

# Women's Foundation of Minnesota

2016 Return of Organization Exempt from Tax (Form 990)

Year-End March 31, 2017  
*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**

Copies of your tax returns are enclosed for your files. It is your responsibility to retain copies of your tax information. We recommend the following guidelines:

- Tax returns – keep indefinitely.
- Supporting documentation – keep for 8 years.
- Records supporting your tax basis in personal, investment and business assets and gift documentation – keep indefinitely.

Please note: Eide Bailly retains copies of tax returns, workpapers and other tax information for a period of eight years. After that, we dispose of all records. If you have questions regarding retention of tax records, please contact us.

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

**2016**

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](http://www.irs.gov/form990).

**A** For the 2016 calendar year, or tax year beginning **APR 1, 2016** and ending **MAR 31, 2017**

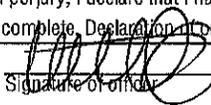
<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>Women's Foundation of Minnesota</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>105 5th Ave S 300</b> City or town, state or province, country, and ZIP or foreign postal code <b>Minneapolis, MN 55401</b> <b>F</b> Name and address of principal officer: <b>Lee Roper-Batker</b> <b>same as C above</b>	<b>D</b> Employer identification number <b>41-1635761</b> <b>E</b> Telephone number <b>612-337-5010</b> <b>G</b> Gross receipts \$ <b>6,442,175.</b> <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: ▶ <b>WWW.WFMN.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1983</b> <b>M</b> State of legal domicile: <b>MN</b>

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>To invest in social change to achieve equality for all women and girls in Minnesota.</b>																																																													
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.																																																													
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3 20</b>																																																												
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4 20</b>																																																												
<b>5</b>	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	<b>5 19</b>																																																												
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6 28</b>																																																												
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a 0.</b>																																																												
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b 0.</b>																																																												
<b>Revenue</b>		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Prior Year</th> <th style="text-align: center;">Current Year</th> </tr> </thead> <tbody> <tr> <td><b>8</b> Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">4,184,722.</td> <td style="text-align: right;">5,180,729.</td> </tr> <tr> <td><b>9</b> Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">282,413.</td> <td style="text-align: right;">264,619.</td> </tr> <tr> <td><b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">92,841.</td> <td style="text-align: right;">12,500.</td> </tr> <tr> <td><b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">4,559,976.</td> <td style="text-align: right;">5,457,848.</td> </tr> <tr> <td style="vertical-align: top;"><b>Expenses</b></td> <td></td> <td></td> </tr> <tr> <td><b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td style="text-align: right;">1,988,477.</td> <td style="text-align: right;">2,253,807.</td> </tr> <tr> <td><b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td style="text-align: right;">1,333,827.</td> <td style="text-align: right;">1,654,991.</td> </tr> <tr> <td><b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>17,076.</b></td> <td></td> <td></td> </tr> <tr> <td><b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td style="text-align: right;">698,509.</td> <td style="text-align: right;">1,054,612.</td> </tr> <tr> <td><b>18</b> Total expenses. 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**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer:  <b>Lee Roper-Batker, President/CEO</b> Type or print name and title	Date: <b>11/3/17</b>
<b>Paid Preparer Use Only</b>	Print/Type preparer's name: <b>Deb Nelson, CPA</b> Preparer's signature: <b>Deb Nelson, CPA</b> Date: _____ Check if self-employed: <input type="checkbox"/> PTIN: <b>P01264758</b> Firm's name: <b>Eide Bailly LLP</b> Firm's EIN: <b>45-0250958</b> Firm's address: <b>800 Nicollet Mall, Ste. 1300</b> <b>Minneapolis, MN 55402-7033</b> Phone no. <b>612-253-6500</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)  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: As a statewide community foundation, it is our mission to invest in innovation to drive gender equity in Minnesota. We aim to create a world of equal opportunity where women and girls -- and all people -- hold the power to create and lead safe, prosperous lives.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [ ] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No If "Yes," describe these changes on Schedule O.

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

4a (Code: ) (Expenses \$ 1,967,581. including grants of \$ 1,098,233.) (Revenue \$ ) Grantmaking In FY17 (Apr. 1, 2016 - Mar. 31, 2017), the Foundation awarded \$2.25 million to create equal opportunity and build pathways to economic security for women and girls who experience the greatest disparities in outcomes, particularly low-income women and girls, women and girls of color, and women and girls from greater Minnesota.

The Foundation's \$2.25 million investment across Minnesota in FY17 included: \* 190 grants to 120 nonprofit organizations \* 123,349 women and girls served \* 357,762 Minnesotans impacted (education and policy grants)

4b (Code: ) (Expenses \$ 1,186,499. including grants of \$ 400,000.) (Revenue \$ ) Research, Education, and Public Policy Status of Women and Girls in Minnesota In 2009, the Foundation launched the Status of Women & Girls in Minnesota (Status) research project in partnership with the University of Minnesota's Humphrey School's Center on Gender, Women, and Public Policy. Data specific to Minnesota women and girls has been gathered, analyzed, and published in economics, safety, health, and leadership. The Foundation shares the research statewide through community listening sessions, including presentations and focus groups. The Status research and community input informs the Foundation's annual grantmaking and policy agenda, and identifies new areas where research is needed. In fiscal year 2017, the Foundation made a grant to the

4c (Code: ) (Expenses \$ 1,188,442. including grants of \$ 755,574.) (Revenue \$ ) Building Philanthropy for Gender Equality 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 Philanthropy for Gender Equality program, women (and men) are invited to step into their philanthropic leadership. This occurs through sponsoring donor workshops, and giving people options, such as opening a donor advised fund and/or making a planned gift.

\* On March 3, 2017, the Foundation held its inaugural Economic Opportunity Summit to bring together corporate, philanthropic, and individual donor-partners with policymakers, young women leaders, and

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

4e Total program service expenses 4,342,522.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
<b>3</b> 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
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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
<b>8</b> 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
<b>9</b> 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
<b>10</b> 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	
<b>11</b> 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.		
<b>a</b> 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>b</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
<b>c</b> 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
<b>d</b> 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
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....		X
<b>f</b> 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	
<b>12a</b> 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>b</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
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....		X
<b>b</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	
<b>15</b> 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	
<b>16</b> 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
<b>17</b> 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
<b>18</b> 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
<b>19</b> 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

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

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	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

