

Women's Foundation of Minnesota

*RETURN OF ORGANIZATION
EXEMPT FROM INCOME TAX FORM*

YEAR ENDED MARCH 31, 2014

PUBLIC DISCLOSURE

STATEMENT THAT THIS IS A TAX RETURN NOT A FINANCIAL STATEMENT

The accompanying federal income tax return does **NOT** constitute a financial statement. We have not audited, reviewed or compiled the accompanying income tax return and, accordingly, do not express an opinion or any other form of assurance on it.

An income tax return is not intended to constitute financial statements prepared in accordance with generally accepted accounting principles. Accordingly, it does not necessarily include all financial information or disclosures required by generally accepted accounting principles. If the omitted financial information or disclosures were included with the tax return, they might influence the users' conclusions about the taxpayer's financial position, results of operations and cash flows. Accordingly, this income tax return is not designed to be used in lieu of financial statements.

RECORD RETENTION

Our policy is to dispose of our copies of tax returns and workpapers, and other tax information that is more than eight years old.

Your responsibility for retention of your own tax records varies, depending upon the type of tax return or other information involved. We suggest that you keep your tax information and supporting documents for a minimum of eight years. We also recommend that you keep all records that pertain to a carryover amount, such as net operating loss carryovers and charitable contribution carryovers as well as capital loss carryovers, until eight years after the carryover has been consumed.

Also, we suggest that you maintain, indefinitely, copies of income tax returns, records supporting your tax basis in your personal, investment, and business assets, and documentation pertaining to gifts that you make. Your copies of the returns are enclosed for your files. We suggest that you retain these copies indefinitely.

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2013 calendar year, or tax year beginning APR 1, 2013 and ending MAR 31, 2014

Form header section containing: B Check if applicable, C Name of organization (WOMEN'S FOUNDATION OF MINNESOTA), D Employer identification number (41-1635761), E Telephone number (612-337-5010), F Name and address of principal officer (LEE ROPER-BATKER), G Gross receipts (\$4,998,242), H(a) Is this a group return, H(b) Are all subordinates included?, I Tax-exempt status, J Website (WWW.WFMN.ORG), K Form of organization, L Year of formation (1983), M State of legal domicile (MN).

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1-7a Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances.

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.

Signature block section containing: Sign Here (Signature of officer: LEE ROPER-BATKER, PRESIDENT/CEO), Paid Preparer Use Only (Preparer: DEB NELSON, CPA; Date: 09/24/14; PTIN: P01264758; Firm: EIDE BAILLY LLP; Address: 800 NICOLLET MALL, STE. 1300, MINNEAPOLIS, MN 55402-7033; Phone: 612-253-6500).

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO INVEST IN SOCIAL CHANGE TO ACHIEVE EQUALITY FOR ALL WOMEN AND GIRLS IN MINNESOTA.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 1,696,916. including grants of \$ 1,130,600.) (Revenue \$) GRANTMAKING

THE WOMEN'S FOUNDATION OF MINNESOTA HAS THREE COMPETITIVE GRANTMAKING FUNDS: SOCIAL CHANGE FUND (SCF), GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) FUND, AND MN GIRLS ARE NOT FOR SALE FUND. A COMMITMENT TO COMMUNITIES IN GREATER MINNESOTA AND A VALUE OF INCLUSIVITY ARE REFLECTED IN THE DEMOGRAPHICS OF ALL THREE OF THE FUNDS.

SOCIAL CHANGE FUND THROUGH THIS FUND, THE WOMEN'S FOUNDATION AWARDS GRANTS AND PROVIDES TECHNICAL ASSISTANCE TO NONPROFITS ACROSS THE STATE WORKING IN FOUR

4b (Code:) (Expenses \$ 474,742. including grants of \$ 35,000.) (Revenue \$) RESEARCH, EDUCATION, AND PUBLIC POLICY

IN FISCAL YEAR 2014, THE WOMEN'S FOUNDATION WORKED IN PARTNERSHIP WITH THE UNIVERSITY OF MN HUMPHREY SCHOOL'S CENTER ON WOMEN & PUBLIC POLICY TO GATHER DATA AND CONDUCT WORKING GROUPS IN PREPARATION FOR RELEASE OF ITS RESEARCH, STATUS OF WOMEN & GIRLS IN MINNESOTA. WORKING GROUPS IN EACH AREA OF THE RESEARCH -- ECONOMICS, SAFETY, HEALTH, AND LEADERSHIP -- WERE CONDUCTED TO PRIORITIZE AND ANALYZE THE DATA.

THE FOUNDATION RELEASED THE ECONOMICS SECTION OF THE RESEARCH IN JAN. 2014.

4c (Code:) (Expenses \$ 704,375. including grants of \$ 444,811.) (Revenue \$) BUILDING WOMEN'S PHILANTHROPY

A CRITICAL PART OF THE FOUNDATION'S WORK IS HELPING WOMEN UNDERSTAND THE POWER THEY HAVE TO CHANGE THE WORLD THROUGH THEIR PERSONAL PHILANTHROPY. THROUGH THE FOUNDATION'S BUILDING WOMEN'S PHILANTHROPY PROGRAM, WOMEN ARE INVITED TO STEP INTO THEIR PHILANTHROPIC LEADERSHIP AND POWER. THIS OCCURS THROUGH SPONSORING DONOR WORKSHOPS, AND GIVING WOMEN OPTIONS, SUCH AS OPENING A DONOR ADVISED FUND AND/OR MAKING A PLANNED GIFT.

* CONVENED ANNUAL FUNDRAISING EVENT, THE STIR, WITH KEYNOTE CHERYL STRAYED, NEW YORK TIMES' BESTSELLING AUTHOR OF THE MEMOIR, WILD.

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

4e Total program service expenses 2,876,033.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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>	X	
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>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b			
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
25b			X
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? If so, complete Schedule L, Part II		X
26			X
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>		X
27			X
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>		X
28a			X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b			X
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>		X
28c			X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
29		X	
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>		X
30			X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
31			X
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>		X
32			X
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>		X
33			X
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>		X
34			X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35a			X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
35b			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36			X
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>		X
37			X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	
38		X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (21), 1b (21), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MN
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] 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, physical address, and telephone number of the person who possesses the books and records of the organization: HEIDI WALSH - 612-337-5010 105 FIFTH AVENUE SOUTH, SUITE 300, MINNEAPOLIS, MN 55401

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JULIA CLASSEN CHAIR	1.00	X		X				0.	0.	0.
(2) JEAN ADAMS VICE CHAIR	1.00	X		X				0.	0.	0.
(3) JOANNE GREEN TREASURER	1.00	X		X				0.	0.	0.
(4) SUZANNA DE BACA SECRETARY	1.00	X		X				0.	0.	0.
(5) ELIZABETH OLSON TRUSTEE	1.00	X						0.	0.	0.
(6) VICTORIA MCWANE-CREEK TRUSTEE	1.00	X						0.	0.	0.
(7) APRIL SUTOR TRUSTEE	1.00	X						0.	0.	0.
(8) KATHERINE KELLY TRUSTEE	1.00	X						0.	0.	0.
(9) MICHAEL RESNICK TRUSTEE	1.00	X						0.	0.	0.
(10) WILHELMINA HOLDER TRUSTEE	1.00	X						0.	0.	0.
(11) JOHN CHOI TRUSTEE	1.00	X						0.	0.	0.
(12) JULIE CORTY TRUSTEE	1.00	X						0.	0.	0.
(13) PAULINE FOFANA TRUSTEE	1.00	X						0.	0.	0.
(14) ROSA TOCK TRUSTEE	1.00	X						0.	0.	0.
(15) LUCY ROGERS TRUSTEE	1.00	X						0.	0.	0.
(16) ASHLEY SHAVER RAJARATNAM TRUSTEE	1.00	X						0.	0.	0.
(17) VALERIE SPENCER TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) TAWANNA BLACK TRUSTEE	1.00	X						0.	0.	0.
(19) CECILIA CERVANTES TRUSTEE	1.00	X						0.	0.	0.
(20) SUSAN DENK TRUSTEE	1.00	X						0.	0.	0.
(21) VICKI WHITE TRUSTEE	1.00	X						0.	0.	0.
(22) LEE ROPER-BATKER PRESIDENT/CEO	40.00			X				196,483.	0.	19,952.
(23) HEIDI WALSH FINANCE DIRECTOR	36.00			X				57,288.	0.	2,498.
1b Sub-total								253,771.	0.	22,450.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								253,771.	0.	22,450.

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(A)	(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	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	76,651.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	4,261,007.				
	g	Noncash contributions included in lines 1a-1f: \$		323,203.				
	h	Total. Add lines 1a-1f		4,337,658.				
	Program Service Revenue	2 a		Business Code				
b								
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		375,286.			375,286.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		Less: cost or other basis and sales expenses	0.	2,766.				
		Gain or (loss)	120,457.	-2,766.				
		Net gain or (loss)			117,691.			117,691.
	8 a	Gross income from fundraising events (not including \$ 76,651. of contributions reported on line 1c). See Part IV, line 18	a	164,640.				
		Less: direct expenses	b	82,210.				
		Net income or (loss) from fundraising events			82,430.			82,430.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a						
	Less: cost of goods sold	b						
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	OTHER INCOME	900099	201.			201.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		201.					
12	Total revenue. See instructions.		4,913,266.	0.	0.	575,608.		

