a 33 1/3% support test—2016. 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—2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ▶ ☐		
17a 10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
b 10%-facts-and-circumstances test—2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
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 III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2016. 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—2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

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

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

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

Section A - Adjusted Net Income

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

Section B - Minimum Asset Amount

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

Section C - Distributable Amount

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

Part V

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI Supplemental Information.

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

Facts And Circumstances Test**990 Schedule A, Supplemental Information**

Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	MISCELLANEOUS REVENUE - 2012 AMOUNT \$ 5,784 2013 AMOUNT \$ 16,551 2014 AMOUNT \$ 31,157 2015 AMOUNT \$ 7,037 2016 AMOUNT \$ 176



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.
▶Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

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

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

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

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

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

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

Name of the organization HEADWATERS FOUNDATION FOR JUSTICE	Employer identification number 36-3359386
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities in Part IV		
2	Political expenditures	▶	\$ 0
3	Volunteer hours		0

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶	\$ 0
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶	\$ 0
3	If the organization incurred a section 4955 tax, did it file Form 7202 for this year?		☐ Yes ☐ No
4a	Was a correction made?		☐ Yes ☐ No
b	If "Yes," describe in Part IV		

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶	\$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶	\$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶	\$
4	Did the filing organization file Form 1120-POL for this year?		☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV		

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
2				
3				
4				
5				
6				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)**B** Check ☒ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	0													
b Total lobbying expenditures to influence a legislative body (direct lobbying)	0													
c Total lobbying expenditures (add lines 1a and 1b)	0													
d Other exempt purpose expenditures	1,629,684													
e Total exempt purpose expenditures (add lines 1c and 1d)	1,629,684													
f Lobbying nontaxable amount Enter the amount from the following table in both columns	231,484													
<table><thead><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr></thead><tbody><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></tbody></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)	57,871													
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?		☐ Yes ☐ No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
2a Lobbying nontaxable amount	234,810	232,654	237,049	231,484	935,997
b Lobbying ceiling amount (150% of line 2a, column(e))					1,403,996
c Total lobbying expenditures					
d Grassroots nontaxable amount	58,703	58,164	59,262	57,871	234,000
e Grassroots ceiling amount (150% of line 2d, column (e))					351,000
f Grassroots lobbying expenditures					

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

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

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

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

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

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

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

Part IV Supplemental Information

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

Return Reference	Explanation
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efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493304000447	
SCHEDULE D (Form 990) Department of the Treasury Internal Revenue Service		Supplemental Financial Statements ► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ► Attach to Form 990. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.			OMB No 1545-0047 2016 Open to Public Inspection
Name of the organization HEADWATERS FOUNDATION FOR JUSTICE				Employer identification number 36-3359386	
Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.					
		(a) Donor advised funds		(b) Funds and other accounts	
1	Total number at end of year	12			
2	Aggregate value of contributions to (during year)	786,043			
3	Aggregate value of grants from (during year)	795,043			
4	Aggregate value at end of year	415,165			
5		Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?			
		☒ Yes ☐ No			
6		Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?			
		☒ Yes ☐ No			
Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.					
1 Purpose(s) of conservation easements held by the organization (check all that apply)					
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area					
☐ Protection of natural habitat ☐ Preservation of a certified historic structure					
☐ Preservation of open space					
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year					
		Held at the End of the Year			
a	Total number of conservation easements	2a			
b	Total acreage restricted by conservation easements	2b			
c	Number of conservation easements on a certified historic structure included in (a)	2c			
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d			
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►					
4 Number of states where property subject to conservation easement is located ►					
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?					
☐ Yes ☐ No					
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►					
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$					
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?					
☐ Yes ☐ No					
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements					
Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.					
1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items					
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items					
(i) Revenue included on Form 990, Part VIII, line 1 ► \$					
(ii) Assets included in Form 990, Part X ► \$					
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items					
a Revenue included on Form 990, Part VIII, line 1 ► \$					
b Assets included in Form 990, Part X ► \$					
For Paperwork Reduction Act Notice, see the Instructions for Form 990.					
		Cat No 52283D		Schedule D (Form 990) 2016	

Part III

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

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	4,172,535	4,535,522	4,025,923	3,535,708	3,083,155
b Contributions			621,505	2,471	38,337
c Net investment earnings, gains, and losses	482,512	-175,953	59,817	642,671	562,736
d Grants or scholarships					148,520
e Other expenditures for facilities and programs	194,675	187,034	21,723	154,927	
f Administrative expenses			150,000		
g End of year balance	4,460,372	4,172,535	4,535,522	4,025,923	3,535,708

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

0 %

b Permanent endowment

99 000 %

c Temporarily restricted endowment

1 000 %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b

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

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

4

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

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		161,497	144,692	16,805
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				16,805

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

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

Part VIII

Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c.
See Form 990, Part X, line 13.