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

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

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

**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MN, NY, AR**
- 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.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **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) Susan Denk Chair	3.00	X		X				0.	0.	0.
(2) Victoria McWane-Creek Vice Chair	2.00	X		X				0.	0.	0.
(3) Gail Polly-Nordhaus Treasurer	2.00	X		X				0.	0.	0.
(4) Michael Resnick Secretary	2.00	X		X				0.	0.	0.
(5) Jean Adams Trustee	2.00	X						0.	0.	0.
(6) Tawanna Black Trustee	1.00	X						0.	0.	0.
(7) Elena Brito Sifferlin Trustee	1.00	X						0.	0.	0.
(8) John Choi Trustee	1.00	X						0.	0.	0.
(9) Joanne Green Trustee	2.00	X						0.	0.	0.
(10) Katharine Hull Trustee	1.00	X						0.	0.	0.
(11) Katharine Kelly Trustee	1.00	X						0.	0.	0.
(12) Cindy Kent Trustee	1.00	X						0.	0.	0.
(13) Rebecca Parson Klevan Trustee	2.00	X						0.	0.	0.
(14) June La Valleur Trustee	2.00	X						0.	0.	0.
(15) Wendy Nelson Trustee	1.00	X						0.	0.	0.
(16) Susan Segal Trustee	2.00	X						0.	0.	0.
(17) Roderic Southall Trustee	2.00	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) April Sutor Trustee	1.00	X						0.	0.	0.
(19) Pheng Thao Trustee	1.00	X						0.	0.	0.
(20) Vicki White Trustee	2.00	X						0.	0.	0.
(21) Lee Roper-Batker President/CEO	55.00			X				241,184.	0.	15,203.
(22) Heidi Walsh Vice President of Finance and Operat	45.00			X				76,275.	0.	15,707.
(23) Terry Cogger-Williams Vice President	36.00					X		120,722.	0.	8,451.
(24) Saanii Hernandez-Mohr Vice President	45.00					X		109,866.	0.	7,691.
<b>1b Sub-total</b>								548,047.	0.	47,052.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								548,047.	0.	47,052.

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 **3**

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

**Section B. Independent Contractors**

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

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

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

**Part VIII Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b>	5,180,729.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ .....		450,328.				
	<b>h Total.</b> Add lines 1a-1f .....		5,180,729.				
<b>Program Service Revenue</b>	<b>2 a</b> _____		<b>Business Code</b>				
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue .....						
	<b>g Total.</b> Add lines 2a-2f .....						
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....			243,393.		243,393.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....						
	<b>6 a</b> Gross rents .....	(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses .....					
		<b>c</b> Rental income or (loss) .....					
		<b>d</b> Net rental income or (loss) .....					
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other				
		1,005,553.					
		<b>b</b> Less: cost or other basis and sales expenses .....		984,327.			
		<b>c</b> Gain or (loss) .....		21,226.			
	<b>d</b> Net gain or (loss) .....			21,226.		21,226.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>					
		<b>b</b> Less: direct expenses .....	<b>b</b>				
		<b>c</b> Net income or (loss) from fundraising events .....					
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>						
	<b>b</b> Less: direct expenses .....	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities .....						
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>						
	<b>b</b> Less: cost of goods sold .....	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory .....						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> Other income .....	900099		12,500.	12,500.			
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> All other revenue .....						
<b>e Total.</b> Add lines 11a-11d .....			12,500.				
<b>12 Total revenue.</b> See instructions. ....			5,457,848.	12,500.	0.	264,619.	

**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
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	2,243,711.	2,243,711.		
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	10,096.	10,096.		
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	390,044.	195,578.	191,626.	2,840.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	1,009,430.	891,880.	105,196.	12,354.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	61,124.	54,025.	7,099.	
<b>9</b> Other employee benefits	98,964.	85,431.	13,533.	
<b>10</b> Payroll taxes	95,429.	76,330.	18,044.	1,055.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	2,349.		2,349.	
<b>c</b> Accounting	17,720.		17,720.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	461,683.	362,558.	99,125.	
<b>12</b> Advertising and promotion	7.	7.		
<b>13</b> Office expenses	95,065.	72,047.	22,928.	90.
<b>14</b> Information technology	22,932.	17,758.	5,174.	
<b>15</b> Royalties				
<b>16</b> Occupancy	110,686.	85,571.	25,115.	
<b>17</b> Travel	56,878.	47,054.	9,423.	401.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	136,419.	90,520.	45,563.	336.
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	57,645.	44,640.	13,005.	
<b>23</b> Insurance	7,614.	5,896.	1,718.	
<b>24</b> 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.)				
<b>a</b> <u>Equipment</u>	67,056.	50,633.	16,423.	
<b>b</b> <u>Sale/Transfer Fees</u>	7,662.	5,624.	2,038.	
<b>c</b> <u>Membership/Dues</u>	5,302.	1,639.	3,663.	
<b>d</b> <u>Subscriptions</u>	2,205.	1,524.	681.	
<b>e</b> All other expenses	3,389.		3,389.	
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e	4,963,410.	4,342,522.	603,812.	17,076.
<b>26</b> <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	4,897,448.	<b>2</b>	4,588,630.
	<b>3</b> Pledges and grants receivable, net .....	1,189,420.	<b>3</b>	2,575,625.
	<b>4</b> Accounts receivable, net .....		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> 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 .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	95,546.	<b>9</b>	69,583.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 531,819.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 353,599.	183,264.	<b>10c</b> 178,220.
	<b>11</b> Investments - publicly traded securities .....	17,397,243.	<b>11</b>	18,651,435.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....	600,000.	<b>13</b>	600,000.
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	49,160.	<b>15</b>	<287,056.>
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	24,412,081.	<b>16</b>	26,376,437.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	237,602.	<b>17</b>	173,470.
	<b>18</b> Grants payable .....	630,000.	<b>18</b>	319,000.
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> 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 .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> 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 .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	867,602.	<b>26</b>	492,470.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	1,738,911.	<b>27</b>	2,120,149.
	<b>28</b> Temporarily restricted net assets .....	7,635,971.	<b>28</b>	9,589,043.
	<b>29</b> Permanently restricted net assets .....	14,169,597.	<b>29</b>	14,174,775.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	23,544,479.	<b>33</b>	25,883,967.	
<b>34</b> Total liabilities and net assets/fund balances .....	24,412,081.	<b>34</b>	26,376,437.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	5,457,848.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	4,963,410.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	494,438.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	23,544,479.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	1,845,050.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	25,883,967.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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.		
<b>2a</b>	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
<b>b</b>	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>c</b>	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	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		



**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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	2256174.	4337658.	2708698.	4184722.	5180729.	18667981.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	2256174.	4337658.	2708698.	4184722.	5180729.	18667981.
<b>5</b> 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) .....						3914172.
<b>6 Public support.</b> Subtract line 5 from line 4.						14753809.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>7</b> Amounts from line 4 .....	2256174.	4337658.	2708698.	4184722.	5180729.	18667981.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	562,114.	375,286.	360,719.	301,627.	299,182.	1898928.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	15,712.	201.	5,001.	7,615.	12,500.	41,029.
<b>11 Total support.</b> Add lines 7 through 10						20607938.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	717,795.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	71.59 %
<b>15</b> Public support percentage from 2015 Schedule A, Part II, line 14 .....	<b>15</b>	76.11 %
<b>16a 33 1/3% support test - 2016.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2015.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2016.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2015.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

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

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

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

<b>15</b> Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2015 Schedule A, Part III, line 15 .....	<b>16</b>	%

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

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

**19a 33 1/3% support tests - 2016.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

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

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

**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

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

**Part IV Supporting Organizations** *(continued)*

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Schedule A, Part II, Line 10, Explanation for Other Income:**