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 governments and organizations in the United States. See Part IV, line 21	1,610,411.	1,610,411.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	283,260.	143,938.	137,230.	2,092.
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	677,676.	526,468.	139,564.	11,644.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	32,383.	25,068.	7,056.	259.
9 Other employee benefits	62,948.	50,806.	11,593.	549.
10 Payroll taxes	75,767.	53,497.	21,555.	715.
11 Fees for services (non-employees):				
a Management				
b Legal	3,232.		3,232.	
c Accounting	17,935.		17,935.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	64,302.		64,302.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	258,028.	200,253.	57,686.	89.
12 Advertising and promotion				
13 Office expenses	71,981.	71,794.		187.
14 Information technology	25,384.	13,703.	11,563.	118.
15 Royalties				
16 Occupancy	75,522.	40,769.	34,402.	351.
17 Travel	18,203.	14,526.	3,564.	113.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	89,673.	70,460.	19,213.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	44,355.	25,444.	18,705.	206.
23 Insurance	7,713.	4,691.	2,986.	36.
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 EQUIPMENT	24,454.	15,513.		8,941.
b MEMBERSHIP/DUES	6,387.	3,742.	2,615.	30.
c SALE/TRANSFER FEES	5,067.	3,961.	1,106.	
d SUBSCRIPTIONS	1,173.	980.	188.	5.
e All other expenses	12,443.	9.	12,434.	
25 Total functional expenses. Add lines 1 through 24e	3,468,297.	2,876,033.	566,929.	25,335.
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 Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	1,497,375.	2	3,816,612.
	3 Pledges and grants receivable, net	1,562,522.	3	971,965.
	4 Accounts receivable, net	6,438.	4	9,438.
	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 instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	50,095.	9	54,847.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 430,048.		
	b Less: accumulated depreciation	10b 193,051.	172,954.	10c 236,997.
	11 Investments - publicly traded securities	16,514,082.	11	17,822,443.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	600,000.	13	600,000.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	36,182.	15	19,557.
16 Total assets. Add lines 1 through 15 (must equal line 34)	20,439,648.	16	23,531,859.	
Liabilities	17 Accounts payable and accrued expenses	179,792.	17	184,194.
	18 Grants payable	385,000.	18	220,000.
	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		25	
	26 Total liabilities. Add lines 17 through 25	564,792.	26	404,194.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	717,913.	27	821,750.
	28 Temporarily restricted net assets	5,133,552.	28	8,271,160.
	29 Permanently restricted net assets	14,023,391.	29	14,034,755.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	19,874,856.	33	23,127,665.	
34 Total liabilities and net assets/fund balances	20,439,648.	34	23,531,859.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,913,266.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,468,297.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,444,969.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	19,874,856.
5	Net unrealized gains (losses) on investments	5	1,807,840.
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	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,127,665.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	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.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1409716.	1624255.	3880826.	2256174.	4337658.	13508629.
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	1409716.	1624255.	3880826.	2256174.	4337658.	13508629.
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)						3482491.
6 Public support. Subtract line 5 from line 4.						10026138.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	1409716.	1624255.	3880826.	2256174.	4337658.	13508629.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	336,360.	274,507.	342,929.	562,114.	375,286.	1891196.
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 IV.)		1,880.	5,795.	15,712.	201.	23,588.
11 Total support. Add lines 7 through 10						15423413.
12 Gross receipts from related activities, etc. (see instructions)					12	571,418.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	65.01	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	35.15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

Employer identification number

WOMEN'S FOUNDATION OF MINNESOTA

41-1635761

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	_____ _____ _____	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	_____ _____ _____	\$ <u>155,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	_____ _____ _____	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	_____ _____ _____	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	_____ _____ _____	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/> <hr/>	\$ 100,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/> <hr/>	\$ 825,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/> <hr/>	\$ 900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public
Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ Attach to Form 990 or Form 990-EZ.
- ▶ **See separate instructions.** ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

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

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

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

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

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

Name of organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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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 ▶ \$ _____
- 3 Volunteer hours _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? 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-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2013

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												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	34,855.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	103,573.													
c	Total lobbying expenditures (add lines 1a and 1b)	138,428.													
d	Other exempt purpose expenditures	2,737,605.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	2,876,033.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	293,802.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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)	73,451.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	270,244.	276,450.	284,982.	293,802.	1,125,478.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,688,217.
c Total lobbying expenditures	30,000.	89,408.	122,578.	138,428.	380,414.
d Grassroots nontaxable amount	67,561.	69,113.	71,246.	73,451.	281,371.
e Grassroots ceiling amount (150% of line 2d, column (e))					422,057.
f Grassroots lobbying expenditures		25,000.	14,078.	34,855.	73,933.

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 to 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, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 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

2013

Open to Public Inspection

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

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	33	1
2 Aggregate contributions to (during year)	1,094,810.	14,011.
3 Aggregate grants from (during year)	428,811.	16,000.
4 Aggregate value at end of year	4,789,748.	2,083.

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" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or 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 Tax 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, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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" to 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) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? 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" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	17,376,743.	16,151,378.	16,319,446.	15,917,597.	13,405,509.
b Contributions	83,755.	608,602.	690,796.	114,938.	278,630.
c Net investment earnings, gains, and losses	2,239,300.	1,238,505.	-139,014.	1,234,291.	3,410,630.
d Grants or scholarships	269,061.	306,709.	164,073.	164,000.	990,530.
e Other expenditures for facilities and programs	756,000.	264,422.	512,819.	738,628.	145,866.
f Administrative expenses	55,291.	50,611.	42,958.	44,752.	40,776.
g End of year balance	18,619,446.	17,376,743.	16,151,378.	16,319,446.	15,917,597.

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

- a Board designated or quasi-endowment 3.70 %
- b Permanent endowment 75.40 %
- c Temporarily restricted endowment 20.90 %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to 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		30,903.	3,180.	27,723.
d Equipment		399,145.	189,871.	209,274.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				236,997.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to 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. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to 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)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	6,659,570.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	1,807,840.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	1,807,840.	
3	Subtract line 2e from line 1	3	4,851,730.	
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	64,302.	
b	Other (Describe in Part XIII.)	4b	-2,766.	
c	Add lines 4a and 4b	4c	61,536.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	4,913,266.	

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

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

1	Total expenses and losses per audited financial statements		1	3,406,761.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	2,766.	
e	Add lines 2a through 2d	2e	2,766.	
3	Subtract line 2e from line 1	3	3,403,995.	
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	64,302.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	64,302.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,468,297.	

Part XIII Supplemental Information.

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

PART V, LINE 4:

ENDOWMENT ASSETS ARE USED, CONSISTENT WITH DONOR

RESTRICTIONS, TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS

OPERATED OR SUPPORTED BY THE FOUNDATION AND FOR OTHER GRANTMAKING.

PART X, LINE 2:

THE FOUNDATION IS ORGANIZED AS A MINNESOTA NONPROFIT

CORPORATION AND HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE (IRS)

AS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(A) OF THE INTERNAL

REVENUE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3), QUALIFIES

FOR THE CHARITABLE CONTRIBUTION DEDUCTION UNDER SECTION 170(B)(1)(A)(VI),

AND HAS BEEN DETERMINED NOT TO BE PRIVATE FOUNDATION UNDER SECTION

Part XIII Supplemental Information (continued)

509(A)(1). THE FOUNDATION IS ANNUALLY REQUIRED TO FILE A RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX (FORM 990) WITH THE IRS. IN ADDITION, THE FOUNDATION IS SUBJECT TO INCOME TAX ON NET INCOME THAT IS DERIVED FROM BUSINESS ACTIVITIES THAT ARE UNRELATED TO THEIR EXEMPT PURPOSES. THE FOUNDATION HAS DETERMINED IT IS NOT SUBJECT TO UNRELATED BUSINESS INCOME TAX AND HAS NOT FILED AN EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN (FORM 990-T) WITH THE IRS.

THE FOUNDATION BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITIONS TAKEN AFFECTING ITS ANNUAL FILING REQUIREMENTS, AND AS SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS. THE FOUNDATION WOULD RECOGNIZE FUTURE ACCRUED INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS AND LIABILITIES IN INCOME TAX EXPENSE IF SUCH INTEREST AND PENALTIES ARE INCURRED.

PART XI, LINE 4B - OTHER ADJUSTMENTS:
 LOSS ON SALE OF EQUIPMENT IN EXPENSES ON FINANCIAL STATEMENTS -2,766.

PART XII, LINE 2D - OTHER ADJUSTMENTS:
 LOSS ON SALE OF EQUIPMENT IN EXPENSES ON FINANCIAL STATEMENTS 2,766.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		THE STIR		NONE	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	241,291.			241,291.
	2 Less: Contributions	76,651.			76,651.
	3 Gross income (line 1 minus line 2)	164,640.			164,640.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	14,596.			14,596.
	7 Food and beverages	64,422.			64,422.
	8 Entertainment				
	9 Other direct expenses	3,192.			3,192.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				82,210.
	11 Net income summary. Subtract line 10 from line 3, column (d)				82,430.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990**