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

Part IX

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

(a) Description	(b) Book value
(1) INTEREST IN THE NET ASSETS OF THE MINNEAPOLIS FOUNDATION	977,018
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	977,018

Part X

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
TENANT SECURITY DEPOSITS	1,880	
DEFERRED RENT PAYABLE	11,035	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	12,915	

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

☒

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

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

1	Total revenue, gains, and other support per audited financial statements	1	2,711,543
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	247,715
b	Donated services and use of facilities	2b	74,670
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	117,007
e	Add lines 2a through 2d	2e	439,392
3	Subtract line 2e from line 1	3	2,272,151
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	2,272,151

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

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

1	Total expenses and losses per audited financial statements	1	1,818,118
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	74,670
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	74,670
3	Subtract line 2e from line 1	3	1,743,448
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	1,743,448

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

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

Supplemental Information

Return Reference	Explanation
PART V, LINE 4	THE FOUNDATION MAINTAINS THE ENDOWMENT TO SUPPORT GENERAL OPERATIONS AND FUND GRANTMAKING FOR THE BENEFIT OF INDIGENOUS LEAD GROUPS IN MINNESOTA AND WISCONSIN

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	THE FOUNDATION IS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND MINNESOTA STATUTE 290 05 IT IS CLASSIFIED AS A FOUNDATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(1) OF THE IRC AND CONTRIBUTIONS BY DONORS ARE TAX DEDUCTIBLE THE FOUNDATION FOLLOWS ACCOUNTING STANDARDS FOR UNCERTAIN TAX POSITIONS AND FILES AS A TAX-EXEMPT ORGANIZATION DURING 2017 AND 2016, THE FOUNDATION HAS NOT RECOGNIZED ANY LIABILITY FOR UNCERTAIN TAX POSITIONS THE FOUNDATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES

Supplemental Information	
Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION FUND 117,007

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" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number
36-3359386

Part I Fundraising Activities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a ☐ Mail solicitations

e ☐ Solicitation of non-government grants

b ☐ Internet and email solicitations

f ☐ Solicitation of government grants

c ☐ Phone solicitations

g ☐ Special fundraising events

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

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

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

Revenue		(a) Event #1 CHANGE MAKERS GALA (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
	1 Gross receipts	133,861			133,861
	2 Less Contributions	78,181			78,181
	3 Gross income (line 1 minus line 2)	55,680			55,680
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	11,100			11,100
	6 Rent/facility costs	3,000			3,000
	7 Food and beverages	15,000			15,000
	8 Entertainment	1,100			1,100
	9 Other direct expenses	26,758			26,758
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				56,958
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-1,278

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

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

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

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

- 11** Does the organization conduct gaming activities with nonmembers? ☐ 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 conducted in
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ►

Address ►

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

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

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

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

Return Reference

Explanation

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493304000447

Schedule I
(Form 990)

OMB No 1545-0047

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States
Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization
HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number
36-3359386