**Other Income**

2012 Amount: \$ 15,712.

2013 Amount: \$ 201.

2014 Amount: \$ 5,001.

2015 Amount: \$ 7,615.

2016 Amount: \$ 12,500.

**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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Name of the organization

Women's Foundation of Minnesota

Employer identification number

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

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) (2016)

Name of organization <b>Women's Foundation of Minnesota</b>	Employer identification number <b>41-1635761</b>
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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>254,950.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	_____ _____ _____	\$ <u>248,748.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	_____ _____ _____	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	_____ _____ _____	\$ <u>2,050,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	_____ _____ _____	\$ <u>151,701.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>Women's Foundation of Minnesota</b>	Employer identification number  <b>41-1635761</b>
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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
3	stock _____ _____ _____	\$ 248,748.	12/30/16
5	stock _____ _____ _____	\$ 55,701.	12/28/16
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization <b>Women's Foundation of Minnesota</b>	Employer identification number <b>41-1635761</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2016**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

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

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

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

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

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

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

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

Name of organization <b>Women's Foundation of Minnesota</b>	Employer identification number <b>41-1635761</b>
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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 campaign activity expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours for political campaign activities ..... \_\_\_\_\_

**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) 2016

**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.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	50,017.													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....	50,017.													
<b>d</b>	Other exempt purpose expenditures .....	4,292,505.													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....	4,342,522.													
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	367,126.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">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.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....	91,782.													
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.													
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....	0.													
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
<b>2a</b> Lobbying nontaxable amount	293,802.	306,913.	320,256.	367,126.	1,288,097.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					1,932,146.
<b>c</b> Total lobbying expenditures	138,428.	92,662.	70,108.	50,017.	351,215.
<b>d</b> Grassroots nontaxable amount	73,451.	76,728.	80,064.	91,782.	322,025.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					483,038.
<b>f</b> Grassroots lobbying expenditures	34,855.				34,855.

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

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

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

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

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

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

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

**Part IV Supplemental Information**

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

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**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ **Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No. 1545-0047

**2016**

**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" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
<b>1</b> Total number at end of year .....	50	1
<b>2</b> Aggregate value of contributions to (during year) .....	745,828.	13,000.
<b>3</b> Aggregate value of grants from (during year) .....	740,574.	15,000.
<b>4</b> Aggregate value at end of year .....	5,955,456.	1,083.

**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" on Form 990, Part IV, line 7.

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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
<b>a</b> Total number of conservation easements .....	<b>2a</b>
<b>b</b> Total acreage restricted by conservation easements .....	<b>2b</b>
<b>c</b> Number of conservation easements on a certified historic structure included in (a) .....	<b>2c</b>
<b>d</b> Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	<b>2d</b>

**3** Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

**4** Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

**5** Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  **Yes**  **No**

**6** Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

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

**8** Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  **Yes**  **No**

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

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

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

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

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

<b>(i)</b> Revenue included on Form 990, Part VIII, line 1 .....	▶ \$ _____
<b>(ii)</b> 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:

<b>a</b> Revenue included on Form 990, Part VIII, line 1 .....	▶ \$ _____
<b>b</b> Assets included in Form 990, Part X .....	▶ \$ _____

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	18,164,302.	19,793,093.	18,619,446.	17,376,743.	16,151,378.
b Contributions	118,619.	339,250.	999,451.	83,755.	608,602.
c Net investment earnings, gains, and losses	2,109,629.	<562,142.>	1,707,155.	2,239,300.	1,238,505.
d Grants or scholarships	314,629.	245,185.	286,553.	269,061.	306,709.
e Other expenditures for facilities and programs	1,044,000.	1,085,410.	1,179,000.	756,000.	264,422.
f Administrative expenses	76,992.	75,304.	67,406.	55,291.	50,611.
g End of year balance	18,956,929.	18,164,302.	19,793,093.	18,619,446.	17,376,743.

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

- a Board designated or quasi-endowment  2.44 %
- b Permanent endowment  74.77 %
- c Temporarily restricted endowment  22.79 %

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		33,304.	1,161.	32,143.
d Equipment		498,515.	352,438.	146,077.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				178,220.

**Part VII Investments - Other Securities.**

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

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

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (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" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	7,302,898.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	1,845,050.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	1,845,050.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	5,457,848.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	5,457,848.

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

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

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	4,963,410.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	4,963,410.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	4,963,410.

**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 509(a)(1). The

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

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.

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public Inspection

Name of the organization <b>Women's Foundation of Minnesota</b>	Employer identification number <b>41-1635761</b>
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**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

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

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
Sub-Saharan Africa - Angola, Benin, Botswana, Burkina Faso,	0	0	grant	general operating	5,000.
South Asia - Afghanistan, Bangladesh, Bhutan, India, Maldives,	0	0	grant	general operating	5,096.
<b>3 a</b> Sub-total .....	0	0			10,096.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			10,096.





**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* .....  Yes  No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* .....  Yes  No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* .....  Yes  No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* .....  Yes  No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* .....  Yes  No

**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

**Part I, Line 2:**

Prior to awarding funds to an overseas grantee, the Women's Foundation of Minnesota requires an international grantee representation form as part of the grant agreement letter, which indicates the use for which the funds are intended and includes a clause that dictates funds to be returned if not used for their intended purpose.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

**2016**

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
Amherst H. Wilder Foundation 451 Lexington Pkwy N Saint Paul, MN 55104-4636	41-0693889	501(c)(3)	10,000.	0.			Better understanding the impact, strengths, & opportunities for improvement of the Safe
Annex Teen Clinic 5810 42nd Avenue N Robbinsdale, MN 55422	23-7236943	501(c)(3)	8,000.	0.			To support a comprehensive health education program including teen pregnancy
Augsburg College 2211 Riverside Avenue Minneapolis, MN 55454	41-0694721	501(c)(3)	10,000.	0.			Urban Arboretum Campaign
Bagosendaan 2476 230th Street Mahnomon, MN 56557	20-0990599	501(c)(3)	5,700.	0.			To support Talking Circles in the White Earth area which will teach financial literacy
CaringBridge 2750 Blue Water Road, Suite 275 Eagan, MN 55121	42-1529394	501(c)(3)	10,000.	0.			general operations
Casa de Esperanza PO Box 40115 St. Paul, MN 55104	41-4114710	501(c)(3)	9,500.	0.			To support work that creates conditions for young women to thrive

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ **57.**

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

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

Schedule I (Form 990) (2016)

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
Centro Tyrone Guzman 1915 Chicago Avenue Minneapolis, MN 55404	41-1290349	501(c)(3)	11,000.	0.			To support a bilingual and culturally-relevant teen pregnancy prevention program that includes
Comunidades Latinas Unidas En Servicio, Inc. - 797 East 7th Street - Saint Paul, MN 55106	41-1386986	501(c)(3)	8,500.	0.			To support work that creates conditions for young women to thrive
County of Nicollet 501 South Minnesota Ave St Peter, MN 56082	41-6005852	County of Nicoll	50,000.	0.			The following activities: 1) continue sting operations throughout the three counties 2) focus
Dakota Wicohan 230 W. 2nd Street Morton, MN 56270	42-1552956	501(c)(3)	6,000.	0.			To support the Dakota Youth Leadership Program, a year-round out-of-school time youth
Dunwoody College of Technology 818 Dunwoody Boulevard Minneapolis, MN 55403	41-0693856	501(c)(3)	51,000.	0.			Helen Scharlemann scholarship fund
Family Tree Clinic 1619 Dayton Avenue Ste 205 St. Paul, MN 55104	23-7133742	501(c)(3)	8,000.	0.			To support a school-based comprehensive sexual & reproductive health education program for
Friends of Saint Paul College 235 Marshall Ave Saint Paul, MN 55102-1807	27-1631689	501(c)(3)	112,000.	0.			Women in Trade Careers at Saint Paul College will support 60 women who are low-income and/or women
Girl Scouts of Minnesota and Wisconsin River Valleys - 400 Robert Street S - St. Paul, MN 55107	41-0693910	501(c)(3)	13,300.	0.			To support the Women of Distinction event
GroundSpark, Inc. 4104 24th Street, Suite 2013 San Francisco, CA 94114	83-0498854	501(c)(3)	20,000.	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
Hope Community 611 Franklin Avenue E Minneapolis, MN 55404	41-1292817	501(c)(3)	6,000.	0.			GEMS (Girls EMpowerment) program for girls of color to increase their leadership and conduct
Immigrant Law Center of Minnesota 450 Syndicate St N Ste 175 Saint Paul, MN 55104	41-0909036	501(c)(3)	20,000.	0.			general operating
Independent School District #625 360 Colborne Street St Paul, MN 55102	41-0901311	City of St Paul	50,000.	0.			To implement a semester-long process at two high schools for healthy adolescent male
Lutheran Social Service of Minnesota-St. Paul - 2485 Como Avenue - St. Paul, MN 55108	41-0872993	501(c)(3)	8,000.	0.			To support expanding SELF prgenancy prevention program for at-risk youth especially teen girls who
Men as Peacemakers 205 West 2nd Street, Suite 15 Duluth, MN 55802	41-1841689	501(c)(3)	56,000.	0.			GRIP (Girls Restorative Program)-expanding leadership opportunities and skill buidling for
Minnesota African Women's Association (MAWA) - 3300 County Road 10 Ste 510 - Brooklyn Center, MN 55429	48-1259139	501(c)(3)	12,000.	0.			To support an adapted Becoming a Responsible Teen curriculum to increase skills of
Minnesota Public Radio 480 Cedar Street St. Paul, MN 55101-2230	41-0953924	501(c)(3)	52,000.	0.			52-week sponsorship package on the statewide news network
Minnesota State Colleges & Universities - 30 7th St E Ste 350 - Saint Paul, MN 55101-4812	23-7003904	State of MN	129,500.	0.			To support the EMPOWER program at Hibbing Community College which will enroll
Minnesota State Community & Technical College - 1900 28th Avenue S - Moorhead, MN 56560	41-1687554	State of MN	100,000.	0.			Serving Minnesota women of color & low-income women in Engineering and Technology programs at

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
Nonviolent Peaceforce 2610 University Avenue West St. Paul, MN 55114	35-2197019	501(c)(3)	25,000.	0.			general operating
Normandale Community College Foundation - 9700 France Ave S - Bloomington, MN 55431	41-1295802	501(c)(3)	10,000.	0.			Annual Gala
Options Fund, Inc. PO Box 473 Eau Claire, WI 54702-0473	39-1989709	501(c)(3)	25,000.	0.			general operating
Outfront Minnesota 310 E 38th St, Ste 204 Minneapolis, MN 55409	36-3550489	501(c)(3)	8,500.	0.			general operating
Peacemaker Resources 3124 Hannah Avenue Bemidji, MN 56601	45-0507287	501(c)(3)	10,000.	0.			Work that creates conditions for young women of Northern Minnesota to thrive & for
PFund 2801 21st Ave South Suite 132B Minneapolis, MN 55407	36-3567019	501(c)(3)	7,500.	0.			general operating
Pillsbury United Communities 414 South Eighth Street Minneapolis, MN 55404	41-0916478	501(c)(3)	7,000.	0.			Supporting community conversations on gun violence in honor of Sylvia Martinez
Planned Parenthood MN, ND, SD, Action Fund - 671 Vandalia Street - St. Paul, MN 55114	41-0948382	501(c)(3)	60,000.	0.			general operating
Pro-Choice Resources 528 Hennepin Avenue Suite 600 Minneapolis, MN 55403	41-0971333	501(c)(3)	66,000.	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
Project Diva 2620 Kenzie Terrace Suite 227 Minneapolis, MN 55418	45-0595049	501(c)(3)	6,500.	0.			Skill building & coaching to develop positive life goals for African American girls.
Project FINE 202 West Third St Winona, MN 55987	41-1883675	501(c)(3)	6,000.	0.			Revising the GRAB (Girls Reaching Above and Beyond) program to better reflect the current needs
Purple 222 Leslie Street Lansing, MI 48912	46-2649125	501(c)(3)	10,000.	0.			To support We Want The Land Coalition
Regents of the University of Minnesota - 301 19th Avenue South - Minneapolis, MN 55455	41-6007513	State of MN	275,452.	0.			general operating
Region 9 Development Commission PO Box 3071 Mankato, MN 56002	06-1666219	501(c)(3)	6,000.	0.			To support SURGE program in enhancing financial literacy & career development.
Southside Family Charter School 4500 Clinton Avenue S Minneapolis, MN 55419	41-1253375	501(c)(3)	14,917.	0.			general operating
State of Minnesota 658 Cedar St 400 Centennial Office St Paul, MN 55155	41-6007162	State of MN	15,000.	0.			To support a training program for criminal justice professionals from across Minnesota to
The Advocates for Human Rights 330 2nd Ave S Ste 800 Minneapolis, MN 55401-2447	36-3292374	501(c)(3)	20,000.	0.			general operating
The Brainerd Baxter Youth Center 723 Washington Street Brainerd, MN 56401	27-2547560	501(c)(3)	6,000.	0.			Plan healthy youth development program for middle to high school girls.

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
The Family Partnership 414 S 8th St Minneapolis, MN 55404-1025	41-0693858	501(c)(3)	50,000.	0.			Continuing legislative advocacy efforts to attain full funding of Minnesota's Safe Harbor
The Link 1210 Glenwood Avenue Minneapolis, MN 55405	41-1920649	501(c)(3)	61,415.	0.			To support work that creates conditions for young women to thrive.
The Minneapolis Foundation 80 8th Street S Ste 800 Minneapolis, MN 55402-2100	41-6029402	501(c)(3)	5,500.	0.			general operating
The Wallin Foundation 5200 Wilson Rd Edina, MN 55424	41-6283068	501(c)(3)	5,500.	0.			general operating
The National Crittenton Foundation 1750 SW Harbor Way, #450 Portland, OR 97201	54-0505932	501(c)(3)	20,000.	0.			Girls @ the Margin Alliance
Washington Area Women's Foundation 1331 H Street, NW, Suite 1000 Washington, DC 20005	52-2028612	501(c)(3)	29,525.	0.			Prosperity Together Initiative
Way to Grow 125 West Broadway Suite 110 Minneapolis, MN 55411	71-0956749	501(c)(3)	8,000.	0.			To support DreamTracks teen parenting program for young mothers ages 15 - 21 to graduate from
West Side Community Health Services - 153 Cesar Chavez Street - St. Paul, MN 55107	23-7156236	501(c)(3)	8,000.	0.			To support Health Start program services & teen pregnancy prevention including long-acting
Western Community Action, Inc. 1400 South Saratoga Street Marshall, MN 56258	41-0888137	501(c)(3)	8,500.	0.			To support work that creates conditions for young women to thrive

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
Women's Health Center of Duluth, P.A. - 32 E 1st St Ste 300 - Duluth, MN 55802-3002	41-1444270	501(c)(3)	10,000.	0.			abortion access fund
Women's Initiative for Self Empowerment - Hamline Park Plaza 570 Asbury Street Ste 202 - St Paul, MN 55104	41-1791358	501(c)(3)	8,500.	0.			To support work that creates conditions for young women to thrive
YouthCARE 2701 University Avenue SE Ste 205 Minneapolis, MN 55414	41-1322470	501(c)(3)	8,500.	0.			To support work that creates conditions for young women to thrive
YWCA of Duluth 32 East 1st Street, Suite 202 Duluth, MN 55802	41-0696493	501(c)(3)	6,000.	0.			To support Girl Power! program where girls will serve as community researchers to guide
YWCA of Minneapolis 1130 Nicollet Mall Minneapolis, MN 55403	41-0693891	501(c)(3)	11,500.	0.			It's Time to Talk 2016
YWCA of St. Paul 375 Selby Avenue St. Paul, MN 55102-1822	41-0693892	501(c)(3)	113,066.	0.			To deliver leadership development programs for Young Women's Initiative of Minnesota

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

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

**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: Amherst H. Wilder Foundation

(h) Purpose of Grant or Assistance: Better understanding the impact, strengths, & opportunities for improvement of the Safe Harbor model & law through a statewide web survey. The survey will be the largest & most comprehensive data collection activity for the program evaluation to date.

Name of Organization or Government: Annex Teen Clinic

(h) Purpose of Grant or Assistance: To support a comprehensive health education program including teen pregnancy prevention in classroom & community settings in North Minneapolis & Northwest Hennepin County

Name of Organization or Government: Bagosendaan

(h) Purpose of Grant or Assistance: To support Talking Circles in the White Earth area which will teach financial literacy through starting a book/learning materials business as well as provide layered mentoring & community & cultural involvement.

Name of Organization or Government: Centro Tyrone Guzman

(h) Purpose of Grant or Assistance: To support a bilingual and culturally-relevant teen pregnancy prevention program that includes parent engagement

Name of Organization or Government: County of Nicollet

(h) Purpose of Grant or Assistance: The following activities: 1) continue sting operations throughout the three counties 2) focus more on investigations involving the supply side of sex trafficking 3) continue to expand training opportunities in this area for local law enforcement

**Part IV** Supplemental Information

Name of Organization or Government: Dakota Wicohan

(h) Purpose of Grant or Assistance: To support the Dakota Youth Leadership Program, a year-round out-of-school time youth program in the Lower Sioux area which empowers Dakota youth and prepares culture bearers, positively connecting them to their community while grounding them in their Dakota heritage

Name of Organization or Government: Family Tree Clinic

(h) Purpose of Grant or Assistance: To support a school-based comprehensive sexual & reproductive health education program for low-income students in St. Paul

Name of Organization or Government: Friends of Saint Paul College

(h) Purpose of Grant or Assistance: Women in Trade Careers at Saint Paul College will support 60 women who are low-income and/or women of color. This cohort will persist through pathways leading to middle-skilled trades employment receiving comprehensive support through scholarships

Name of Organization or Government: Hope Community

(h) Purpose of Grant or Assistance: GEMS (Girls EMpowerment) program for girls of color to increase their leadership and conduct youth participatory action research on economic prosperity.

Name of Organization or Government: Independent School District #625

(h) Purpose of Grant or Assistance: To implement a semester-long process at two high schools for healthy adolescent male development to reduce objectification of women, and to reduce demand for sexual exploitation.

**Part IV** Supplemental Information

Name of Organization or Government:

Lutheran Social Service of Minnesota-St. Paul

(h) Purpose of Grant or Assistance: To support expanding SELF prgenancy prevention program for at-risk youth especially teen girls who experince disabilities

Name of Organization or Government: Men as Peacemakers

(h) Purpose of Grant or Assistance: GRIP (Girls Restorative Program)-expanding leadership opportunities and skill buidling for girls.

Name of Organization or Government:

Minnesota African Women's Association (MAWA)

(h) Purpose of Grant or Assistance: To support an adapted Becoming a Responsible Teen curriculum to increase skills of African immigrant girls to avoid teen pregnancy

Name of Organization or Government:

Minnesota State Colleges & Universities

(h) Purpose of Grant or Assistance: To support the EMPOWER program at Hibbing Community College which will enroll underrepresented women from the Iron Range region, provide supplemental resources, and ultimately lead to jobs in high-wage, high-demand careers.

Name of Organization or Government:

Minnesota State Community & Technical College

(h) Purpose of Grant or Assistance: Serving Minnesota women of color & low-income women in Engineering and Technology programs at Moorhead

**Part IV Supplemental Information**

campus including strategic recruiting, mentoring, advising, support services, & study tables.

Name of Organization or Government: Peacemaker Resources

(h) Purpose of Grant or Assistance: Work that creates conditions for young women of Northern Minnesota to thrive & for services of three women advocates

Name of Organization or Government: Project FINE

(h) Purpose of Grant or Assistance: Revising the GRAB (Girls Reaching Above and Beyond) program to better reflect the current needs of girls.

Name of Organization or Government: State of Minnesota

(h) Purpose of Grant or Assistance: To support a training program for criminal justice professionals from across Minnesota to raise awareness around sex trafficking of children

Name of Organization or Government: The Family Partnership

(h) Purpose of Grant or Assistance: Continuing legislative advocacy efforts to attain full funding of Minnesota's Safe Harbor No Wrong Door system and to put in place a legislative mandated strategic planning process to develop a Safe Harbor for All response

Name of Organization or Government: Way to Grow

(h) Purpose of Grant or Assistance: To support DreamTracks teen parenting program for young mothers ages 15 - 21 to graduate from high school & avoid second pregnancy

**Part IV** Supplemental Information

Name of Organization or Government: West Side Community Health Services

(h) Purpose of Grant or Assistance: To support Health Start program services & teen pregnancy prevention including long-acting reversible contraceptives for vulnerable high-risk populations

Name of Organization or Government: YWCA of Duluth

(h) Purpose of Grant or Assistance: To support Girl Power! program where girls will serve as community researchers to guide program development & implementation.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2016**

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

▶ Attach to Form 990.

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](http://www.irs.gov/form990).

Name of the organization **Women's Foundation of Minnesota** Employer identification number **41-1635761**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> 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 (such as, maid, chauffeur, chef) |

**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 .....

**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 on line 1a? .....

**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.

- |   |   |
|---|---|
| <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 |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on 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 .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2016

**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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Lee Roper-Batker President/CEO	(i)	221,234.	10,000.	9,950.	15,203.	2,550.	258,937.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							



**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2016**

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](http://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	10	450,328.	selling price of sto
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 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		



**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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

Women's Foundation of Minnesota

Employer identification number

41-1635761

**Form 990, Part III, Line 2, New Program Services:**

In August 2016, the Women's Foundation of Minnesota signed a Memorandum of Understanding with Governor Mark Dayton to co-lead the Young Women's Initiative of Minnesota (YWI MN), a \$9 million, seven-year cross-sector initiative led by the Foundation and the Governor's Office of the State of Minnesota in partnership with nonprofits, businesses, government, philanthropies, and young women (ages 12-24). The Initiative was formally launched at a press conference on October 25, 2016. This is the first statewide initiative and public-private partnership of its kind in the nation.

We are mobilizing partners to build pathways to economic opportunity, improve safety and well-being, and promote a state of respect for young women from communities that experience the greatest disparity in outcomes: African American, African Immigrant, American Indian, Asian American & Pacific Islanders, Latina, Greater Minnesota, LGBTQ youth, and Disabilities.

Through community listening sessions and research, young women in these communities developed a statewide Blueprint for Action. YWI MN will implement the Blueprint through grantmaking, strategic communications, research, policy, and partnerships. Young women will serve as key advisors and drivers throughout the Initiative. When young women do better, families and communities do better, and Minnesota does better.

**Form 990, Part III, Line 3, Changes in Program Services:**

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

Schedule O (Form 990 or 990-EZ) (2016)

Name of the organization

Women's Foundation of Minnesota

Employer identification number

41-1635761

The funding priorities of the Women's Foundation of Minnesota's Social Change Fund, which funded nonprofits and projects across the state working to advance women's equity through social change, were transitioned into the Pathways to Prosperity (P2P) Fund and the Innovation Fund, beginning in FY17 (April 1, 2016 - March 31, 2017).

Form 990, Part III, Line 4a, Program Service Accomplishments:

The Women's Foundation of Minnesota has the following grantmaking funds: girlsBEST (girls Building Economic Success Together) Fund, Innovation Fund, MN Girls Are Not For Sale, Pathways to Prosperity (P2P) Fund, and the Young Women's Initiative of Minnesota (YWI MN). A commitment to communities in greater Minnesota and a value of inclusivity are reflected in the demographics of all the funds.

girlsBEST (girls Building Economic Success Together) Fund

Established in 2002, 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 four program tracks: Academic; Entrepreneurial; Employment Development & High-Paying/High-Skill Careers; and Public Education & Advocacy.

After 15 years of girlsBEST Fund grantmaking, we know girlsBEST Fund model programming is effective. Take these three key findings from our most current independent program evaluations (May 2016):

1. High School Graduation: girlsBEST participants have a 93% high

Name of the organization Women's Foundation of Minnesota	Employer identification number 41-1635761
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school graduation rate, compared to 50-83% in Minnesota overall, depending on ethnicity.

2. Post-Secondary Enrollment: girlsBEST participants have a 90% post-secondary education enrollment, compared to 44-72% in Minnesota overall, depending on ethnicity.

3. Teen Pregnancy: girlsBEST participants have a teen pregnancy rate of less than 1 per 1,000, compared to 18-48 per 1,000 in Minnesota overall, depending on ethnicity.

In fiscal year 2017, the Women's Foundation of Minnesota wrapped up its fourth cohort of girlsBEST on July 31, 2016, and awarded \$150,000 in girlsBEST Fund planning grants to 28 organizations in October 2016. Each new girlsBEST cohort begins with planning grants. The planning grant period was October 15, 2016 to April 14, 2017.

#### Innovation Fund

Through the Innovation Fund, the Foundation provides general operating funding to organizations that drive gender equity in Minnesota. Because gender inequity looks different in every community, we use our Intersectional Lens Framework to look at how gender, race, place (geography), and equity (class, age, ability, LGBTQ, immigration status) intersect in order to target the most innovative solutions to build greater gender equity. Priority is given to organizations that ensure women's safe and healthy lives.

In fiscal year 2017, the Women's Foundation of Minnesota awarded \$100,000 to three organizations through the Innovation Fund.

Name of the organization Women's Foundation of Minnesota	Employer identification number 41-1635761
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### MN Girls Are Not For Sale

MN Girls Are Not For Sale (MN Girls) began as a five year, \$5 million campaign of the Foundation to galvanize resources to end sex trafficking in Minnesota through grantmaking, research, and public education. The success of the first phase of the MN Girls campaign (April 1, 2011 - March 31, 2016) and critical impact it had on the work to end sex trafficking led the Foundation's Board of Trustees to extend the campaign to a second phase (April 1, 2016 - March 31, 2019).

Phase 2 of MN Girls Are Not For Sale launched on April 1, 2016 and is guided by four key goals:

- 1.Reduce demand for sex trafficking.
- 2.Create prevention strategies to reduce vulnerability to sex trafficking.
- 3.Increase visibility, outreach, and services to targeted, underserved communities.
- 4.Build systems and infrastructure to sustain the movement to end sex trafficking

The success of the MN Girls campaign and critical impact it has had on the work to end sex trafficking is undeniable. With cross-sector leaders, the Women's Foundation has invested \$6 million to date and driven a sea change in our communities' response to this unconscionable crime.

### Key MN Girls Successes:

"Went from zero state funding in 2011 to a state-funded infrastructure of \$13.1 million (May 2017). Minnesota is first in the nation to

Name of the organization Women's Foundation of Minnesota	Employer identification number 41-1635761
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provide state funding for sex trafficking victims.

"Increased housing and trauma-informed care for victims, from two beds in 2011 to 48 beds (May 2017).

"Increased age of Safe Harbor eligibility for housing and services from 18 to 24.

"An investment of \$73,000 and a legislative mandate to complete Safe Harbor for All strategic planning was passed in May 2017, which will develop Minnesota's new response for adult victims of sex trafficking.

"Model protocols are in place for law enforcement, and more than 2,000 officers have been trained. Convictions of sex trafficking perpetrators have nearly tripled through increased law enforcement investigations and prosecutions.

"Outreach to Minnesota's Congressional delegation in Washington, D.C. resulted in federal sex trafficking legislation (2015), modeled after Minnesota's Safe Harbor law.

In addition, the Foundation, together with Hennepin and Ramsey counties, is co-chair of the Anti-Sex Trafficking Planning Committee for Super Bowl LII (Minneapolis 2018). The Foundation has been involved with the Super Bowl Planning Committee during the past year to discuss sex trafficking and violence against women and girls during national sporting events and partnered with cross-sector leaders to create this sub-committee to elevate the issue and coordinate the Twin Cities' response. The work is underway to create a comprehensive cross-sector plan to combat sex trafficking during the Super Bowl - and serve as a national model approach for other sporting and large events. Much of the model is based on our successful cross-sector MN Girls campaign.

Name of the organization Women's Foundation of Minnesota	Employer identification number 41-1635761
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In FY2017 (April 1, 2016 - March 31, 2017), the Foundation awarded \$400,000 in funding to MN Girls Are Not For Sale grantee-partners focusing on the following priorities:

1. Research and advocacy efforts to increase resources for shelter, housing, and services for victims of sex trafficking and training for law enforcement.

2. Decreasing demand by educating and mobilizing public support and activism through strategies aimed at youth, men and boys, and the broader community to prevent sex trafficking in Minnesota.

#### Pathways 2 Prosperity (P2P) Fund

In 2014, the Foundation launched the pilot of the Pathways to Prosperity (P2P) Fund to create unrestricted pathways to prosperity through education, employment, and wealth creation for low-income women, women of color, and women in greater Minnesota. Based on continued research, partnerships, learnings, and successes of the pilot year, the Foundation refined the program model in 2015 and will increase investments in P2P going forward.

The P2P Fund invests in organizations and institutions that focus on:

1. Education and Workforce Development for low-income women that leads to middle-skill employment and pathways for career advancement and professional development.

2. Wealth-Building that promotes and increases women's wealth and financial status through education and services.

3. Entrepreneurship to support and grow women-owned businesses.

4. Policy/Advocacy Efforts that ensure pathways to prosperity for women.

Name of the organization Women's Foundation of Minnesota	Employer identification number 41-1635761
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To ensure women can successfully navigate resources and opportunities, the Foundation invests in innovative programs with best practices, including targeted program recruitment, mentoring and case management, cohort model, community partnerships, multi-generational approach, and customized wrap-around services (childcare, transportation, financial literacy, etc.).

Our three P2P pilot-year grantee-partners' programs are still in their formative stages, but evaluation showed meaningful success:

"An average of 78% of participants persisted in job training initiatives.

"73% of participants increased income from employment

"An average of 68% of participants were placed in internships or apprenticeships, including one grantee-partner with 100% placement.

"After the program, participants experienced an average hourly wage increase of \$3.20, from \$13.10 to \$16.30.

"Participants reported having greater self-confidence and ability to plan for their futures.

In fiscal year 2017, the Women's Foundation of Minnesota awarded \$397,500 in P2P grants to seven organizations. Approximately 75 percent of P2P funds are targeted to programs serving women of color and 30 percent to programs in greater Minnesota.

Form 990, Part III, Line 4b, Program Service Accomplishments:

University of Minnesota's Robert J. Jones Urban Research and Outreach-Engagement Center (UROC) to evaluate and redesign the Status

Name of the organization

Women's Foundation of Minnesota

Employer identification number

41-1635761

project. The new report will be published in Fall 2017.

### Listening Sessions

In fiscal year 2017, as part of the Foundation's ongoing ethos of listening and investing in community wisdom and solutions, the Foundation engaged over 120 of its grantee-partners in community-specific listening sessions with young women (ages 12-24) from eight communities: African American, African Immigrant (Somali and East African), American Indian, Asian American and Pacific Islander (Hmong and Karen), Latina, Greater Minnesota (north and south), LGBTQ youth, and young women with disabilities.

The sessions enabled each community to form its own panels to allow for deeper conversation around economics, racism and culture, school and education, societal and gender norms, safety, and health. The young women shared their stories, experiences, wisdom, and solutions with the invited philanthropy and policy leaders in the audience. Then, advocates extended those conversations in a second panel, adding research, data and historical trends to further illuminate and support the young women's narratives. After the listening sessions, the Foundation produced three reports and an executive summary documenting the information shared by the panels.

The sessions served as the basis for the YWI MN and will also help the Foundation develop a statewide agenda for gender and racial equity and increase resources for girls and women across Minnesota with the greatest disparities in outcomes. The Foundation partnered with the White House Council on Women and Girls and NoVo Foundation to conduct the listening sessions.

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**Sex Trafficking Research**

Mapping the Demand for Sex with Trafficked Individuals in Minnesota, the second in a series of research reports commissioned and funded by the Foundation and produced by the University of Minnesota, will be released in Summer 2017. The new research focuses on the buyers who drive the market for sex trafficking: who they are, how they enter the market, and their relationship to sex trafficking operations. This project will generate new empirical data to shape early prevention and intervention activities. The research will result in actionable information that can be used to support current law enforcement practices combating sex trafficking. The first report in the series, Mapping the Market for Juvenile Sex Trafficking in Minneapolis, was released in September 2014.

**Sex Trafficking and the 2018 Super Bowl in Minneapolis: A Research Brief**

The Foundation commissioned the University of Minnesota to conduct a research brief focused on the review of available scholarly literature on the connections between sex trafficking and Super Bowls, and a review of media coverage in the United States related to this topic. Findings revealed that while the Super Bowl does temporarily increase the number of online ads for commercial sex in the host city, it does not stand out in this sense from other large events, such as trade shows and other sporting events. Sex trafficking is not a special event: it happens everywhere, 365 days a year. We will leverage Super Bowl LII as a platform to increase resources and attention on this issue, and together with cross-sector leaders, create a replicable

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response to prevent and interrupt sex trafficking during Super Bowl LII and future major events.

### Gender Equality Explorer

Gender Equality Explorer (GEE) is a free, public online research tool that provides 24/7 user-friendly access to data disaggregated by gender from the U.S. Census Bureau collected through the American Community Survey. The tool enables users to create tables, maps, and reports to better illustrate, analyze, and understand the current status of women and girls across America, and in their own communities. GEE was created by the Women's Foundation of Minnesota and the University of Minnesota's Center on Women, Gender & Public Policy to expand the availability of data on women and girls and the capacity of individuals and organizations to use data to advance equality for women and girls across the country.

### State Partnerships

The Foundation engages in collaborative funding and partnerships within Minnesota's foundation community dedicated to social change grantmaking. Our work has been highlighted multiple times with Minnesota Council on Foundations' programs. We are a member of several funder collaboratives, including the Start Early Funders Coalition for Children and Minnesota's Future, MinneMinds, Northside Funders Group, Somali Funders Coalition, and the Workforce Development Funders Collaborative, offering a gendered perspective at those tables.

### National Partnerships

\* Founding member of the National YWI Funders Collaborative, a learning

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cohort of eight women's foundations who will share best practices and field learning as YWIs unfold in their respective regions.

\* Founding member of Prosperity Together, a nonpartisan partnership of U.S. women's foundations who have collectively committed \$100 million over the next five years to create pathways to economic security for low-income women and their families in America.

\* 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.

\* Member of Women's Funding Network, a network of over 100 women's foundations and gender equity funders in 21 countries across 6 continents.

Form 990, Part III, Line 4c, Program Service Accomplishments:

statewide grantee-partners from all our funds - girlsBEST, MN Girls Are Not For Sale, Pathways to Prosperity, Innovation, and donor advised funds - for a day of inspiration, learning, and cross-sector networking.

\* Donor-Centered Grantmaking: Ripley Memorial Foundation, a donor advised fund of the Women's Foundation of Minnesota, awarded \$67,000 in grants to 9 organizations focused on teen pregnancy prevention in Ramsey and Hennepin counties. The grant period is January 1, 2017 to December 31, 2017.

\* Engaged two Wenda Weekes Moore Interns to create a pipeline of leadership opportunities for women of color in philanthropy and nonprofits.

\* As of 3/31/17, the Foundation has 50 Donor Advised Funds, which is an

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increase of 7 from the previous year. The combined assets of all donor advised funds totals: \$5,956,548.

\* We hosted 3 gatherings in FY17 for donor advisors providing information on both local and international funding opportunities for their consideration.

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 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 B, line 11b:

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

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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 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.

Form 990, Part III, Program A:

Young Women's Initiative of Minnesota

In October 2016, we launched the Young Women's Initiative of Minnesota (YWI MN), a \$9 million, seven-year cross-sector initiative led by the Foundation and the Governor's Office of the State of Minnesota in partnership with nonprofits, businesses, government, philanthropies, and young women (ages 12-24). The Foundation will invest in research, grantmaking, policy, strategic communications, and evaluation to increase equity in opportunities and outcomes for Minnesotans with the greatest disparities: young women of color, American Indian young women, young women from Greater Minnesota, LGBTQ youth, and young women with disabilities.

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The YWI MN is anchored in our values, principles, and vision to create a world of equal opportunity where women and girls - and all people - hold the power to create and lead safe, prosperous lives. It builds on the work we have done already and continue to do through all our funds and leverages the best of what we have learned through our MN Girls campaign: cross-sector partnerships are critical for deeply affecting systemic changes.

In August 2016, the Foundation signed a memorandum of understanding with Governor Dayton to co-lead the YWI MN. The Initiative was formally launched at a press conference on October 25, 2016. This is the first statewide initiative and public-private partnership of its kind in the nation.

Designed to be as participatory and inclusive as possible, the YWI MN is comprised of three core committees that drive the work: Community-Specific Working Groups, the Young Women's Cabinet, and the Young Women's Initiative of Minnesota Council. Through a community-specific participatory research process, the YWI MN will deliver a statewide Blueprint for Action in 2017 that will create the conditions for young women in Minnesota to achieve equity in outcomes and lead safe, prosperous lives.

In fiscal year 2017, the Women's Foundation of Minnesota awarded \$382,543 in YWI MN grants to nine organizations.

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.  
▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization **Women's Foundation of Minnesota** Employer identification number **41-1635761**

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No



**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
<b>1</b> During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity .....	<b>1a</b>	X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	<b>1b</b>	X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	<b>1c</b>	X
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	<b>1d</b>	X
<b>e</b> Loans or loan guarantees by related organization(s) .....	<b>1e</b>	X
<b>f</b> Dividends from related organization(s) .....	<b>1f</b>	X
<b>g</b> Sale of assets to related organization(s) .....	<b>1g</b>	X
<b>h</b> Purchase of assets from related organization(s) .....	<b>1h</b>	X
<b>i</b> Exchange of assets with related organization(s) .....	<b>1i</b>	X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....	<b>1j</b>	X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....	<b>1k</b>	X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	<b>1l</b>	X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	<b>1m</b>	X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	<b>1n</b>	X
<b>o</b> Sharing of paid employees with related organization(s) .....	<b>1o</b>	X
<b>p</b> Reimbursement paid to related organization(s) for expenses .....	<b>1p</b>	X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....	<b>1q</b>	X
<b>r</b> Other transfer of cash or property to related organization(s) .....	<b>1r</b>	X
<b>s</b> Other transfer of cash or property from related organization(s) .....	<b>1s</b>	X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			



**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>Women's Foundation of Minnesota</b>	Identifying number (see instructions) <b>41-1635761</b>
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation)  <b>Commonfund Credit Opportunities Company</b>	<b>4a</b> Identifying number, if any  <b>98-0444876</b>
<b>5</b> Address (including country) <b>PO Box 309 Ugland House</b> <b>Grand Cayman, KY1-1104 Cayman Islands</b>	<b>4b</b> Reference ID number
<b>6</b> Country code of country of incorporation or organization <b>CJ</b>	
<b>7</b> Foreign law characterization (see instructions) <b>Corporation</b>	
<b>8</b> Is the transferee foreign corporation a controlled foreign corporation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

**Part III Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	07/31/2015		1,541,832.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

See Statement 1

**Part IV Additional Information Regarding Transfer of Property** (see instructions)

**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before \_\_\_\_\_ % (b) After \_\_\_\_\_ %

**10** Type of nonrecognition transaction (see instructions) ► IRC Section 351

**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) .....  Yes  No
- b Gain recognition under section 904(f)(5)(F) .....  Yes  No
- c Recapture under section 1503(d) .....  Yes  No
- d Exchange gain under section 987 .....  Yes  No

**12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? .....  Yes  No

**13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property .....  Yes  No
- b Depreciation recapture .....  Yes  No
- c Branch loss recapture .....  Yes  No
- d Any other income recognition provision contained in the above-referenced regulations .....  Yes  No

**See Statement 2**

**14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? .....  Yes  No

**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? .....  Yes  No

**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ \_\_\_\_\_

**16** Was cash the only property transferred? .....  Yes  No

**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? .....  Yes  No

**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Statement Pursuant to Section 1.351-3(a) - A Significant Transferor

1) The name and employer identification number (if any) of the transferee corporation: Commonfund Credit Opportunities Company; 98-0444876

2) The date(s) of the transfer(s) of assets:

07/31/2015	\$ 73,613
09/30/2015	\$465,911
10/30/2015	\$ 60,537
12/31/2015	\$279,587
01/29/2016	\$100,261
02/29/2016	\$ 4,432
03/31/2016	\$237,464
04/29/2016	\$ 60,625
05/31/2016	\$ 54,776
06/30/2016	\$204,626

3) The aggregate fair market value and basis, determined immediately before the exchange of the property transferred by such transferor in the exchange:

Fair Market Value:	\$1,541,832
Basis:	\$1,541,832

4) No private letter rulings were issued with respect to the Section 351 exchange.



# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868) .**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>Women's Foundation of Minnesota</b>	Employer identification number (EIN) or  <b>41-1635761</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>105 5th Ave S, No. 300</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Minneapolis, MN 55401</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Heidi Walsh - 105 Fifth Avenue South, Suite 300 -  
Minneapolis, MN 55401**

• The books are in the care of ▶ **Minneapolis, MN 55401**  
Telephone No. ▶ **612-337-5010** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **February 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year \_\_\_\_\_ or  
▶  tax year beginning **APR 1, 2016**, and ending **MAR 31, 2017**

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**Mail to: Department of the Treasury  
Internal Revenue Service Center  
Ogden, UT 84201-0045**