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number

41-1635761

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
180 DEGREES, INC 236 CLIFTON AVE SOUTH MINNEAPOLIS, MN 55403	23-7153536	501C(3)	50,000.	0.			HIRE A SAFE & SOUND CENTER DIRECTOR TO SUPERVISE PROGRAMMING AT THE 12-BED THERAPEUTIC
AMAZE PO BOX 17417 MINNEAPOLIS, MN 55417	41-1972162	501C(3)	50,000.	0.			GENERAL SUPPORT FOR AMAZE
ARROWHEAD ECONOMIC OPPORTUNITY AGENCY (AEOA) - 702 3RD AVENUE S - VIRGINIA, MN 55792	41-6052144	501C(3)	30,000.	0.			TO SUPPORT THE ADULT WORKFORCE COLLABORATION IN HIBBING AND VIRGINIA TO BRING A GENDER LENS TO
ASIAN ECONOMIC DEVELOPMENT ASSOCIATION - 377 UNIVERSITY AVENUE W, SUITE D - ST. PAUL, MN 55103	41-1911474	501C(3)	15,000.	0.			TO INCREASE AND SUPPORT THE LEADERSHIP OF ASIAN WOMEN BUSINESS OWNERS AND MANAGERS BY PROVIDING
AUGSBURG COLLEGE- MN URBAN DEBATE LEAGUE - 2211 RIVERSIDE AVE. CB #216 - MINNEAPOLIS, MN 55454	41-0694721	501C(3)	17,880.	0.			GENERAL OPERATING; MINNESOTA URBAN DEBATE LEAGUE TO EMPOWER STUDENTS TO BECOME
BAGOSENDAAN 2476 230TH STREET MAHNOMEN, MN 56557	20-0990599	501C(3)	15,000.	0.			FOR BAGOSENDAAN TO BUILD SELF-ESTEEM AND PROMOTE LEADERSHIP AMONG LOW-INCOME FEMALE YOUTH

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ **67.**
- 3** Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2013)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BREAKING FREE, INC. PO BOX 4366 ST. PAUL, MN 55104	41-1856806	501C(3)	70,480.	0.			GENERAL OPERATING; BREAKING FREE SERVES WOMEN AND GIRLS INVOLVED IN SYSTEMS OF COMMERCIAL
CASA DE ESPERANZA P.O. BOX 40115 ST. PAUL, MN 55104	41-4114710	501C(3)	30,000.	0.			TO ENSURE THE IMPACT OF TRAFFICKING AND SEXUAL EXPLOITATION OF YOUNG LATINAS IS BETTER
CASA GUADALUPE MULTICULTURAL COMMUNITIES - 22 5TH AVENUE NORTH - COLD SPRING, MN 56320	27-3671916	501C(3)	10,000.	0.			LA POTENCIA LATINA: ACADEMIC AND CAREER EMPOWERMENT (PLACE)
CENTER ON WOMEN AND PUBLIC POLICY 301 19TH AVENUE SOUTH MINNEAPOLIS, MN 55455	41-6007513	IRC 115 -STATE O	35,000.	0.			TO CONDUCT RESEARCH ON THE STATUS OF WOMEN AND GIRLS IN MN
CENTRO CULTURAL CHICANO 1915 CHICAGO AVENUE MINNEAPOLIS, MN 55404	41-1290349	501C(3)	13,000.	0.			TO SUPPORT AND DEVELOP SYSTEMS AND EVALUATION PRACTICES-DEVELOPMENT OF LOGIC MODEL, WORK PLANS,
COMMUNITY ACTION DULUTH 2424 WEST 5TH STREET, SUITE 102 DULUTH, MN 55806	41-1410670	501C(3)	15,000.	0.			TO IMPLEMENT THE GETTING AHEAD PROGRAM, A 10-WEEK ECONOMIC JUSTICE LEADERSHIP PROGRAM WHICH
COMUNIDADES LATINAS UNIDAS EN SERVICIO, INC. - 797 EAST 7TH STREET - SAINT PAUL, MN 55104	41-1386986	501C(3)	17,500.	0.			GENERAL OPERATING; TO DEVELOP AND IMPLEMENT A FINANCIAL EMPOWERMENT PROGRAM TO EDUCATE
CORNERSTONE ADVOCACY SERVICE 1000 80TH STREET E BLOOMINGTON, MN 55420-1424	41-1476268	501C(3)	15,000.	0.			CREATE A COORDINATED RESPONSE SUPPORTING THE FRAMEWORK OF THE NO WRONG DOOR MODEL. ESTABLISH THE
DAKOTA WICOHAN PO BOX 2 280 NORTH CENTENNIAL DRIVE MORTON, MN 56270	42-1552956	501C(3)	18,000.	0.			WIKOSKA

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EVERYDAY MIRACLES, INC 1121 JACKSON STREET NE #121 MINNEAPOLIS, MN 55413	13-4253358	501C(3)	15,000.	0.			TO PROVIDE PROGRAM SUPPORT FOR ISIS RISING, A PRISON-BASED PREGNANCY, BIRTH AND PARENTING
FAMILYWISE SERVICES 3036 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	41-1343909	501C(3)	7,000.	0.			SUPPORT THE DELAY OF THE ONSET OF A SECOND OR ADDITIONAL PREGNANCIES OF PARENTING TEENS BY
GIRL SCOUTS OF MINNESOTA AND WISCONSIN RIVER VALLEYS - 400 ROBERT STREET S - ST. PAUL, MN 55107	41-0693910	501C(3)	30,000.	0.			GIRL SCOUTS CONNECTZ
GREATER MANKATO DIVERSITY COUNCIL 18726 JUNE BERRY RD MANKATO, MN 56001	20-4627525	501C(3)	10,000.	0.			SURGE!
GROUNDSPARK, INC. 2180 BRYANT STREET SUITE 203 SAN FRANCISCO, CA 94110	83-0498854	501C(3)	20,000.	0.			GROUNDSPARK
HEARTLAND RANCH 185 HIGHWAY 9 NE BENSON, MN 56215	41-1723574	501C(3)	50,000.	0.			EXPAND HOUSING AND EVIDENCED-BASED CULTURALLY-SPECIFIC SERVICES TO TRAFFICKED
HENNEPIN COUNTY, COUNTY ADMINISTRATION - 300 SOUTH SIXTH STREET - MINNEAPOLIS, MN 55487	41-6005801	HENNEPIN CTY-MN	40,000.	0.			FORMALIZE LAW ENFORCEMENT RELATIONSHIPS ACROSS HENNEPIN COUNTY AROUND SEX TRAFFICKING; TRAIN
HMONG AMERICAN PARTNERSHIP 1075 ARCADE STREET SAINT PAUL, MN 55106-3213	41-1667580	501C(3)	18,000.	0.			HMONG GIRLS CAREER MENTORSHIP PROGRAM
JEREMIAH PROGRAM 1510 LAUREL AVENUE STE 100 MINNEAPOLIS, MN 55403-1244	41-1801834	501C(3)	15,000.	0.			TO DEVELOP AN ADVOCACY PROGRAM TO BUILD KNOWLEDGE AND SKILLS TO BECOME ACTIVE CITIZENS

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KWANZAA COMMUNITY CHURCH 2100 EMERSON AVENUE N MINNEAPOLIS, MN 55411	27-0031853	501C(3)	15,000.	0.			GENERAL OPERATING SUPPORT; KWANZAA COMMUNITY CHURCH'S NORTHSIDE WOMEN'S SPACE
LAKE SUPERIOR SCHOOLS 1640 HIGHWAY 2 #200 TWO HARBORS, MN 55616-4017	41-1946777	IRC 115-MN	17,000.	0.			LSSD GIRLSBEST
LATINO ECONOMIC DEVELOPMENT CENTER 1516 E LAKE STREET #201 MINNEAPOLIS, MN 55407	51-0467167	501C(3)	15,000.	0.			TO INVOLVE MORE WOMEN IN ITS MICRO ENTREPRENEURSHIP TRAININGS AND TO EXPOSE
LEGAL SERVICES OF NORTHWEST MINNESOTA* - 1015 7TH AVENUE N - MOORHEAD, MN 56560	41-1291705	501C(3)	15,000.	0.			TO BROADEN EMPLOYMENT ACCESS, ENHANCE ECONOMIC OPPORTUNITY, AND ADDRESS NEEDS OF WOMEN IN
LIFE HOUSE, INC. 102 W 1ST STREET DULUTH, MN 55802	41-1704840	501C(3)	15,000.	0.			BUILD INFRASTRUCTURE AND INCREASE CAPACITY OF COMMUNITY COLLABORATIVE SAFE HARBOR SHELTER
LIFE-WORK PLANNING CENTER 201 BROAD STREET NORTH #100 MANKATO, MN 56001	41-1357220	501C(3)	15,000.	0.			PROJECT SUCCEED
MEN AS PEACEMAKERS 205 WEST 2ND STREET, SUITE 15 DULUTH, MN 55802	41-1841689	501C(3)	18,000.	0.			DENFELD GIRLS GROUP, OR THE GIRLS RESTORATIVE PROGRAM
METROPOLITAN CONSORTIUM OF COMMUNITY DIRECTORS - 3137 CHICAGO AVENUE - MINNEAPOLIS, MN 55407	41-1658654	501C(3)	23,000.	0.			GENERAL OPERATING
MINNESOTA AFRICAN WOMEN'S ASSOCIATION - 3300 COUNTY ROAD 109, SUITE 510 - BROOKLYN CENTER, MN 55429-3068	48-1259139	501C(3)	25,000.	0.			FOR SUPPORT OF AFRICAN GIRLS COLLEGE TOURS; AGILE PROGRAM