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 62

3 Enter total number of other organizations listed in the line 1 table 0

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) GRANT STIPENDS	24	9,142	0	N/A	N/A
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	Explanation
PART I, LINE 2	WITH AN INITIAL APPLICATION, GROUPS MUST SUPPLY A COPY OF THE DETERMINATION LETTER, A LIST OF BOARD MEMBERS, BUDGET AND FINANCIAL INFORMATION, AND A WRITTEN NARRATIVE PROPOSAL ABOUT THE PROJECT IF AN AWARD IS MADE, GROUPS MUST SIGN A GRANT AGREEMENT INDICATING THE TERMS OF THE GRANT AND REPORTING REQUIREMENTS GROUPS MUST ALSO PROVIDE EVIDENCE OF CURRENT REGISTRATION WITH THE MINNESOTA ATTORNEY GENERAL'S CHARITY DIVISION IF FUNDS ARE DISTRIBUTED TO A FISCAL AGENT, A LETTER IS REQUIRED FROM THAT ORGANIZATION INDICATING THE ORGANIZATION'S WILLINGNESS TO SERVE IN THAT CAPACITY ORGANIZATIONS RECEIVING FUNDING ARE REQUIRED TO SUBMIT A FINAL REPORT ONE YEAR AFTER FUNDS WERE RECEIVED ORGANIZATIONS THAT WERE FUNDED IN THE PREVIOUS YEAR ARE REQUIRED TO SUBMIT A SIX-MONTH PROGRESS REPORT WITH THEIR CURRENT APPLICATION ORGANIZATIONS THAT WERE FUNDED PREVIOUSLY MUST HAVE ALL PROGRESS REPORTS SUBMITTED BEFORE ANY ADDITIONAL DOLLARS ARE GRANTED

Additional Data

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CENTRO DE TRABAJADORES UNIDOS EN LA LUCHA 2511 E FRANKLIN AVE MINNEAPOLIS, MN 55406	38-3828696	501(C)(3)	60,000	0	N/A	N/A	PROJECT GRANT
ACER INC (AFRICAN CAREER AND EDUCATION RESOURCE INC) 5701 SHINGLE CREEK PARKWAY STE 630 BROOKLYN CENTER, MN 55430	47-1207676	501(C)(3)	30,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WHITE EARTH LAND RECOVERY PROJECT PO BOX 97607 MAIN AVE CALLAWAY, MN 56521	41-1673625	501(C)(3)	30,000	0	N/A	N/A	PROJECT GRANT
OUTFRONT MN COMMUNITY SERVICES 310 E 38TH ST STE 204 MINNEAPOLIS, MN 55409	36-3550489	501(C)(3)	24,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GREATER MINNESOTA WORKER CENTER 2719 W DIVISION ST SUITE 103 ST CLOUD, MN 56301	46-3874287	501(C)(3)	22,250	0	N/A	N/A	PROJECT GRANT
HNUB TSHIAB HMONG WOMEN ACHIEVING TOGETHER PO BOX 14127 ST PAUL, MN 55114	20-8964738	501(C)(3)	22,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE W STE 150 SAINT PAUL, MN 551148755	41-1830619	501(C)(3)	21,000	0	N/A	N/A	PROJECT GRANT
ASIAN AMERICAN ORGANIZING PROJECT 2100 STEVENS AVENUE MINNEAPOLIS, MN 55404	38-3777419	501(C)(3)	20,250	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BODY WISDOM 2273 TELEGRAPH AVENUE OAKLAND, CA 94612	91-1916817	501(C)(3)	20,000	0	N/A	N/A	PROJECT GRANT
DREAM OF WILD HEALTH 1308 FRANKLIN AVENUE SUITE 203 MINNEAPOLIS, MN 55404	41-1632662	501(C)(3)	20,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INQUILINXS UNIDXS POR JUSTICIA (UNITED RENTERS FOR JUSTICE) 4139 GARFIELD AVENUE MINNEAPOLIS, MN 55409	47-4987940	501(C)(3)	20,000	0	N/A	N/A	PROJECT GRANT
LA ASAMBLEA DE DERECHOS CIVILES 3500 38TH AVE S MINNEAPOLIS, MN 55406	27-1350278	501(C)(3)	20,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YOUNG MUSLIM COLLECTIVE N/A MINNEAPOLIS, MN 55407	12-3456789	501(C)(3)	20,000	0	N/A	N/A	PROJECT GRANT
NEIGHBORHOODS ORGANIZING FOR CHANGE 1101 WEST BROADWAY AVENUE SUITE 100 100 MINNEAPOLIS, MN 55411	27-1408866	501(C)(3)	18,750	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	63-0598743	501(C)(3)	15,077	0	N/A	N/A	PROJECT GRANT
NAACP LEGAL DEFENSE AND EDUCATION FUND INC 40 RECTOR STREET 5TH FLOOR NEW YORK, NY 10006	13-1655255	501(C)(3)	14,827	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PFUND FOUNDATION 2801 21ST AVE S SUITE 132B MINNEAPOLIS, MN 55407	36-3567019	501(C)(3)	12,000	0	N/A	N/A	PROJECT GRANT
MANFORWARD PO BOX 6223 MINNEAPOLIS, MN 55406	41-1801991	501(C)(3)	11,800	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMAZE 475 CLEVELAND AVE N SUITE 322 ST PAUL, MN 55104	41-1972162	501(C)(3)	11,000	0	N/A	N/A	PROJECT GRANT
WOMEN'S ENVIRONMENTAL INSTITUTE PO BOX 128 NORTH BRANCH, MN 55056	20-0312344	501(C)(3)	10,500	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALL PARKS ALLIANCE FOR CHANGE 2380 WYCLIFF ST STE 200 ST PAUL, MN 551141257	41-1386600	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
AMERICAN INDIAN FAMILY CENTER 579 WELLS ST ST PAUL, MN 55103	41-1841352	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
APPETITE FOR CHANGE 1200 WEST BROADWAY AVENUE 180 MINNEAPOLIS, MN 55411390	27-5112040	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
AUTISM SOCIETY OF MINNESOTA 2380 WYCLIFF STREET 102 SAINT PAUL, MN 55114	41-1718029	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BDOTE LEARNING CENTER 3216 EAST 29TH STREET MINNEAPOLIS, MN 55406	27-3168843	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
BREAST CANCER ACTION 657 MISSION STREET SUITE 302 SAN FRANCISCO, CA 94105	94-3138992	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CAIR-MINNESOTA INC (COUNCIL ON AMERICAN ISLAMIC RELATIONS) 2511 EAST FRANKLIN AVENUE SUITE 100 100 MINNEAPOLIS, MN 55406	45-0553731	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
COMMUNITY STABILIZATION PROJECT 501 N DALE ST STE 203 ST PAUL, MN 55103	41-1729493	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DAKOTA WICOHAN 230 WEST 2ND STREET PO BOX 2 MORTON, MN 56270	42-1552956	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
DEFEND GLENDALE CAMPAIGN PO BOX 14616 MINNEAPOLIS, MN 55414	75-3210606	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EAST SIDE FREEDOM LIBRARY 835 6TH ST E SAINT PAUL, MN 55106	46-3794535	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