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MINNESOTA COUNCIL ON FOUNDATIONS 100 PORTLAND AVENUE S STE 225 MINNEAPOLIS, MN 55401-2575	41-1269275	501C(3)	7,650.	0.			MEMBERSHIP RENEWAL
MINNESOTA INDIAN WOMEN'S RESOURCE CENTER - 2300 15TH AVENUE S - MINNEAPOLIS, MN 55404	41-1500950	501C(3)	32,000.	0.			FOR SUPPORT OF SEX TRAFFICKING EVENT; GENERAL OPERATING SUPPORT. MIWRC ADDRESSES
MINNESOTA PUBLIC RADIO 480 CEDAR STREET ST. PAUL, MN 55101-2230	41-0953924	501C(3)	104,000.	0.			FOR MN GIRLS PUBLIC EDUCATION; 52-WEEK SPONSORSHIP PACKAGE ON THE STATEWIDE NEWS
NEW HORIZONS CRISIS CENTER 109 5TH STREET S #40 MARSHALL, MN 56258	41-1404769	501C(3)	17,500.	0.			GENERAL OPERATING, RELATIONSHIP SERIES PROGRAM
NORTH SHORE HORIZONS 127 7TH STREET TWO HARBORS, MN 55616	41-1451736	501C(3)	15,000.	0.			TO ENHANCE WOMEN AND GIRLS' CRIME VICTIM RIGHTS IN LAKE COUNTY, MINNESOTA, NORTH SHORE
OFFICE OF THE RAMSEY COUNTY ATTORNEY - 345 WABASHA STREET N SUITE 120 - ST. PAUL, MN 55102	41-6005875	RAMSEY CTY-MN	40,000.	0.			DEVELOP A STATEWIDE PROTOCOL FOR LAW ENFORCEMENT AND PROSECUTORS WHO ENCOUNTER
OUTFRONT MINNESOTA 310 E 38TH ST, STE 204 MINNEAPOLIS, MN 55409	36-3550489	501C(3)	15,000.	0.			TO IDENTIFY AND DEVELOP LEADERS WITHIN THE LESBIAN, BISEXUAL, AND TRANSGENDER WOMEN OF
PEACEMAKER RESOURCES PO BOX 862 BEMIDJI, MN 56619	45-0507287	501C(3)	15,000.	0.			GIRLS LEAD
PFUND 1409 WILLOW STREET STE 305 MINNEAPOLIS, MN 55403	36-3567019	501C(3)	41,111.	0.			GENERAL OPERATING

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PILLSBURY UNITED COMMUNITIES 1701 OAK PARK AVENUE N MINNEAPOLIS, MN 55411	41-0916478	501C(3)	15,000.	0.			THE SISTERHOOD OF THE TRAVELING SCARF
PLANNED PARENTHOOD OF MINNESOTA- NORTH DAKOTA- SOUTH DAKOTA - 671 VANDALIA STREET - ST. PAUL, MN 55114	41-0948382	501C(3)	30,000.	0.			ACTION FUND EVENT; IN HONOR OF DR. PETER D'ASCOLI; GENERAL OPERATING; SUPPORT TO
PLYMOUTH CHRISTIAN YOUTH CENTER 2210 OLIVER AVENUE N MINNEAPOLIS, MN 55411	41-0794440	501C(3)	8,000.	0.			SUPPORT 'FIRST THINGS FIRST', A COMPREHENSIVE APPROACH TO TEEN PREGNANCY PREVENTION,
PRO-CHOICE RESOURCES 250 3RD AVENUE N STE 625 MINNEAPOLIS, MN 55401-1677	41-0971333	501C(3)	75,500.	0.			GENERAL OPERATING; TO BUILD A COORDINATED, LONG-TERM ORGANIZING EFFORT THAT STRENGTHENS
PROGRAM FOR AID TO VICTIMS OF SEXUAL ASSAULT - 32 1ST STREET E STE 200 - DULUTH, MN 55805	41-1350021	501C(3)	15,000.	0.			FORMALIZE PROTOCOLS WITHIN THE DULUTH POLICE DEPARTMENT AND DEVELOP/IMPLEMENT
PROJECT 515 1170 15TH AVENUE SE #208 MINNEAPOLIS, MN 55414-2686	20-8876339	501C(3)	10,000.	0.			AS THE ORGANIZATION AIMS TO SUNSET AT THE END OF 2014, THIS GRANT WILL PROVIDE FUNDING TO
PROJECT FINE 202 WEST THIRD ST WINONA, MN 55987	41-1883675	501C(3)	15,000.	0.			THE GRAB (GIRLS REACHING ABOVE AND BEYOND) PROGRAM
REGENTS OF THE UNIVERSITY OF MINNESOTA - 301 19TH AVENUE SOUTH - MINNEAPOLIS, MN 55455	41-6007513	501C(3)	50,000.	0.			CENTER FOR WOMEN AND PUBLIC POLICY
RESOURCE, INC. 1900 CHICAGO AVE S MINNEAPOLIS, MN 55404	41-0828779	501C(3)	8,000.	0.			SUPPORT 'BRIGHT FUTURES' TO DECREASE REPEAT PREGNANCY RATE AND INCREASE EDUCATION

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUTHSIDE FAMILY SCHOOL 4500 CLINTON AVENUE S MINNEAPOLIS, MN 55419	41-1253375	501C(3)	33,000.	0.			GENERAL OPERATING
ST. CLOUD STATE UNIVERSITY 720 4TH AVENUE SOUTH AS 122 ST CLOUD, MN 56301	41-1687554	IRC 115-MN	7,500.	0.			NATIVE SKYWATCHERS
THE ADVOCATES FOR HUMAN RIGHTS 330 SECOND AVENUE S #800 MINNEAPOLIS, MN 55401	36-3292374	501C(3)	15,000.	0.			DEVELOP AND DISSEMINATE CORE EDUCATIONAL RESOURCES FOR COMMUNITY AND SOCIAL SERVICE
THE FAMILY PARTNERSHIP 414 SOUTH 8TH STREET MINNEAPOLIS, MN 55404-1081	41-0693858	501C(3)	52,500.	0.			GENERAL OPERATING; MINNEAPOLIS POLICY WORK; CONTINUE TO PROVIDE POLICY AND ADVOCACY
THE LINK 1210 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	41-1920649	501C(3)	50,000.	0.			DEVELOP SHELTER, HOUSING, AND TRAUMA-BASED THERAPY SERVICES; SURVIVOR MENTORING; EDUCATIONAL
WAND EDUCATION FUND, INC 691 MASSACHUSETTS AVE. ARLINGTON, MA 02476	04-2751387	501C(3)	15,000.	0.			TO SUPPORT A COMPREHENSIVE, MULTI-YEAR PROGRAM TO BUILD THE LEADERSHIP AND
WE WIN INSTITUTE 3805 3RD AVENUE S MINNEAPOLIS, MN 55409	41-1820991	501C(3)	17,000.	0.			WOMEN OF DISTINCTION
WEST SIDE COMMUNITY HEALTH SERVICES - 153 CESAR CHAVEZ STREET - ST. PAUL, MN 55107	23-7156236	501C(3)	5,500.	0.			SUPPORT 'HEALTH START' A SCHOOL-BASED CLINIC THAT PROVIDES CONTRACEPTIVE CARE TO NINE HIGH SCHOOL
WESTERN COMMUNITY ACTION, INC. 1400 SOUTH SARATOGA STREET MARSHALL, MN 56258	41-0888137	501C(3)	17,500.	0.			GENERAL OPERATING; GENERATION NEXT II: BUILDING YOUNG WOMEN OF EXCELLENCE

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WILLMAR PUBLIC SCHOOL DISTRICT JEFFERSON LEARNING CENTER, 1234 KANDIYOHI AVE. S.W., - WILLMAR, MN 56201	41-1465834	IRC 115-MN	15,000.	0.			IN GIRL TALK
WOMEN'S FUNDING NETWORK 505 SANSOME STREET SECOND FLOOR SAN FRANCISCO, CA 94111	41-1685134	501C(3)	12,125.	0.			MEMBERSHIP RENEWAL/GENERAL OPERATING
WOMEN'S HEALTH CENTER OF DULUTH, P.A. - 32 E 1ST ST., STE. 300 - DULUTH, MN 55802	41-1444270	501C(3)	16,500.	0.			HOTDISH MILITIA; TO BUILD COMMUNITY CAPACITY BY STRENGTHENING WOMEN LEADERS, INCREASE ACCESS
WOMEN'S INITIATIVE FOR SELF EMPOWERMENT - HAMLINE PARK PLAZA 570 ASBURY STREET - ST. PAUL, MN 55104	41-1791358	501C(3)	15,000.	0.			GIRLS GETTING AHEAD IN LEADERSHIP (GGAL)
WOMEN'S LEADERSHIP WORKS 1133 19TH STREET NW SUITE 850 WASHINGTON, DC 20036	56-2633160	501C(3)	10,000.	0.			GENERAL OPERATING
YMCA CAMP WIDJIWAGAN 2125 EAST HENNEPIN AVENUE SUITE 150 MINNEAPOLIS, MN 55413	41-0693932	501C(3)	20,000.	0.			CAMP WIDJIWAGAN ENDOWMENT FUND
YWCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS, MN 55403	41-0693891	501C(3)	17,750.	0.			GENERAL OPERATING; IT'S TIME TO TALK: FORUMS ON RACE; TO CONDUCT RESEARCH ON THE INTERSECTION OF

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
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

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

PART I, LINE 2:

GRANTEES ARE REQUIRED TO SUBMIT A FINAL EVALUATION REPORT,
 INCLUDING AN ACTUAL INCOME AND EXPENSE STATEMENT, ACCORDING TO THE TERMS
 OUTLINED IN THEIR GRANT AGREEMENT LETTER (USUALLY WITHIN 30 DAYS OF
 COMPLETION OF THE GRANT TERM). INCOME AND EXPENSE STATEMENTS ARE REVIEWED
 BY STAFF AS PART OF THE REVIEW OF FINAL REPORTS TO ENSURE FUNDS WERE SPENT
 IN ACCORDANCE WITH THE TERMS OF THE GRANT.