EAST SIDE NEIGHBORHOOD DEVELOPMENT COMPANY 965 PAYNE AVENUE ST PAUL, MN 55130	41-1367503	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HALLIE Q BROWN COMMUNITY CENTER INC 270 NORTH KENT STREET SAINT PAUL, MN 55102	41-0693846	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
HISPANIC OUTREACH PROGRAM OF GOODHUE 1407 WEST FOURTH STREET RED WING, MN 55066	26-4467878	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HMONG AMERICAN FARMERS ASSOCIATION 941 LAFOND AVE SUITE 100 ST PAUL, MN 55104	46-0928003	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
IMMIGRANT DEVELOPMENT CENTER 810 4TH AVE S SUITE 204 MOORHEAD, MN 56560	20-3368647	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INDIGENOUS ROOTS 24 NELSON STREET SAINT PAUL, MN 55119	47-4492457	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
IRAQI AND AMERICAN RECONCILIATION PROJECT 416 EAST HENNEPIN MPS, MN 55426	26-0545027	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JORDAN AREA COMMUNITY COUNCIL 2900 FREMONT AVE N SUITE 108 MINNEAPOLIS, MN 55411	41-6043288	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
KALEO CENTER FOR FAITH JUSTICE & SOCIAL TRANSFORMATION 3000 FIFTH STREET NORTHWEST NEW BRIGHTON, MN 551122598	41-0854766	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MIDWEST MIXED CONFERENCE 2525 E FRANKLIN AVE STE 301 MINNEAPOLIS, MN 55406	41-1750116	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
NATIVE AMERICAN COMMUNITY DEVELOPMENT INSTITUTE 1414 E FRANKLIN AVE MINNEAPOLIS, MN 55404	41-2117257	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PAN ASIAN ARTS ALLIANCE CO ASIAN MEDIA ACCESS 2418 PLYMOUTH AVENUE NORTH MINNEAPOLIS, MN 55411	41-1736822	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
REVIVING THE ISLAMIC SISTERHOOD FOR EMPOWERMENT 2801 21ST AVE S SUTIE 210 MINNEAPOLIS, MN 55407	41-1479097	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOMALI AMERICAN COMMUNITY 2323 ELEVENTH AVENUE SOUTH SUITE 260 MINNEAPOLIS, MN 55404	80-0207058	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
SOMALI COMMUNITY BARWAAQO ORGANIZATION 227 E MAIN ST 200 MANKATO, MN 56001	47-1005386	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE PEOPLE'S PRESS PROJECT (PPP) 1517 4TH AVE S MOORHEAD, MN 56560	27-2409590	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
THE TASK FORCE 1325 MASSACHUSETTS AVE NW SUITE 600 WASHINGTON, DC 20005	13-2772832	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THOMAS-DALE DISTRICT 7 PLANNING COUNCIL DBA FROGTOWN NEIGH 501 N DALE ST SUITE 300 SAINT PAUL, MN 55103	41-0963444	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
TWIN CITIES AGRICULTURAL LAND TRUST 1930 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	47-1603523	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UPSTREAM ARTS INC 3501 CHICAGO AVENUE S MINNEAPOLIS, MN 55407	20-4451219	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
VICTORIA THEATER ARTS INITIATIVE 501 N DALE ST SUITE 300 SAINT PAUL, MN 55103	41-0963444	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VOICES FOR RACIAL JUSTICE 2525 E FRANKLIN AVE STE 301 MINNEAPOLIS, MN 55406	41-1750116	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
WAADOOKODAADING OJIBWE LANGUAGE IMMERSION SCHOOL 8575N TREPANIA RD HAYWARD, WI 54843	39-2034477	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WATERCOURSE COUNSELING CENTER 3548 BRYANT AVENUE SOUTH MINNEAPOLIS, MN 55408	41-1946275	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
WATERLEGACY 1961 SELBY AVENUE SAINT PAUL, MN 55104	26-3999186	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WEST SIDE COMMUNITY ORGANIZATION 209 PAGE ST W SAINT PAUL, MN 55107	23-7447142	501(C)(3)	10,000	0	N/A	N/A	PROJECT GRANT
SOMALI ARTIFACT AND CULTURAL MUSEUM 1516 EAST LAKE STREET 11 MINNEAPOLIS, MN 55407	46-2821976	501(C)(3)	9,000	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TIWAHE FOUNDATION 2801 21ST AVE S STE 132F MINNEAPOLIS, MN 55407	26-4377588	501(C)(3)	8,000	0	N/A	N/A	PROJECT GRANT
PREVENTION HEALTH CARE AGENCY DBA ISUROON 3416 NIOLLET AVENUE SOUTH MINNEAPOLIS, MN 55408	42-1651737	501(C)(3)	7,500	0	N/A	N/A	PROJECT GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TAKEACTION MN 705 RAYMOND AVE 100 ST PAUL, MN 55414	20-3338691	501(C)(3)	7,000	0	N/A	N/A	PROJECT GRANT
GRASSROOTS POLICY PROJECT 1515 OSFORD STREET 1D BERKELEY, CA 94709	52-1846313	501(C)(3)	6,000	0	N/A	N/A	PROJECT GRANT

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceName of the organization
HEADWATERS FOUNDATION FOR JUSTICE**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2016**Open to Public
Inspection****Employer identification number**

36-3359386

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 1	HEADWATERS FOUNDATION FOR JUSTICE (THE FOUNDATION) IS A COMMUNITY FOUNDATION WHOSE MISSION IS TO AMPLIFY THE POWER OF COMMUNITY TO ADVANCE EQUITY AND JUSTICE THROUGH GRANT MAKING AND CAPACITY BUILDING SUPPORT TO GRASSROOTS ORGANIZATIONS, OUR GOAL IS TO FOSTER JUST AND SUSTAINABLE COMMUNITIES THAT EMBRACE SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL EQUITY TO ACHIEVE THIS GOAL, ALL OF HEADWATERS' PROGRAMS ARE DESIGNED TO ADVANCE TWO OBJECTIVES CHANGING SYSTEMS OF POWER, AND INCREASING THE POWER OF DISENFRANCHISED COMMUNITIES OUR COMMUNITY-LED GRANT MAKING PROCESS IS THE TOUCHSTONE OF OUR FOUNDATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4A	IN FISCAL YEAR 2017, THE FOUNDATION'S GRANTMAKING PROGRAM AWARDED \$910,800 IN 150 GRANTS TO NONPROFIT ORGANIZATIONS MAINLY IN MINNESOTA AND WISCONSIN. GRANTS ARE MADE THROUGH COMMUNITY INNOVATION GRANTING, THE FUND OF THE SACRED CIRCLE, GIVING PROJECT-NEW MAJORITY FUND, AND DONOR ADVISED FUNDS IN GENERAL. HEADWATERS FUNDING IS FOCUSED AROUND THE FOLLOWING ISSUE AREAS: SOCIAL JUSTICE, ECONOMIC JUSTICE, RACIAL JUSTICE, AND ENVIRONMENTAL JUSTICE. GIVING PROJECT IS AN INNOVATIVE NEW MODEL FOR FUNDING GRASSROOTS GROUPS OR PROJECTS ENGAGED IN SOCIAL CHANGE ORGANIZING TO ACHIEVE SOCIAL, ECONOMIC, ENVIRONMENTAL, AND RACIAL JUSTICE IN DIVERSE COMMUNITIES THROUGHOUT MINNESOTA. IN FISCAL YEAR 2017, THE GIVING PROJECT AWARDED THROUGH THE NEW MAJORITY FUND \$180,750 IN 12 GRANTS. EMERGENCY FUND FOR BLACK LIVES IS A SHORT TERM TEMPORARY FUND MAKING GENERAL OPERATING GRANTS TO BLACK LIVES MATTER MINNEAPOLIS AND NEIGHBORHOODS ORGANIZING FOR CHANGE. IN FISCAL YEAR 2017, \$5,000 IN GRANTS TO TWO GRANTEES. THE FUND OF THE SACRED CIRCLE IS DIRECTED TOWARD AMERICAN INDIAN LED GRASSROOTS GROUPS OR PROJECTS IN MINNESOTA AND WISCONSIN ADDRESSING ISSUES OF INJUSTICE IN NATIVE COMMUNITIES. THE FUND REAFFIRMS THE SELF-DETERMINATION OF AMERICAN INDIANS TO DEFINE AND ADDRESS THE NEEDS OF THEIR COMMUNITIES IN CULTURALLY APPROPRIATE WAYS. IN FISCAL YEAR 2017, THE FUND OF THE SACRED CIRCLE AWARDED \$40,000 IN 4 GRANTS. COMMUNITY INNOVATION GRANTING IS A PROGRAM IN COLLABORATION WITH THE BUSH FOUNDATION. THE GRANTS PROGRAM IS SET UP TO SUPPORT COMMUNITY PROBLEM SOLVING IN MINNESOTA. \$406,500 WAS AWARDED IN 41 GRANTS. DONOR ADVISED FUNDS ENABLE INDIVIDUAL DONORS TO ADVANCE THEIR PHILANTHROPIC GOALS AND DIRECT RESOURCES TO SOCIAL CHANGE GROUPS LOCALLY, NATIONALLY, AND INTERNATIONALLY. HEADWATERS STAFF EDUCATE DONORS ABOUT SOCIAL INJUSTICE ISSUES, CONNECT THEM TO ORGANIZATIONS THAT MATCH THEIR INTERESTS, AND PROVIDE TECHNICAL GRANTMAKING ASSISTANCE. IN FISCAL YEAR 2017, HEADWATERS ALLOCATED \$278,100 IN 81 DONOR ADVISED GRANTS.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE IS COMPRISED OF THE BOARD OFFICERS AND UP TO TWO AT-LARGE MEMBERS FROM THE BOARD OF DIRECTORS THE COMMITTEE MAY ACT ON BEHALF OF THE BOARD IF A FULL BOARD MEETING CANNOT REASONABLY BE CONVENED

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE FINANCE COMMITTEE REVIEWS THE PREPARED FORM 990 AND THEN FORWARDS TO THE FULL BOARD FOR THEIR CONSIDERATION AND APPROVAL