PART II, LINE 1, COLUMN (H):

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: 180 DEGREES, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: HIRE A SAFE & SOUND CENTER DIRECTOR TO SUPERVISE PROGRAMMING AT THE 12-BED THERAPEUTIC HOUSING FACILITY FOR SEX TRAFFICKED YOUTH

NAME OF ORGANIZATION OR GOVERNMENT:

ARROWHEAD ECONOMIC OPPORTUNITY AGENCY (AEOA)

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT THE ADULT WORKFORCE COLLABORATION IN HIBBING AND VIRGINIA TO BRING A GENDER LENS TO POST-SECONDARY TECHNICAL EDUCATION FOR WELDING AND MILLWRIGHT WORK IN THE REGION/FOR AMERICAN INDIAN AND RURAL WOMEN'S LEADERSHIP PROJECT- TO CONFRONT AND EFFECTIVELY CHALLENGE POLITICAL INEQUITY AND CHANGE THE CULTURAL CONTEXT OF POLITICAL LEADERSHIP BY PROVIDING PRACTICAL SKILLS, SUPPORT, ON-GOING RELATIONSHIPS, AND TRAINING FOR AMERICAN INDIAN AND RURAL WOMEN

NAME OF ORGANIZATION OR GOVERNMENT:

ASIAN ECONOMIC DEVELOPMENT ASSOCIATION

(H) PURPOSE OF GRANT OR ASSISTANCE: TO INCREASE AND SUPPORT THE LEADERSHIP OF ASIAN WOMEN BUSINESS OWNERS AND MANAGERS BY PROVIDING BUSINESS COUNSELLING AND TRAINING

NAME OF ORGANIZATION OR GOVERNMENT:

AUGSBURG COLLEGE- MN URBAN DEBATE LEAGUE

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; MINNESOTA URBAN DEBATE LEAGUE TO EMPOWER STUDENTS TO BECOME ENGAGED LEARNERS, CRITICAL THINKERS, AND ACTIVE CITIZENS WHO ARE EFFECTIVE ADVOCATES FOR THEMSELVES AND THEIR COMMUNITIES. THE GIRLSBEST DEBATE TEAM PROVIDES GIRL DEBATERS

Part IV Supplemental Information

THE SKILLS TO GRADUATE ON TIME FROM HIGH SCHOOL, ATTEND COLLEGE, AND DEVELOP LEADERSHIP SKILLS TO ENSURE THEIR LONG-TERM ECONOMIC AND SOCIAL SUCCESS

NAME OF ORGANIZATION OR GOVERNMENT: BAGOSENDAAN

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR BAGOSENDAAN TO BUILD SELF-ESTEEM AND PROMOTE LEADERSHIP AMONG LOW-INCOME FEMALE YOUTH AGES 11 TO 18 WHO HAVE BEEN IDENTIFIED AS AT-RISK OR PREVIOUS OFFENDERS. THE PROGRAM USES TALKING CIRCLES, MENTORING AND HORSEBACK RIDING TO DEVELOP AND PROMOTE SELF-CONFIDENCE, INDEPENDENT THINKING, AND INITIATIVE, THE ABILITY TO FUNCTION IN A GROUP, LIFE SKILLS AND LIFELONG FRIENDS TO HELP YOUTH BECOME SUCCESSFUL ADULTS

NAME OF ORGANIZATION OR GOVERNMENT: BREAKING FREE, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; BREAKING FREE SERVES WOMEN AND GIRLS INVOLVED IN SYSTEMS OF COMMERCIAL SEXUAL EXPLOITATION AND SEX TRAFFICKING; ENSURE ACCESS TO HOUSING AND HOLISTIC SERVICES FOR SURVIVORS OF SEX TRAFFICKING. OPEN A DEDICATED SHELTER FOR TRAFFICKED GIRLS AGES 16-17, AND CONTINUE CRIMINAL JUSTICE ADVOCACY AND ONGOING TRAINING FOR JUDICIAL SYSTEM

NAME OF ORGANIZATION OR GOVERNMENT: CASA DE ESPERANZA

(H) PURPOSE OF GRANT OR ASSISTANCE: TO ENSURE THE IMPACT OF TRAFFICKING AND SEXUAL EXPLOITATION OF YOUNG LATINAS IS BETTER UNDERSTOOD AND ADDRESSED. BUILD ORGANIZATIONAL CAPACITY, AND CAPACITY OF OTHER AGENCIES. PROVIDE CULTURALLY SPECIFIC RESOURCES, TRAINING, AND ENSURE RESOURCES ARE RELEVANT FOR LATINA VICTIMS/FOR CASA GUADALUP MULTICULTURAL COMMUNITIES TO IMPROVE THE QUALITY OF LIFE FOR LATINOS AND THOSE OF DIVERSE

Part IV Supplemental Information

BACKGROUNDS THROUGH SERVICES THAT EMPOWER THEM TO BE SOCIALLY,
 ECONOMICALLY, AND CIVICALLY ENGAGED IN THEIR COMMUNITIES IN CENTRAL
 MINNESOTA. LA POTENCIA LATINA; ACADEMIC AND CAREER EMPOWERMENT (PLACE)
 PROGRAM IS FOCUSED ON DEVELOPING AWARENESS OF SELF-IDENTITY, SELF-ESTEEM,
 HEALTHY BODY IMAGE, AND HEALTHY LIFE STYLE CHOICES THROUGH EDUCATIONAL
 AND INTERACTIVE WORKSHOPS, MENTORSHIPS, FIELD TRIPS, AND CIVIC ENGAGEMENT
 TO BUILD ECONOMIC READINESS AND PREPARE FOR LIFELONG SUCCESS

NAME OF ORGANIZATION OR GOVERNMENT: CENTRO CULTURAL CHICANO

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT AND DEVELOP SYSTEMS AND
 EVALUATION PRACTICES-DEVELOPMENT OF LOGIC MODEL, WORK PLANS, AND
 PERFORMANCE MONITORING PLANS FOR PROGRAM IMPLEMENTATION/SUPPORT THE
 'RAICES YOUTH DEVELOPMENT PROGRAM' FOR REDUCTION OF PREGNANCY AMONG LOW
 INCOME LATINO TEENS IN MINNEAPOLIS

NAME OF ORGANIZATION OR GOVERNMENT: COMMUNITY ACTION DULUTH

(H) PURPOSE OF GRANT OR ASSISTANCE: TO IMPLEMENT THE GETTING AHEAD
 PROGRAM, A 10-WEEK ECONOMIC JUSTICE LEADERSHIP PROGRAM WHICH EMPOWERS
 PARTICIPANTS TO UNDERSTAND ISSUES OF POVERTY AND OVERCOME BARRIERS

NAME OF ORGANIZATION OR GOVERNMENT:

COMUNIDADES LATINAS UNIDAS EN SERVICIO, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; TO DEVELOP AND
 IMPLEMENT A FINANCIAL EMPOWERMENT PROGRAM TO EDUCATE SURVIVORS OF
 DOMESTIC VIOLENCE/SEXUAL ASSAULT ABOUT ECONOMIC SELF-SUFFICIENCY

NAME OF ORGANIZATION OR GOVERNMENT: CORNERSTONE ADVOCACY SERVICE

(H) PURPOSE OF GRANT OR ASSISTANCE: CREATE A COORDINATED RESPONSE

Part IV Supplemental Information

SUPPORTING THE FRAMEWORK OF THE NO WRONG DOOR MODEL. ESTABLISH THE DAY ONE DOMESTIC VIOLENCE CRISIS LINE TO BE THE CENTRALIZED POINT OF CONTACT FOR YOUTH AND THOSE WORKING WITH YOUTH SURVIVORS

NAME OF ORGANIZATION OR GOVERNMENT: EVERYDAY MIRACLES, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROVIDE PROGRAM SUPPORT FOR ISIS RISING, A PRISON-BASED PREGNANCY, BIRTH AND PARENTING PROJECT FOR WOMEN PRISONERS AT THE SHAKOPEE WOMEN'S PRISON TO IMPROVE MATERNAL AND HEALTH OUTCOMES IN THE CONTEXT OF INCARCERATION AND TO SUPPORT ITS ADVOCACY EFFORT FOCUSED ON AN ANTI-SHACKLING BILL

NAME OF ORGANIZATION OR GOVERNMENT: FAMILYWISE SERVICES

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT THE DELAY OF THE ONSET OF A SECOND OR ADDITIONAL PREGNANCIES OF PARENTING TEENS BY PROVIDING HIGH-QUALITY YOUTH DEVELOPMENT, PROMOTING HEALTHY LIFESTYLES AND CONTINUED EDUCATION.

NAME OF ORGANIZATION OR GOVERNMENT: HEARTLAND RANCH

(H) PURPOSE OF GRANT OR ASSISTANCE: EXPAND HOUSING AND EVIDENCED-BASED CULTURALLY-SPECIFIC SERVICES TO TRAFFICKED GIRLS AGES 12-21 THROUGH THE HEARTS FOR FREEDOM CSEC PROGRAM. INCORPORATE SURVIVOR VOICES INTO CORE PROGRAMMING AND SERVICES. EXPAND OUTREACH TO INCREASE VICTIM IDENTIFICATION AND REFERRALS OF SEXUALLY EXPLOITED YOUTH TO CREATE A REFERRAL NETWORK TO ENSURE A SYSTEM OF COORDINATED CARE IN THEIR REGION

NAME OF ORGANIZATION OR GOVERNMENT:

HENNEPIN COUNTY, COUNTY ADMINISTRATION

(H) PURPOSE OF GRANT OR ASSISTANCE: FORMALIZE LAW ENFORCEMENT

Part IV Supplemental Information

RELATIONSHIPS ACROSS HENNEPIN COUNTY AROUND SEX TRAFFICKING; TRAIN LAW ENFORCEMENT; ADOPT A STANDARD APPROACH TO PROSECUTING PERPETRATORS; AND IMPLEMENT PRACTICES THAT IMPACT PENALTIES FOR TRAFFICKERS AND PERPETRATORS