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	AS NEW BOARD AND KEY STAFF MEMBERS JOIN THE ORGANIZATION, THEY COMPLETE THE CONFLICT OF INTEREST FORM EVERY JULY, ALL BOARD MEMBERS AND KEY STAFF MEMBERS COMPLETE THE CONFLICT OF INTEREST FORMS A SUMMARY OF THE CONFLICTS IS GIVEN TO THE BOARD CO-CHAIRS ANY CONTRACTS OR PAYMENTS MADE TO/WITH DIRECTORS MUST BE APPROVED BY THE BOARD IF ANY CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST ARISES AFTER THE ANNUAL FORM IS FILLED OUT, THE INTERESTED DIRECTOR OR ANY DIRECTOR WITH KNOWLEDGE OF SUCH CONFLICT SHALL CALL IT TO THE ATTENTION OF THE BOARD PRIOR TO BOARD ACTION ON A DECISION INVOLVING THE CONFLICT OF INTEREST WHEN THERE IS DOUBT AS TO WHETHER A CONFLICT OF INTEREST EXISTS, THE MATTER SHALL BE RESOLVED BY A VOTE OF THE BOARD, EXCLUDING THE PERSON WHO IS THE SUBJECT OF THE POSSIBLE CONFLICT OF INTEREST IF A CONFLICT OF INTEREST DOES EXIST, THE BOARD MAY STILL AUTHORIZE, APPROVE, OR RATIFY A CONTRACT OR TRANSACTION IN GOOD FAITH BY THE AFFIRMATIVE VOTE OF A MAJORITY OF DIRECTORS, WITH THE CONFLICTED BOARD MEMBER ABSTAINING FROM THE VOTE THE DIRECTOR WHO HAS A CONFLICT SHALL NOT PARTICIPATE IN THE BOARD'S DISCUSSION OF THE MATTER EXCEPT TO DISCLOSE MATERIAL FACTS AND TO RESPOND TO QUESTIONS SUCH PERSON SHALL NOT ATTEMPT TO EXERT HIS OR HER PERSONAL INFLUENCE WITH RESPECT TO THE MATTER, EITHER AT OR OUTSIDE THE MEETING THE DIRECTOR HAVING SUCH A CONFLICT SHALL NOT PARTICIPATE IN THE FINAL DELIBERATION OR DECISION REGARDING THE MATTER UNDER CONSIDERATION AND SHALL RETIRE FROM THE ROOM IN WHICH THE BOARD IS MEETING AFTER PROVIDING THE BOARD WITH ANY AND ALL RELEVANT INFORMATION ANY DIRECTOR DISCLOSING A CONFLICT OF INTEREST MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OR A COMMITTEE THEREOF THE MINUTES OF THE MEETING OF THE BOARD OR COMMITTEE SHALL REFLECT THAT THE CONFLICT OF INTEREST WAS DISCLOSED AND THAT THE INTERESTED DIRECTOR WAS NOT PRESENT DURING THE FINAL DISCUSSION OR VOTE AND DID NOT VOTE ON THE MATTER

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15A	IN REVIEWING AND APPROVING THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE EXECUTIVE COMMITTEE OF THE HEADWATERS BOARD OF DIRECTORS UTILIZES THE FOLLOWING PROCESS 1 IMPARTIAL DECISION MAKERS - THE COMPENSATION ARRANGEMENT MUST BE APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE EXECUTIVE COMMITTEE COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT 2 COMPARABILITY DATA - WHEN THE EXECUTIVE COMMITTEE IS CONSIDERING COMPENSATION OF THE EXECUTIVE DIRECTOR, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR VALUE OF THE COMPENSATION IN QUESTION THIS DATA MAY INCLUDE THE FOLLOWING - EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS, - WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS, - DOCUMENTED TELEPHONE CALLS AND EMAILS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS, - INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS, - USE OF SALARY SURVEYS OF THE NONPROFIT AND FOUNDATION SECTOR BOARD PROCESS AND FINAL DECISIONS DOCUMENTED THROUGH BOARD MINUTES A COMPENSATION REVIEW WAS DONE ON 2/21/17 FOR THE EXECUTIVE DIRECTOR, DAVID NICHOLSON BY THE EXECUTIVE COMMITTEE A COMPENSATION REVIEW WAS DONE ON 6/22/17 FOR THE ASSOCIATE EXECUTIVE DIRECTOR, MARIA DE LA CRUZ, BY THE EXECUTIVE DIRECTOR

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE ON THE WEBSITE, FOR PERSONAL INSPECTION IN THE OFFICE, OR MAILED UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	CHANGE IN BENEFICIAL INTEREST IN THE MINNEAPOLIS FOUNDATION 117,007