NAME OF ORGANIZATION OR GOVERNMENT: JEREMIAH PROGRAM

(H) PURPOSE OF GRANT OR ASSISTANCE: TO DEVELOP AN ADVOCACY PROGRAM TO BUILD KNOWLEDGE AND SKILLS TO BECOME ACTIVE CITIZENS AND LEADERS WITHING THE SCHOOL SYSTEMS, HEALTH CARE SYSTEMS, AND IN PUBLIC ARENAS FOCUSED ON ECONOMIC ISSUES AND CREATING CHANGE

NAME OF ORGANIZATION OR GOVERNMENT: KWANZAA COMMUNITY CHURCH

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING SUPPORT; KWANZAA COMMUNITY CHURCH'S NORTHSIDE WOMEN'S SPACE PROVIDES A SAFE PLACE WHERE GIRLS AND WOMEN WHO HAVE BEEN EXPLOITED BY SEX TRAFFICKING AND THE SEX TRADE CAN FIND REST, A PLACE TO THINK, AND CONNECTIONS TO SERVICES AND SUPPORTS THAT WILL ET THEM FROM WHERE THEY ARE NOW TO WHERE THEY WANT TO BE IN LIFE

NAME OF ORGANIZATION OR GOVERNMENT: LATINO ECONOMIC DEVELOPMENT CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO INVOLVE MORE WOMEN IN ITS MICRO ENTREPRENEURSHIP TRAININGS AND TO EXPOSE LATINAS TO CAREER OPPORTUNITIES IN THE CONSTRUCTION TRADES

NAME OF ORGANIZATION OR GOVERNMENT:

LEGAL SERVICES OF NORTHWEST MINNESOTA*

(H) PURPOSE OF GRANT OR ASSISTANCE: TO BROADEN EMPLOYMENT ACCESS, ENHANCE ECONOMIC OPPORTUNITY, AND ADDRESS NEEDS OF WOMEN IN WORKFORCE

Part IV Supplemental Information

DEVELOPMENT

NAME OF ORGANIZATION OR GOVERNMENT: LIFE HOUSE, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: BUILD INFRASTRUCTURE AND INCREASE CAPACITY OF COMMUNITY COLLABORATIVE SAFE HARBOR SHELTER PROJECT-DULUTH. CREATE A NEW RESPONSE FOR SEXUALLY EXPLOITED GIRLS WITH CASE MANAGEMENT, SYSTEMS ADVOCACY, AND SHELTER ADVOCATE (WORKING ACROSS AGENCIES TO ACCOMPLISH THIS CONTINUUM OF SERVICES AND HOUSING)

NAME OF ORGANIZATION OR GOVERNMENT:

MINNESOTA INDIAN WOMEN'S RESOURCE CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR SUPPORT OF SEX TRAFFICKING EVENT; GENERAL OPERATING SUPPORT. MIWRC ADDRESSES SYSTEMIC GENDER INEQUITIES ACROSS BOUNDARIES, FOCUSING ON THE DISPROPORTIONATE GENDER VIOLENCE AGAINST AMERICAN INDIAN WOMEN AND GIRLS/CONDUCT PUBLIC AWARENESS OUTREACH TO ADVOCATE FOR THE NEEDS OF TRAFFICKED GIRLS; AND SUPPORT REPLICABLE COMMUNITY-BASED INITIATIVES TO EMPOWER THE URBAN AMERICAN INDIAN COMMUNITY TO ADDRESS ISSUES THAT LEAVE NATIVE GIRLS DISPROPORTIONATELY VULNERABLE TO COMMERCIAL SEXUAL EXPLOITATION OF CHILDREN

NAME OF ORGANIZATION OR GOVERNMENT: MINNESOTA PUBLIC RADIO

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR MN GIRLS PUBLIC EDUCATION; 52-WEEK SPONSORSHIP PACKAGE ON THE STATEWIDE NEWS NETWORK, AND ONLINE, IN-STREAM SPOTS

NAME OF ORGANIZATION OR GOVERNMENT: NORTH SHORE HORIZONS

(H) PURPOSE OF GRANT OR ASSISTANCE: TO ENHANCE WOMEN AND GIRLS' CRIME

Part IV Supplemental Information

VICTIM RIGHTS IN LAKE COUNTY, MINNESOTA, NORTH SHORE HORIZONS AND PARTNERING AGENCIES WILL IMPROVE SYSTEM AND COMMUNITY RESPONSE TO SEXUAL AND DOMESTIC VIOLENCE CRIMES THROUGH A MULTI-AGENCY COLLABORATION

NAME OF ORGANIZATION OR GOVERNMENT: OFFICE OF THE RAMSEY COUNTY ATTORNEY (H) PURPOSE OF GRANT OR ASSISTANCE: DEVELOP A STATEWIDE PROTOCOL FOR LAW ENFORCEMENT AND PROSECUTORS WHO ENCOUNTER TRAFFICKED YOUTH; DISSEMINATE INVESTIGATIVE BEST PRACTICES TO IDENTIFY SEX TRAFFICKED VICTIMS AND TRAFFICKERS; DEVELOP AND CONDUCT STATEWIDE TRAININ FOR LAW ENFORCEMENT AND PROSECUTORS ON MODEL PROTOCOL AND SAFE HARBOR LAW

NAME OF ORGANIZATION OR GOVERNMENT: OUTFRONT MINNESOTA (H) PURPOSE OF GRANT OR ASSISTANCE: TO IDENTIFY AND DEVELOP LEADERS WITHIN THE LESBIAN, BISEXUAL, AND TRANSGENDER WOMEN OF COLOR COMMUNITIES TO FOCUS ON ORGANIZING, COALITION BUILDING, BASE BUILDING, AND CUTTING ISSUES MOST IMPORTANT TO THEM

NAME OF ORGANIZATION OR GOVERNMENT: PLANNED PARENTHOOD OF MINNESOTA- NORTH DAKOTA- SOUTH DAKOTA (H) PURPOSE OF GRANT OR ASSISTANCE: ACTION FUND EVENT; IN HONOR OF DR. PETER D'ASCOLI; GENERAL OPERATING; SUPPORT TO PREVENT TEEN PREGNANCIES AMONG AFRICAN AND HMONG IMMIGRANT COMMUNITIES BY NURTURING HEALTH, YOUTH DEVELOPMENT AND EDUCATION ON SEXUAL AND REPRODUCTIVE HEALTH; GENERAL OPERATING SUPPORT FOR PUBLIC POLICY WORK TO ADVANCE REPRODUCTIVE JUSTICE

NAME OF ORGANIZATION OR GOVERNMENT: PLYMOUTH CHRISTIAN YOUTH CENTER (H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT 'FIRST THINGS FIRST', A COMPREHENSIVE APPROACH TO TEEN PREGNANCY PREVENTION, INCLUDING SEX

Part IV Supplemental Information

EDUCATION CURRICULUM AND CLASSES, WEEKLY SMALL GROUP DISCUSSION,
INDIVIDUAL HEALTH ASSESSMENTS, ONE-TO-ONE COUNSELLING AND COMPREHENSIVE
CLINICAL CARE.

NAME OF ORGANIZATION OR GOVERNMENT: PRO-CHOICE RESOURCES

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; TO BUILD A
COORDINATED, LONG-TERM ORGANIZING EFFORT THAT STRENGTHENS ORGANIZATIONAL,
POLICYMAKER, AND PUBLIC SUPPORT FOR PUBLIC COVERAGE OF ABORTION/ABORTION
ASSISTANCE FUND

NAME OF ORGANIZATION OR GOVERNMENT:

PROGRAM FOR AID TO VICTIMS OF SEXUAL ASSAULT

(H) PURPOSE OF GRANT OR ASSISTANCE: FORMALIZE PROTOCOLS WITHIN THE
DULUTH POLICE DEPARTMENT AND DEVELOP/IMPLEMENT PROTOCOLS IN THE COUNTY
PROSECUTOR'S OFFICE AND SANE PROGRAM. USE THE MULTI-DISCIPLINARY MODEL OF
TRAFFICKING TASK FORCE TO ENSURE APPROPRIATE INTERVENTION, SERVICES AND
REFERRAL FOR CHILDREN WHO HAVE BEEN COMMERCIALY SEXUALLY EXPLOITED

NAME OF ORGANIZATION OR GOVERNMENT: PROJECT 515

(H) PURPOSE OF GRANT OR ASSISTANCE: AS THE ORGANIZATION AIMS TO SUNSET
AT THE END OF 2014, THIS GRANT WILL PROVIDE FUNDING TO DEVELOP A
COMPREHENSIVE REPORT ON THE IMPLEMENTATION OF 515'S APPROACH ENSURING
SAME-SEX COUPLES' RIGHTS AND HOW THE MARRIAGE FOR ALL LAW WILL IMPACT
LESBIAN COUPLES AND FAMILIES. THE REPORT AND POSSIBLE DOCUMENTARY WILL BE
IN PARTNERSHIP WITH MINNESOTA HISTORICAL SOCIETY AND WILL BE SHARED
NATIONALLY

NAME OF ORGANIZATION OR GOVERNMENT: RESOURCE, INC.

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT 'BRIGHT FUTURES' TO DECREASE REPEAT PREGNANCY RATE AND INCREASE EDUCATION ATTAINMENT FOR LOW-INCOME TEEN MOTHERS.

NAME OF ORGANIZATION OR GOVERNMENT: THE ADVOCATES FOR HUMAN RIGHTS

(H) PURPOSE OF GRANT OR ASSISTANCE: DEVELOP AND DISSEMINATE CORE EDUCATIONAL RESOURCES FOR COMMUNITY AND SOCIAL SERVICE PROVIDERS ABOUT HUMAN TRAFFICKING IN MN, BEST PRACTICES FOR VICTIM IDENTIFICATION AND PRIMARY PREVENTION, AND REFERRAL RESOURCES AVAILABLE THROUGH MN'S SAFE HARBOR LAWS

NAME OF ORGANIZATION OR GOVERNMENT: THE FAMILY PARTNERSHIP

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; MINNEAPOLIS POLICY WORK; CONTINUE TO PROVIDE POLICY AND ADVOCACY LEADERSHIP AIMED TOWARD THE FUNDING AND IMPLEMENTATION OF MN'S NATION-LEADING "NO WRONG DOOR" MODEL. STEWARD RELATIONSHIPS WITH MN CONGRESSIONAL DELEGATION AND LOCAL POLICYMAKERS TO DRAW UPON FEDERAL RESOURCES AND EFFECTIVELY IMPLEMENT SAFE HARBOR MODEL

NAME OF ORGANIZATION OR GOVERNMENT: THE LINK

(H) PURPOSE OF GRANT OR ASSISTANCE: DEVELOP SHELTER, HOUSING, AND TRAUMA-BASED THERAPY SERVICES; SURVIVOR MENTORING; EDUCATIONAL SERVICES; CASE MANAGEMENT; HEALTH CARE; AND YOUTH DEVELOPMENT ACTIVITIES. PROGRAM WILL HOUSE SIX BEDS FOR YOUTH (13-17) IN EMERGENCY SHELTER; AND FIVE HOUSING UNITS FOR 16-21 YEAR OLDS

NAME OF ORGANIZATION OR GOVERNMENT: WAND EDUCATION FUND, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT A COMPREHENSIVE,

Part IV Supplemental Information

MULTI-YEAR PROGRAM TO BUILD THE LEADERSHIP AND COMMUNICATIONS' CAPACITY OF WOMEN LEADERS IN MINNESOTA TO ADVANCE LONG-TERM, SUSTAINABLE SOLUTIONS TO THE BUDGET CRISES

NAME OF ORGANIZATION OR GOVERNMENT: WEST SIDE COMMUNITY HEALTH SERVICES

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT 'HEALTH START' A

SCHOOL-BASED CLINIC THAT PROVIDES CONTRACEPTIVE CARE TO NINE HIGH SCHOOL CLINICS WITHIN ST. PAUL PUBLIC SCHOOLS

NAME OF ORGANIZATION OR GOVERNMENT: WOMEN'S HEALTH CENTER OF DULUTH, P.A.

(H) PURPOSE OF GRANT OR ASSISTANCE: HOTDISH MILITIA; TO BUILD COMMUNITY CAPACITY BY STRENGTHENING WOMEN LEADERS, INCREASE ACCESS TO RESOURCES, AND CREATE EFFECTIVE NETWORKS

NAME OF ORGANIZATION OR GOVERNMENT: YWCA OF MINNEAPOLIS

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING; IT'S TIME TO TALK: FORUMS ON RACE; TO CONDUCT RESEARCH ON THE INTERSECTION OF RACIAL EQUITY AND EARLY EDUCATION AND SUPPORT ADVOCACY EFFORTS TO BRING THIS INFORMATION INTO THE PUBLIC DEBATE AROUND CHILDCARE POLICY

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number

41-1635761

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	4b								
		4c								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	5b								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	6b								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7									
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8									
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) LEE ROPER-BATKER PRESIDENT/CEO	(i)	196,483.	0.	0.	8,936.	11,371.	216,790.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

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

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	19	323,203.	MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2013)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

WOMEN'S FOUNDATION OF MINNESOTA

Employer identification number

41-1635761

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

CORNERSTONE AREAS:

1. CREATING ECONOMIC OPPORTUNITY FOR WOMEN

VISION: IN THE FUTURE WOMEN WILL THRIVE ECONOMICALLY. COMMUNITIES WILL
BENEFIT WHEN WOMEN - AS A RESULT OF EDUCATION, EMPLOYMENT OPPORTUNITIES
AND ECONOMIC DEVELOPMENT - MAKE POVERTY HISTORY.

OUTCOMES: DECREASED PAY GAP BETWEEN MEN AND WOMEN AND BETWEEN WHITE
WOMEN AND WOMEN OF COLOR; ADEQUATE SOCIAL SAFETY NET THAT ASSURES
ECONOMIC SELF-SUFFICIENCY; FULL AND EQUAL ACCESS TO EDUCATIONAL
OPPORTUNITIES FOR WOMEN AND GIRLS; FULL AND EQUAL ACCESS TO EMPLOYMENT
AND ENTREPRENEURIAL OPPORTUNITIES.

2. ADVANCING WOMEN'S SAFETY & SECURITY

VISION: WE ASPIRE TO A DAY WHEN WOMEN EXPERIENCE THE WORLD AS A SAFE
PLACE AND OUR MEDIA, POLICY MAKERS, FAMILIES AND POPULAR CULTURE REJECT
VIOLENCE AGAINST WOMEN.

OUTCOMES: MODELS AND POLICIES MAKE SAFE, AFFORDABLE, LIVABLE HOUSING
AVAILABLE TO WOMEN AND GIRLS EXPERIENCING DOMESTIC VIOLENCE; MEDIA,
FAMILIES AND POPULAR CULTURE REJECT VIOLENCE AGAINST WOMEN; MEDIA AND
ADVERTISING PROMOTE STRONG, POSITIVE IMAGES OF WOMEN AND GIRLS; LOCAL,
CRIMINAL JUSTICE AND JUDICIAL SYSTEMS ARE MORE RESPONSIVE, E.G. THEY
ENSURE CULTURAL AND LANGUAGE INTERPRETATION SERVICES ARE AVAILABLE;
SOLUTIONS TO DECREASE VIOLENCE AGAINST WOMEN AND GIRLS ARE FOUND WITHIN
COMMUNITIES, FAMILIES AND CULTURAL GROUPS; TRAFFICKING OF WOMEN AND
GIRLS IS ILLEGAL AND PROSTITUTION IS RECOGNIZED AS AN ACT OF VIOLENCE

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

3. GUARANTEEING HEALTH & REPRODUCTIVE RIGHTS FOR WOMEN

VISION: WE ENVISION A TIME WHEN ALL WOMEN IN MINNESOTA WILL HAVE LOCAL, LEGAL, AFFORDABLE, SAFE AND COMPREHENSIVE HEALTH CARE.

OUTCOMES: UNIVERSAL, COMPREHENSIVE, HEALTH CARE COVERAGE; HEALTH POLICY AND PRACTICE ADEQUATELY MEET WOMEN'S AND GIRLS' HEALTH NEEDS, PROTECT WOMEN'S AND GIRLS' REPRODUCTIVE RIGHTS, AND PROVIDE COMPREHENSIVE SEXUALITY EDUCATION; DECREASED RATES OF TEEN PREGNANCY AMONG TEENS OVERALL, ESPECIALLY GIRLS OF COLOR; GENDER, RACE, PLACE AND EQUITY LENS IS APPLIED IN HEALTH RESEARCH AND DELIVERY; WOMEN'S HEALTH, WELLNESS AND PREVENTION ARE PROMOTED WITHIN HEALTH SYSTEMS AND COMMUNITIES.

4. EXPANDING WOMEN'S POLITICAL POWER

VISION: WOMEN WILL ENJOY EQUAL INFLUENCE AT ALL LEVELS OF GOVERNMENT, BRINGING NEW PERSPECTIVES AND EXPERTISE THAT ADVANCE EQUALITY AND JUSTICE.

OUTCOMES: INCREASED NUMBER OF WOMEN VOTERS; INCREASED REPRESENTATION OF WOMEN IN LOCAL, STATE AND NATIONAL OFFICE; MORE WOMEN ELECTED TO OFFICE; INCREASED PERCENTAGE OF COMPOSITION AND LEADERSHIP OF WOMEN ON LEGISLATIVE COMMITTEES.

IN FISCAL YEAR 2014, THE FOUNDATION AWARDED \$295,000 IN GRANTS FOR A SECOND YEAR OF FUNDING TO 21 NONPROFIT ORGANIZATIONS THROUGH THE SOCIAL CHANGE FUND. THE GRANT PERIOD IS FEBRUARY 1, 2014 TO JANUARY 31, 2015. MULTI-YEAR GRANTS WILL BE RENEWED FOR UP TO THREE YEARS, BASED ON AN ANNUAL GRANT REVIEW AND APPROVAL OF PROGRESS TOWARDS GOALS.

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) FUND

ESTABLISHED IN 2001, THE GIRLSBEST FUND AWARDS MULTI-YEAR GRANTS TO PROGRAMS THAT BUILD THE FUTURE ECONOMIC SUCCESS OF MINNESOTA'S GIRLS. PRIORITY IS GIVEN TO PROGRAMS THAT INCLUDE OUTREACH TO UNDERSERVED, UNDERREPRESENTED POPULATIONS OF GIRLS AROUND THE STATE. GRANTEES ARE FUNDED IN ONE OF FIVE PROGRAM TRACKS: ACADEMIC; ENTREPRENEURIAL; EMPLOYMENT DEVELOPMENT & HIGH-PAYING/HIGH-SKILL CAREERS; PUBLIC EDUCATION & ADVOCACY; AND SPORTS & ARTS.

IN FISCAL YEAR 2014, THE WOMEN'S FOUNDATION OF MINNESOTA AWARDED 21 MULTI-YEAR GRANTS AND ONE PLANNING GRANT TOTALING \$333,000 THROUGH ITS GIRLSBEST (GIRLS BUILDING ECONOMIC SUCCESS TOGETHER) FUND. THE GRANT PERIOD IS AUGUST 1, 2013 TO JULY 31, 2014. MULTI-YEAR GRANTS ARE RENEWED FOR UP TO THREE YEARS, BASED ON AN ANNUAL GRANT REVIEW AND APPROVAL OF PROGRESS TOWARDS GOALS. PLANNING GRANTS ARE LIMITED TO ONE YEAR.

MN GIRLS ARE NOT FOR SALE FUND -

MN GIRLS ARE NOT FOR SALE IS A FIVE YEAR, \$5 MILLION CAMPAIGN LAUNCHED BY THE WOMEN'S FOUNDATION OF MINNESOTA IN NOVEMBER 2011 TO GALVANIZE RESOURCES TO END THE SEX TRAFFICKING OF MINNESOTA GIRLS THROUGH GRANTMAKING, RESEARCH, AND PUBLIC EDUCATION AND CONVENING. THE CAMPAIGN HAS THREE GOALS:

GOAL 1. REDEFINE SEX TRAFFICKED GIRLS UNDER 18 AS VICTIMS OF A CRIME AND ENSURE ACCESS TO HOUSING AND TREATMENT.

SOCIAL CHANGE OUTCOMES:

- LEGAL POLICY AND PRACTICE RECOGNIZE THAT GIRLS UNDER THE AGE OF 18

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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WHO HAVE BEEN PROSTITUTED ARE VICTIMS OF A CRIME.

- APPROPRIATE SYSTEMIC RESPONSES AND FUNDING ARE IN PLACE TO LINK SEXUALLY EXPLOITED GIRLS WITH NEEDED SERVICES.

GOAL 2. DECREASE THE DEMAND THAT RESULTS IN THE SEX TRAFFICKING OF GIRLS.

SOCIAL CHANGE OUTCOMES:

- ARRESTS, PROSECUTION, AND PENALTIES INCREASE FOR TRAFFICKERS AND ADULTS WHO BUY SEX WITH GIRLS.

- LAW ENFORCEMENT, ATTORNEYS, AND JUDGES HAVE INCREASED AWARENESS AND TRAINING AND POLICIES TO END THE SEX TRAFFICKING OF GIRLS.

GOAL 3. RAISE AWARENESS AND ENGAGE THE PUBLIC UNTIL THERE IS ZERO TOLERANCE FOR THE PROSTITUTION OF GIRLS.

SOCIAL CHANGE OUTCOMES:

- PUBLIC EDUCATION STRATEGIES AIMED AT YOUTH, MEN, AND THE BROADER COMMUNITY TO PREVENT THE SEX TRAFFICKING OF MINNESOTA GIRLS.

- PUBLIC ACTIVISM RESULTS IN CHANGES TO LAWS, POLICIES, BUSINESS AND COMMUNITY PRACTICES THAT REDUCE THE SEX TRAFFICKING OF MINNESOTA GIRLS.

IN FISCAL YEAR 2014, THE WOMEN'S FOUNDATION AWARDED 13 GRANTS TOTALING \$405,000 AND EXTENDED TWO GRANTS FROM LAST YEAR'S COHORT THROUGH ITS MN GIRLS ARE NOT FOR SALE FUND. OVER THE NEXT YEAR, GRANTEEES WILL EDUCATE AND LOBBY FOR POLICIES THAT SUPPORT SEX TRAFFICKED YOUTH, IMPLEMENT SUSTAINABLE HOUSING AND SERVICES, AND IMPLEMENT PROTOCOLS AND PRACTICES FOR LAW ENFORCEMENT AND THE JUDICIAL SYSTEM.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

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PRODUCED BIENNIALY, THE FOUNDATION USES THE RESEARCH TO RAISE AWARENESS AND ENERGIZE THE MOMENTUM TO SHIFT ATTITUDES, INSTITUTIONS, SYSTEMS AND POLICIES THAT CREATES PATHWAYS TO ECONOMIC PROSPERITY, SAFETY, WELLNESS, AND EQUAL LEADERSHIP FOR ALL OF THE STATE'S WOMEN AND GIRLS.

SINCE 1990, THE WOMEN'S FOUNDATION OF MINNESOTA HAS CONDUCTED RESEARCH TO INFORM ITS GRANTMAKING AND POLICY WORK. LAUNCHED IN 2009, STATUS OF WOMEN & GIRLS IN MINNESOTA IS AN ONGOING COLLABORATIVE RESEARCH PROJECT OF THE WOMEN'S FOUNDATION OF MINNESOTA AND THE UNIVERSITY OF MN HUMPHREY SCHOOL'S CENTER ON WOMEN & PUBLIC POLICY. ANNUALLY, DATA SPECIFIC TO MINNESOTA WOMEN AND GIRLS IS GATHERED AND ANALYZED IN ECONOMICS, SAFETY, HEALTH, AND LEADERSHIP.

THE PROJECT REPRESENTS A UNIQUE APPROACH TO RESEARCH BY USING A GENDER-RACE-GEOGRAPHY-EQUITY LENS. EXPERTS FROM ACADEMIA, GOVERNMENT, NONPROFIT AND PRIVATE SECTORS, ELECTED BODIES AND PHILANTHROPY PARTICIPATED IN WORKING GROUPS AND REVIEWED DATA ON WOMEN AND GIRLS IN MINNESOTA TO IDENTIFY THE KEY ISSUES OUTLINED IN THE RESEARCH, AND PROFFER SOLUTIONS.

GENDER EQUALITY EXPLORER

TRAINED 600+ PEOPLE THROUGH 15 WORKSHOPS ABOUT THE GENDER EQUALITY EXPLORER, OUR ONLINE TOOL TO CREATE TABLES, MAPS, AND REPORTS TO ILLUSTRATE, ANALYZE, AND UNDERSTAND THE STATUS OF WOMEN AND GIRLS IN MINNESOTA AND EVERY STATE IN THE COUNTRY.

STATE PARTNERSHIPS

Name of the organization WOMEN'S FOUNDATION OF MINNESOTA	Employer identification number 41-1635761
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MAINTAINED PARTNERSHIPS TO ADD GENDER LENS TO POLICY DISCUSSIONS: MN COUNCIL ON FOUNDATIONS' ADVANCING VOICES TASK FORCE, MN TRAFFICKING TASK FORCE, START EARLY FUNDERS COALITION FOR CHILDREN & MINNESOTA'S FUTURE, AND WOMEN'S FUNDING NETWORK.

NATIONAL PARTNERSHIP

MEMBER OF PARTNERSHIP FOR WOMEN'S PROSPERITY WITH FIVE OTHER WOMEN'S FUNDS AND WALMART FOUNDATION TO SHARE BEST PRACTICES AND FIND SOLUTIONS TO SYSTEMIC PROBLEMS FACING ECONOMICALLY VULNERABLE WOMEN AND GIRLS IN COMMUNITIES NATIONWIDE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

* DONOR-CENTERED GRANTMAKING: RIPLEY MEMORIAL FOUNDATION, A DONOR ADVISED FUND OF THE WOMEN'S FOUNDATION OF MINNESOTA, AWARDED \$62,100 IN GRANTS TO 11 ORGANIZATIONS. THE GRANT PERIOD IS JANUARY 1, 2014 TO DECEMBER 31, 2014.

* GIVING CIRCLES: WOMEN OF INFLUENCE AWARDED \$27,000 TO SEVEN

NONPROFITS

* ENGAGED ONE PHILANTHROPY FELLOW, ONE REATHA CLARK KING FELLOW, AND TWO DIVERSITY INTERNS TO CREATE A PIPELINE OF LEADERSHIP OPPORTUNITIES FOR WOMEN OF COLOR IN PHILANTHROPY AND NONPROFITS.

* BENEFITTED FROM THE GENEROSITY OF 43 VOLUNTEERS.

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

THE EXECUTIVE COMMITTEE IS COMPRISED SOLELY OF THE OFFICERS OF THE BOARD OF TRUSTEES. THE EXECUTIVE COMMITTEE SHALL HAVE THE AUTHORITY OF THE BOARD OF TRUSTEES IN THE MANAGEMENT OF THE BUSINESS OF THIS FOUNDATION IN THE INTERVAL BETWEEN MEETINGS OF THE BOARD OF TRUSTEES AND SUCH OTHER

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AUTHORITY AS IS DELEGATED BY THE BOARD OF TRUSTEES BY RESOLUTION. AS REQUIRED, THE EXECUTIVE COMMITTEE SHALL HAVE RESPONSIBILITY FOR OVERSEEING AND RESPONDING TO PERSONNEL MATTERS OF THE FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 4:

THE ARTICLES OF INCORPORATION WERE AMENDED TO REMOVE THE LIMITATION OF ONLY WOMEN ON THE BOARD OF TRUSTEES.

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

THE FOUNDATION'S AUDIT COMMITTEE WILL REVIEW AND RECOMMEND APPROVAL. EACH TRUSTEE WILL RECEIVE A COPY OF THE FORM 990 FOR REVIEW AND APPROVAL PRIOR TO FILING.

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

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

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

COMPENSATION FOR ALL POSITIONS, INCLUDING THE CEO, IS DETERMINED ANNUALLY BASED ON DOCUMENTED PERFORMANCE REVIEWS AND CONSISTENT WITH PERIODIC COMPARABILITY STUDIES. DURING FISCAL YEAR 2013, THE

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FOUNDATION RETAINED AN OUTSIDE CONSULTANT TO REVIEW THE SALARY OF EACH POSITION COMPARED WITH OTHER NONPROFIT ORGANIZATIONS AND FOUNDATIONS OF COMPARABLE SIZE AND PURPOSE. CHANGES IN CEO COMPENSATION ARE RECOMMENDED BY THE CHAIR AND VICE CHAIR, REVIEWED BY THE EXECUTIVE COMMITTEE AND APPROVED BY THE FULL BOARD.

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

THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST.