

Return of Organization Exempt From Income Tax

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

2020

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the **2020** calendar year, or tax year beginning , **2020**, and ending , **20**

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	C GROUNDSWELL FUND 548 MARKET STREET #49734 SAN FRANCISCO, CA 94104 F Name and address of principal officer: VANESSA DANIEL SAME AS C ABOVE	D Employer identification number 47-4003615 E Telephone number 510-444-5900 G Gross receipts \$ 29,691,752.	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions
I 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		J Website: ▶ WWW.GROUNDSWELLFUND.ORG	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2015 M State of legal domicile: CA	

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>			
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8	
	5 Total number of individuals employed in calendar year 2020 (Part V, line 2a)	5	31	
	6 Total number of volunteers (estimate if necessary)	6	10	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	8	20,954,037.	29,625,647.
	9 Program service revenue (Part VIII, line 2g)			
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10	56,939.	55,587.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11	3,955.	10,518.
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12	21,014,931.	29,691,752.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13	7,831,925.	12,028,609.
	14 Benefits paid to or for members (Part IX, column (A), line 4)			
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15	2,592,313.	3,099,496.
	16a Professional fundraising fees (Part IX, column (A), line 11e)			
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>541,627.</u>	16		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17	1,794,645.	1,272,059.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18	12,218,883.	16,400,164.	
19 Revenue less expenses. Subtract line 18 from line 12	19	8,796,048.	13,291,588.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	20	24,368,947.	37,022,960.
	21 Total liabilities (Part X, line 26)	21	3,635,595.	2,993,785.
	22 Net assets or fund balances. Subtract line 21 from line 20	22	20,733,352.	34,029,175.

Part II Signature Block

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

Sign Here	Signature of officer <u>CHANDA JONES</u>	Date	
	Type or print name and title CFO		
Paid Preparer Use Only	Print/Type preparer's name DOUGLAS W. REGALIA	Preparer's signature DOUGLAS W. REGALIA	Date
	Firm's name ▶ REGALIA & ASSOCIATES CPAS		Check <input type="checkbox"/> if self-employed PTIN P00186389
	Firm's address ▶ 103 TOWN & COUNTRY DR STE K DANVILLE, CA 94526		Firm's EIN ▶ 68-0260103 Phone no. (925) 314-0390

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:

SEE SCHEDULE O

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

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] 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 \$ 9,717,136. including grants of \$ 8,954,206.) (Revenue \$)

GRANTMAKING

GROUNDSWELL FUND SUPPORTS ORGANIZATIONS ACROSS THE UNITED STATES. OUR GRANTMAKING FOCUSES ON BOLSTERING AND SCALING ORGANIZATIONS THAT ARE BUILDING A GRASSROOTS BASE OF SUPPORT FOR REPRODUCTIVE JUSTICE (RJ) POLICY AND SYSTEMS CHANGE; ON ORGANIZATIONS THAT ARE REDUCING POOR BIRTHING OUTCOMES BY EXPANDING ACCESS TO COMMUNITY-BASED MIDWIFERY AND DOULA CARE. WE ACKNOWLEDGE THAT SYSTEMS CHANGE TAKES TIME. THUS, THE VAST MAJORITY OF OUR GRANTS ARE FOR GENERAL SUPPORT, AND WE COMMIT TO FUNDING EFFICIENT AND EFFECTIVE ORGANIZATIONS OVER MANY YEARS. WE AWARD GRANTS THROUGH FIVE FUNDS AND THROUGH OUR CAPACITY BUILDING PROGRAMS.

4b (Code:) (Expenses \$ 4,293,002. including grants of \$ 3,074,403.) (Revenue \$)

CAPACITY BUILDING

THE UNDERLYING PRINCIPLE OF OUR CAPACITY-BUILDING WORK IS THAT ALL PROGRAMS ARE OPT-IN FOR GRANT PARTNERS, AND ORGANIZATIONS WILL NOT BE REQUIRED TO PARTICIPATE IN THESE PROGRAMS TO RECEIVE OTHER GRANT SUPPORT. INTERESTED ORGANIZATIONS MAY APPLY TO BE CONSIDERED FOR SPECIFIC CAPACITY BUILDING PROGRAMS, WHICH CURRENTLY INCLUDE: (A) INTEGRATED VOTER ENGAGEMENT, (B) GRASSROOTS ORGANIZING INSTITUTE, (C) INCOME DIVERSIFICATION, AND (D) ORGANIZATIONAL DEVELOPMENT.

4c (Code:) (Expenses \$ 729,032. including grants of \$) (Revenue \$)

FUNDER ORGANIZING

WE EXPLICITLY CENTER OUR GIVING ON WORK LED BY WOMEN OF COLOR, PARTICULARLY THOSE WHO ARE BLACK, INDIGENOUS, TRANSGENDER, AND GENDER NON-CONFORMING AND DO MORE TO SUSTAIN AND NOURISH OUR GRANTEEES: INCREASING RESOURCES FOR HEALING JUSTICE, ORGANIZATIONAL DEVELOPMENT, CIVIC EDUCATION, DATA MANAGEMENT, LEGAL SUPPORT, AND CLIMATE JUSTICE. WE SUPPORT GROUPS WHO ASK FOR OUR HELP TO CONNECT AND BUILD TOGETHER ACROSS GEOGRAPHIES AND SECTORS, AND CREATE A STRONGER COMMUNITY FOR DONORS WHO WANT TO DEEPEN THEIR ENGAGEMENT AND LEARNING.

4d Other program services (Describe on Schedule O.) SEE SCHEDULE O

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 14,739,170.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 31		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation on Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If 'Yes,' enter the name of the foreign country ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
7h			
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
9a			
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
Note: See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation on Schedule O.	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If 'Yes,' see instructions and file Form 4720, Schedule N.	15	X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If 'Yes,' complete Form 4720, Schedule O.	16	X

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 on 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
1 a	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 on Schedule O.		
1 b	Enter the number of voting members included on line 1a, above, who are independent.		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7 a	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
7 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
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses on Schedule O.		X

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

		Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?		X
10 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?		
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11 b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
12 a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13.	X	
12 b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done. SEE SCHEDULE O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a	The organization's CEO, Executive Director, or top management official SEE SCHEDULE O	X	
15 b	Other officers or key employees of the organization SEE SCHEDULE O	X	
16 a	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
16 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 ▶ CA
- 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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 on Schedule O)
- 19 Describe on 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. SEE SCHEDULE O
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records ▶
 CHANDA JONES, CFO 548 MARKET STREET SAN FRANCISCO CA 94104 510-444-5900

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

1 a 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.

See instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) VANESSA DANIEL EXEC DIRECTOR	40 0			X			238,330.	0.	57,950.
(2) QUANITA TOFFIE ASSOC EXEC DIR	40 0					X	180,365.	0.	38,327.
(3) ALEXANDRA D DELVALLE SR DIRECTOR OF SPECIAL PROJECT	40 0				X		163,909.	0.	47,715.
(4) JUDY THOMAS CFO	40 0			X			163,909.	0.	26,656.
(5) TARA ELLISON DEPUTY DIRECTOR	40 0					X	154,375.	0.	9,810.
(6) BEVERLY AVERY IT DIRECTOR	40 0					X	130,105.	0.	14,076.
(7) LANITA MORRIS SR PROGRAM DIR	40 0					X	112,115.	0.	29,461.
(8) MEENAKSHI MENON CHIEF DEVELOP OFCR	40 0					X	116,003.	0.	6,456.
(9) ROCIO L. CORDOBA J.D. CHAIR	1 0	X		X			0.	0.	0.
(10) AMANDA COSLOR TREASURER	1 0	X		X			0.	0.	0.
(11) KIYOMI FUJIKAWA SECRETARY	1 0	X		X			0.	0.	0.
(12) JIHAN GEARON VICE CHAIR	1 0	X		X			0.	0.	0.
(13) NICOLLE GONZALES DIRECTOR	1 0	X					0.	0.	0.
(14) KAREN GROVE DIRECTOR	1 0	X					0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) BROOK KELLY-GREEN DIRECTOR	1 0	X						0.	0.	0.
(16) JAMIA WILSON DIRECTOR	1 0	X						0.	0.	0.
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										

1 b Subtotal	1,259,111.	0.	230,451.
c Total from continuation sheets to Part VII, Section A	0.	0.	0.
d Total (add lines 1b and 1c)	1,259,111.	0.	230,451.
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 ▶	8		

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
RIVERA CONSULTING 199 ALMONT STREET BOSTON, MA 02126	CONSULTING	106,300.
KORWIN CONSULTING 5933 HARBORD DRIVE OAKLAND, CA 94611	CONSULTING	103,129.

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 ▶ **2**

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	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 29,625,647.				
	g Noncash contributions included in lines 1a-1f	1 g 124,965.				
	h Total. Add lines 1a-1f ▶	29,625,647.				
Program Service Revenue	2 a Business Code					
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶					
Miscellaneous Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		55,587.		55,587.	
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		6 b Less: rental expenses				
		6 c Rental income or (loss)				
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		7 b Less: cost or other basis and sales expenses				
		7 c Gain or (loss)				
	d Net gain or (loss) ▶					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
8 b Less: direct expenses						
c Net income or (loss) from fundraising events ▶						
9 a Gross income from gaming activities. See Part IV, line 19						
	9 b Less: direct expenses					
	c Net income or (loss) from gaming activities ▶					
10 a Gross sales of inventory, less returns and allowances						
	10 b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory ▶					
Miscellaneous Revenue	11 a OTHER REVENUE		624200	10,518.	10,518.	
	b _____					
	c _____					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		10,518.			
12 Total revenue. See instructions ▶		29,691,752.	10,518.	0.	55,587.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	12,028,609.	12,028,609.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	402,239.	228,671.	114,544.	59,024.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	1,848,383.	1,050,795.	526,358.	271,230.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9 Other employee benefits.	108,936.	53,565.	40,995.	14,376.
10 Payroll taxes.	739,938.	438,481.	187,719.	113,738.
11 Fees for services (nonemployees):				
a Management.				
b Legal.	18,875.	7,170.	10,017.	1,688.
c Accounting.	50,452.		50,452.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	16,318.		5,986.	10,332.
12 Advertising and promotion.				
13 Office expenses.	67,396.	29,783.	29,845.	7,768.
14 Information technology.	134,658.	66,391.	50,956.	17,311.
15 Royalties.				
16 Occupancy.	10,855.	10,855.		
17 Travel.	56,803.	18,638.	32,891.	5,274.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROGRAM TECHNICAL ASSISTANCE	477,075.	477,075.		
b PROGRAM OTHER SUPPORT	118,894.	118,894.		
c COMMUNICATIONS	116,206.	96,066.		20,140.
d OTHER PERSONNEL RELATED COSTS	85,831.	30,552.	47,309.	7,970.
e All other expenses.	118,696.	83,625.	22,295.	12,776.
25 Total functional expenses. Add lines 1 through 24e.	16,400,164.	14,739,170.	1,119,367.	541,627.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash – non-interest-bearing	1,994,805.	1	914,935.
	2 Savings and temporary cash investments	10,405,354.	2	29,816,021.
	3 Pledges and grants receivable, net	11,898,352.	3	6,044,935.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	17,163.	9	16,522.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 152,573.		
	b Less: accumulated depreciation	10b 69,438.	43,948.	10c 83,135.
	11 Investments – publicly traded securities		11	
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	9,325.	15	147,412.
16 Total assets. Add lines 1 through 15 (must equal line 33)	24,368,947.	16	37,022,960.	
Liabilities	17 Accounts payable and accrued expenses	316,595.	17	415,285.
	18 Grants payable	3,319,000.	18	2,578,500.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	3,635,595.	26	2,993,785.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	3,879,589.	27	15,705,518.
	28 Net assets with donor restrictions	16,853,763.	28	18,323,657.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	20,733,352.	32	34,029,175.	
33 Total liabilities and net assets/fund balances	24,368,947.	33	37,022,960.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,691,752.
2	Total expenses (must equal Part IX, column (A), line 25)	2	16,400,164.
3	Revenue less expenses. Subtract line 2 from line 1	3	13,291,588.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	20,733,352.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O) SEE SCHEDULE O	9	4,235.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	34,029,175.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
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			
2 b	Were the organization's financial statements audited by an independent accountant?	X	
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 type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3 a	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
3 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 on Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

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

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

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

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

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

(Complete only if you checked the box on line 5, 7, 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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	6,885,361.	13432463.	8,463,336.	20954037.	29625647.	79,360,844.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3	6,885,361.	13432463.	8,463,336.	20954037.	29625647.	79,360,844.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						23,871,378.
6 Public support. Subtract line 5 from line 4						55,489,466.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
7 Amounts from line 4	6,885,361.	13432463.	8,463,336.	20954037.	29625647.	79,360,844.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	18,408.	10,724.	23,593.	56,939.	55,587.	165,251.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0.
11 Total support. Add lines 7 through 10						79,526,095.
12 Gross receipts from related activities, etc. (see instructions)					12	0.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2020 (line 6, column (f), divided by line 11, column (f))	14	69.78 %
15 Public support percentage from 2019 Schedule A, Part II, line 14	15	57.71 %

16a 33-1/3% support test—2020. If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b 33-1/3% support test—2019. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

17a 10%-facts-and-circumstances test—2020. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization ▶

b 10%-facts-and-circumstances test—2019. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶

Section C. Computation of Public Support Percentage

15 Public support percentage for 2020 (line 8, column (f), divided by line 13, column (f)).	15	%
16 Public support percentage from 2019 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2020 (line 10c, column (f), divided by line 13, column (f)).	17	%
18 Investment income percentage from 2019 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests—2020. 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—2019. 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer lines 3b and 3c below.</i>		
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>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
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>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer lines 5b and 5c 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 Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If 'Yes,' provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as 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>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If 'Yes,' provide detail in Part VI.</i>		
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>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If 'Yes,' answer line 10b below.</i>		
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
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?	11a	
b A family member of a person described in line 11a above?	11b	
c A 35% controlled entity of a person described in line 11a or 11b above? If 'Yes' to line 11a, 11b, or 11c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? 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.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? 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).	1	

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? 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.	2a		
b Did the activities described in line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? 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.	2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If 'Yes' or 'No,' provide details in Part VI .	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.	3b		

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

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

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

Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<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).		

BAA

Schedule A (Form 990 or 990-EZ) 2020

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

Section D – Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required – <i>provide details in Part VI</i>)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2020 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2020	(iii) Distributable Amount for 2020
1 Distributable amount for 2020 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2020 (reasonable cause required – <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2020			
a From 2015			
b From 2016			
c From 2017			
d From 2018			
e From 2019			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2020 distributable amount			
i Carryover from 2015 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2020 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2020 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2021. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2016			
b Excess from 2017			
c Excess from 2018			
d Excess from 2019			
e Excess from 2020			

BAA

Schedule A (Form 990 or 990-EZ) 2020

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 C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2020

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Open to Public Inspection

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

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

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

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

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

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

Name of organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (See instructions for definition of 'political campaign activities')
- 2 Political campaign activity expenditures (See instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (See instructions) ▶ _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4 a 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-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and 'limited control' provisions apply.

Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grassroots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)		0.	0.												
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)		0.	0.												
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is</th> <th>The lobbying nontaxable amount is</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		0.	0.												
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.												
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.												
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) Total
2 a Lobbying nontaxable amount			760,944.		760,944.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,141,416.
c Total lobbying expenditures	39,933.	55,532.	116,659.		212,124.
d Grassroots nontaxable amount	39,933.		190,236.		230,169.
e Grassroots ceiling amount (150% of line 2d, column (e))					345,254.
f Grassroots lobbying expenditures					0.

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

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

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

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

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

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

Part IV Supplemental Information

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

PART II-A, LINE 2 - EXPLAIN WHY ALL 5 COLUMNS ARE NOT REQUIRED

NO LOBBYING EXPENSES IN 2020

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization

Employer identification number

GROUNDSWELL FUND

47-4003615

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, aggregate value of grants, and questions about donor informed status.

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose of conservation easements, total number and acreage, and questions about monitoring and reporting.

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting art and historical treasures.

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 make 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 program
- 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.

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

2 a 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
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

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

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

	Yes	No
(i) Unrelated organizations	3a(i)	
(ii) Related organizations	3a(ii)	
b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment		152,573.	69,438.	83,135.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 83,135.

Part VII Investments – Other Securities. N/A
 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) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)		

Part VIII Investments – Program Related. N/A
 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)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. N/A
 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)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (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)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII **SEE PART XIII**

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

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

1	Total revenue, gains, and other support per audited financial statements		1	33,672,653.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a		
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.) SEE PART XIII	2d	3,980,901.	
	e Add lines 2a through 2d	2e		3,980,901.
3	Subtract line 2e from line 1		3	29,691,752.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	29,691,752.

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

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

1	Total expenses and losses per audited financial statements		1	20,670,799.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.) SEE PART XIII	2d	4,270,635.	
	e Add lines 2a through 2d	2e		4,270,635.
3	Subtract line 2e from line 1		3	16,400,164.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	16,400,164.

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 X - FASB ASC 740 FOOTNOTE

INCOME TAXES

FINANCIAL STATEMENT PRESENTATION FOLLOWS THE RECOMMENDATIONS OF ASC 740, INCOME TAXES. UNDER ASC 740, GROUNDSWELL IS REQUIRED TO REPORT INFORMATION REGARDING ITS EXPOSURE TO VARIOUS TAX POSITIONS TAKEN BY THE ORGANIZATION AND REQUIRES A TWO-STEP PROCESS THAT SEPARATES RECOGNITION FROM MEASUREMENT. THE FIRST STEP IS DETERMINING WHETHER A TAX POSITION HAS MET THE RECOGNITION THRESHOLD; THE SECOND STEP IS MEASURING A TAX POSITION THAT MEETS THE RECOGNITION THRESHOLD. MANAGEMENT BELIEVES

Part XIII Supplemental Information (continued)**PART X - FASB ASC 740 FOOTNOTE (CONTINUED)**

THAT GROUNDSWELL HAS ADEQUATELY EVALUATED ITS CURRENT TAX POSITIONS AND HAS CONCLUDED THAT AS OF DECEMBER 31, 2020, GROUNDSWELL DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE OR AN ACCRUAL FOR A TAX LIABILITY WOULD BE NECESSARY. GROUNDSWELL HAS RECEIVED NOTIFICATION FROM THE INTERNAL REVENUE SERVICE AND THE STATE OF CALIFORNIA THAT IT QUALIFIES FOR TAX-EXEMPT STATUS UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE AND SECTION 23701D OF THE CALIFORNIA REVENUE AND TAXATION CODE. THIS EXEMPTION IS SUBJECT TO PERIODIC REVIEW BY THE FEDERAL AND STATE TAXING AUTHORITIES AND MANAGEMENT IS CONFIDENT THAT THE ORGANIZATION CONTINUES TO SATISFY ALL FEDERAL AND STATE STATUTES IN ORDER TO QUALIFY FOR CONTINUED TAX EXEMPTION STATUS. GROUNDSWELL MAY PERIODICALLY RECEIVE UNRELATED BUSINESS INCOME REQUIRING THE ORGANIZATION TO FILE SEPARATE TAX RETURNS UNDER FEDERAL AND STATE STATUTES. UNDER SUCH CONDITIONS, GROUNDSWELL CALCULATES AND ACCRUES THE APPLICABLE TAXES PAYABLE.

**SCHEDULE D, PART XI, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990**

CHANGE IN UNAMORTIZED DISCOUNT.....	\$	4,236.
GROUNDSWELL ACTION FUND REVENUE.....		3,976,666.
ROUNDING.....		-1.
	TOTAL \$	<u>3,980,901.</u>

**SCHEDULE D, PART XII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S**

GROUNDSWELL ACTION FUND EXPENSE.....	\$	4,270,636.
ROUNDING.....		-1.
	TOTAL \$	<u>4,270,635.</u>

**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.

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

OMB No. 1545-0047

2020

**Open to Public
Inspection**

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

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. **SEE PART IV**

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
(1) COMMONSENSE CHILDBIRTH INC. 213 S. DILLARD ST SUITE 340 WINTER GARDEN, FL 34787	59-3479821	501C3	367,500.	0.			PROGRAM SUPPORT
(2) ALASKA COMM. ACTION ON TOXINS 505 W NORTHERN LIGHTS BLVD #2 ANCHORAGE, AK 99503	92-0177082	501C3	212,200.	0.			PROGRAM SUPPORT
(3) ACCESS WOMEN'S HEALTH JUSTICE PO BOX 3609 OAKLAND, CA 94609	51-0163201	501C3	77,200.	0.			PROGRAM SUPPORT
(4) ACT FOR WOMEN AND GIRLS 323 W OAK AVE VISALIA, CA 93291	26-0287450	501C3	180,200.	0.			PROGRAM SUPPORT
(5) ALLIED MEDIA PROJECTS 4126 THIRD ST DETROIT, MI 48201	01-0559608	501C3	30,000.	0.			PROGRAM SUPPORT
(6) ALTERNATE ROOTS INC 115 MARTIN LUTHER KING JR DR ATLANTA, GA 30303	58-1318198	501C3	187,200.	0.			PROGRAM SUPPORT
(7) ASIAN HEALTH SERVICES 818 WEBSTER ST OAKLAND, CA 94607	94-2235908	501C3	231,200.	0.			PROGRAM SUPPORT
(8) AUDRE LORDE PROJECT 147 WEST 24TH STREET 3RD FL NEW YORK, NY 10011	06-1502452	501C3	68,700.	0.			PROGRAM SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. ▶ **161**

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1					
2					
3					
4					
5					
6					
7					

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

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.

GROUNDSWELL SUPPORTS ORGANIZATIONS THAT ARE USING GRASSROOTS ORGANIZING TO ADVANCE REPRODUCTIVE JUSTICE POLICY AND SYSTEMS CHANGE. IT CENTERS EFFORTS LED BY WOMEN OF COLOR WHILE ALSO SUPPORTING WORK LED BY LOW-INCOME WHITE WOMEN, TRANSGENDER, AND GENDER NON-CONFORMING PEOPLE, WHO TOGETHER MAKE THE UP THE CONSTITUENCY WHO EXPERIENCES THE GREATEST REPRODUCTIVE HEALTH DISPARITIES AND THE LARGEST BARRIERS TO REPRODUCTIVE FREEDOM IN THE U.S.

WHEN IDENTIFYING GROUPS TO SUPPORT, GROUNDSWELL LOOKS FOR ORGANIZATIONS WITH:

*A HIGHLY ENGAGED AND GROWING MEMBERSHIP/CONSTITUENT BASE COMPRISED OF PEOPLE DIRECTLY IMPACTED BY THE CONDITIONS THAT THEY SEEK TO TRANSFORM;

*ORGANIZATIONAL LEADERSHIP THAT REFLECTS THE DIVERSITY OF THIS BASE;

CLIENT 201703

GROUNDSWELL FUND

47-4003615

11/09/21

03:44PM

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S. (CONTINUED)

*CLEAR MECHANISMS FOR LEADERSHIP DEVELOPMENT;

*THE ABILITY TO MOBILIZE A BASE TO WIN CONCRETE POLICY CHANGES;

*A STRATEGIC DIRECTION WITH CLEAR GOALS AND OBJECTIVES THAT ARE DRIVEN BY THE MEMBERSHIP/CONSTITUENCY;

*ABILITY TO FORGE INTER- AND CROSS-MOVEMENT ALLIANCES AND TO WORK WELL IN COALITION;

*INNOVATION IN FRAMING AND THOUGHT LEADERSHIP;

*A CLEAR TIMELINE FOR ACHIEVING GOALS AND OBJECTIVES AND ORGANIZATIONAL CAPACITY TO ACHIEVE THESE;

*AN INTEGRATED RACIAL, GENDER, AND CLASS JUSTICE ANALYSIS;

*CONNECTIONS TO INTERMEDIARY SUPPORT ORGANIZATIONS THAT BUILD THE CAPACITY AND COLLECTIVE; POWER OF THE RJ MOVEMENT;

*A STRONG TRACK RECORD OF POLICY WINS OR STRONG STRATEGY TOWARDS FUTURE WINS; AND

*SYSTEM FOR MEASURING THE IMPACT OF THE WORK, INCLUDING CLEARLY DEFINED BENCHMARKS FOR SUCCESS.

GROUNDSWELL FUND CONDUCTS PRE-GRANT INQUIRIES OF APPLICANT ORGANIZATIONS TO DETERMINE THEIR ABILITY TO CARRY OUT THE PROPOSED ACTIVITIES IN A COMPLIANT MANNER; REQUIRES ALL GRANTEES TO SIGN A GRANT AGREEMENT IN WHICH GRANTEES PROMISE TO USE FUNDS IN A MANNER THAT COMPLIES WITH IRC SECTION 501 (C) (3) AND RELEVANT RESTRICTIONS; ENGAGES IN FREQUENT ORAL AND WRITTEN COMMUNICATION WITH GRANTEES REGARDING THEIR USE OF GRANT FUNDS; AND REQUIRES ALL GRANTEES TO SUBMIT SEMI-ANNUAL AND ANNUAL PROGRESS REPORTS, ALONG WITH FINAL REPORTS ON THEIR GRANT SPENDING, WHICH REPORTS MUST INCLUDE BOTH A NARRATIVE DESCRIPTION OF THE USE OF GRANT FUNDS AND A DETAILED FINANCIAL ACCOUNTING OF THE FUNDS, ALONG WITH A CERTIFICATION THAT ALL ACTIVITIES PERFORMED WITH THE FUNDS WERE CONDUCTED IN COMPLIANCE WITH THE RESTRICTIONS IN SECTION 501 (C) (3) AND THE GRANT AGREEMENT.

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
BLACK WOMEN FOR WELLNESS 4340 11TH AVENUE LOS ANGELES, CA 90008	95-4624707	501C3	221,200.				PROGRAM SUPPORT
BREATH OF MY HEART BIRTHPLACE PO BOX 157 ESPANOLA, NM 87532	46-2669219	501C3	116,250.				PROGRAM SUPPORT
CABRINI GREEN LEGAL SRVCS 740 N. MILWAUKEE CHICAGO, IL 60642	36-2775706	501C3	64,700.				PROGRAM SUPPORT
CALIFORNIA LATINAS FOR REPROD PO BOX 861766 LOS ANGELES, CA 90086	26-2213868	501C3	30,000.				PROGRAM SUPPORT
CHICAGO FOUNDATION FOR WOMEN 140 S. DEARBORN STREET #400 CHICAGO, IL 60603	36-3348160	501C3	150,000.				PROGRAM SUPPORT
COLOR PO BOX 40991 DENVER, CO 80204	84-1569021	501C3	216,200.				PROGRAM SUPPORT
EL PUEBLO, INC 2321 CRABTREE BLVD STE. 105 RALEIGH, NC 27604	56-1934310	501C3	221,629.				PROGRAM SUPPORT
FORWARD TOGETHER 1440 BROADWAY STE 301 OAKLAND, CA 94612	94-3311784	501C3	80,000.				PROGRAM SUPPORT
HIGHLANDER RESEARCH & EDUC CN 1959 HIGHLANDER WAY NEW MARKET, TN 37820	62-0646373	501C3	211,129.				PROGRAM SUPPORT
ILLINOIS CAUCUS FOR ADOLESCEN 17 E MONROE ST #204 CHICAGO, IL 60603	36-3223988	501C3	112,700.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ **Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.**

Continuation Page 2 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
INTL INDIAN TREATY COUNCIL 2940 16TH ST #305 SAN FRANCISCO, CA 94103	94-3330491	501C3	35,000.				PROGRAM SUPPORT
MAMATOTO VILLAGE INC 311 47TH ST. NE WASHINGTON, DC 20019	46-2564702	501C3	113,750.				PROGRAM SUPPORT
MIAMI WORKERS CENTER 8330 BISCAYNE BLVD MIAMI, FL 33138	65-0942224	501C3	149,700.				PROGRAM SUPPORT
MISSISSIPPI LOW-INCOME CHILD- PO BOX 204 BILOXI, MS 39533	64-0943404	501C3	32,500.				PROGRAM SUPPORT
MOTHERING JUSTICE 622 WALNUT AVE ROYAL OAK, MI 48073	45-3740989	501C3	222,200.				PROGRAM SUPPORT
MOVEMENT STRATEGY CENTER 436 14TH ST #500 OAKLAND, CA 94612	20-1037643	501C3	173,450.				PROGRAM SUPPORT
MS. FOUNDATION FOR WOMEN 12 METROTECH CENTER 26TH FL BROOKLYN, NY 11201	23-7252609	501C3	150,000.				PROGRAM SUPPORT
NAT ADVOCATES FOR PREGNANT WO 875 6TH AVENUE, STE 1807 NEW YORK, NY 10001	52-2282183	501C3	51,000.				PROGRAM SUPPORT
NAT LATINA INST FOR REPRODUCT 50 BROAD ST STE 1937 NEW YORK, NY 10004	52-1891734	501C3	273,629.				PROGRAM SUPPORT
NATIONAL NETWORK OF ABORTION P.O. BOX 170280 BOSTON, MA 02117	04-3236982	501C3	125,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 3 of 16

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
NATIONAL WOMEN'S HEALTH NETWK 1413 K ST NW STE 400 WASHINGTON, DC 20005	52-1081261	501C3	85,000.				PROGRAM SUPPORT
NATIVE AMERICAN COMMUNITY BD PO BOX 572 LAKE ANDES, SD 57356	46-0392867	501C3	55,000.				PROGRAM SUPPORT
NEW FLORIDA MAJORITY 8330 BISCAYNE BLVD MIAMI, FL 33138	27-0167620	501C3	87,500.				PROGRAM SUPPORT
NEW VOICES PITTSBURGH INC 5907 PENN AVE #340 PITTSBURGH, PA 15206	27-0570462	501C3	222,200.				PROGRAM SUPPORT
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY 23RD FLOOR NEW YORK, NY 10006	13-3457287	501C3	110,500.				PROGRAM SUPPORT
PROJECT SOUTH INSTITUTE FOR T 9 GAMMON AVE SW ATLANTA, GA 30315	58-1956686	501C3	25,000.				PROGRAM SUPPORT
7TH GEN FUND FOR INDIGENOUS P 425 I STREET ARCATA, CA 95521	68-0027247	501C3	125,000.				PROGRAM SUPPORT
SISTER SONG INC 1237 RALPH D ABERNATHY BL SW ATLANTA, GA 30310	51-0544927	501C3	116,250.				PROGRAM SUPPORT
SYLVIA RIVERA LAW PROJECT 147 W 24TH ST 5TH FLOOR NEW YORK, NY 10011	81-0640342	501C3	107,200.				PROGRAM SUPPORT
THE AFIYA CENTER INC 501 WYNNEWOOD VILLAGE #255 DALLAS, TX 75231	36-4625704	501C3	177,200.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 4 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments.(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 noncash assistance	(h) Purpose of grant or assistance
URGE 8391 BEVERLY BLVD LOS ANGELES, CA 90048	80-0804818	501C3	273,629.				PROGRAM SUPPORT
WEST VIRGINIA FREE PO BOX 11042 CHARLESTON, WV 25339	55-0715930	501C3	60,000.				PROGRAM SUPPORT
WESTERN STATES CENTER PO BOX 40305 PORTLAND, OR 97240	93-0952137	501C3	50,000.				PROGRAM SUPPORT
WOMEN WITH A VISION 1001 S. BROAD ST SUITE 206 NEW ORLEANS, LA 70125	72-1202185	501C3	238,629.				PROGRAM SUPPORT
WOMEN'S FOUNDATION OF CA 300 FRANK H. OGAWA PLAZA #420 OAKLAND, CA 94612	94-2752421	501C3	75,000.				PROGRAM SUPPORT
WOMEN'S VOICES FOR THE EARTH 114 W PINE ST MISSOULA, MT 59802	81-0501011	501C3	65,000.				PROGRAM SUPPORT
TEWA WOMEN UNITED PO BOX 397 SANTA CRUZ, CA 87567	85-0480836	501C3	108,750.				PROGRAM SUPPORT
NATIONAL ASIAN PACIFIC WOMEN 1730 RHODE ISLAND AVE NW #210 WASHINGTON, DC 20036	36-4799986	501C3	197,700.				PROGRAM SUPPORT
CAAAY ORGANIZING 55 HESTER STREET NEW YORK, NY 10002	13-3526938	501C3	95,000.				PROGRAM SUPPORT
COMING CLEAN 28 VERNON ST STE 434 BATTLEBORO, VT 50301	04-3429794	501C3	100,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 5 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
COMMON COUNSEL FOUNDATION 1624 FRANKLIN ST STE 1022 OAKLAND, CA 94612	94-3214166	501C3	100,000.				PROGRAM SUPPORT
COMMUNITY BIRTH COMPANION 536 S COURT ST OPELOUSAS, LA 70570	46-1078810	501C3	26,250.				PROGRAM SUPPORT
DRUM-DESIS RISING UP AND MOVI 7218 ROOSEVELT AVE JACKSON HTS, NY 11372	38-3652741	501C3	95,000.				PROGRAM SUPPORT
FUNDERS FOR LGBTQ ISSUES 104 WEST 29TH ST, 4TH FLOOR NEW YORK, NY 10001	13-4144494	501C3	10,000.				PROGRAM SUPPORT
KHMER GIRLS IN ACTION 1355 REDONDO AVE STE 9 LONG BEACH, CA 90804	27-3087079	501C3	191,200.				PROGRAM SUPPORT
KNIGHTS & ORCHIDS SOCIETY 108 BROAD STREET SELMA, AL 36701	45-2603909	501C3	65,500.				PROGRAM SUPPORT
LEGAL SVCS FOR PRISONERS WITH 1540 MARKET ST STE 490 SAN FRANCISCO, CA 94102	94-3080408	501C3	83,000.				PROGRAM SUPPORT
MUJERES UNIDAS Y ACTIVAS 3543 18TH ST #23 SAN FRANCISCO, CA 94110	20-2986926	501C3	132,500.				PROGRAM SUPPORT
NATIVE MOVEMENT PO BOX 83467 FAIRBANKS, AK 99708	68-0535413	501C3	95,000.				PROGRAM SUPPORT
NEO PHILANTHROPY 45 WEST 36TH STREET 6TH FLOOR NEW YORK, NY 10018	13-3191113	501C3	65,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 6 of 16

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST, MA 01002	04-3243004	501C3	100,000.				PROGRAM SUPPORT
SOCIAL & ENVIRO ENTREPRENEURS 23532 CALABASAS ROAD SUITE A CALABASAS, CA 91302	95-4116679	501C3	164,550.				PROGRAM SUPPORT
SOUTHERN BIRTH JUSTICE NETWOR 3900 YORKTOWNE BLVD APT 3906 PORT ORANGE, FL 32129	61-1565139	501C3	136,250.				PROGRAM SUPPORT
SOUTHERNERS ON NEW GROUND 250 GEORGIA AVE. SUITE 201 ATLANTA, GA 30312	61-1274170	501C3	130,000.				PROGRAM SUPPORT
THE TRANSLATING COALITION 3055 WILSHIRE BLVD., STE 350 LOS ANGELES, CA 90010	27-3801872	501C3	140,000.				PROGRAM SUPPORT
TRANSGENDER LAW CENTER PO BOX 70976 OAKLAND, CA 94612	05-0544006	501C3	65,000.				PROGRAM SUPPORT
UZAZI VILLAGE 4232 TROOST AVE. KANSAS CITY, MO 64110	46-0589830	501C3	96,250.				PROGRAM SUPPORT
WEST FUND P.O. BOX 920088 EL PASO, TX 79902	04-3236982	501C3	37,500.				PROGRAM SUPPORT
ACCESS REPRODUCTIVE CARE - SE P.O. BOX 7354 ATLANTA, GA 30357	47-3813101	501C3	133,629.				PROGRAM SUPPORT
WASHINGTON CAN 1806 E YESLER WAY SEATTLE, WA 98122	91-1206728	501C3	127,200.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ Attach to Form 990 to list additional information for
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Continuation Page 7 of 16

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
WESTERN NATIVE VOICE 220 S 27TH ST #C BILLINGS, MT 59101	45-3771715	501C3	137,200.				PROGRAM SUPPORT
CENTRO POR LA JUSTICIA 1414 E COMMERCE SAN ANTONIO, TX 78205	74-2720710	501C3	127,200.				PROGRAM SUPPORT
ACCESS PHILANTHROPY CHARITIES 2100 STEVENS AVE MINNEAPOLIS, MN 55404	38-3777419	501C3	32,500.				PROGRAM SUPPORT
CAROLINA YOUTH ACTION PROJECT PO BOX 20971 CHARLESTON, SC 29413	27-5484213	501C3	68,629.				PROGRAM SUPPORT
CHANGING WOMAN INITIATIVE 2019 GALISPEO RD N7 SANTA FE, NM 87505	81-1078799	501C3	106,250.				PROGRAM SUPPORT
ELEPHANT CIRCLE 8930 W 80TH DR ARVADO, CO 80005	47-1648218	501C3	82,500.				PROGRAM SUPPORT
GENDER JUSTICE NEVADA 900 E KAREN C215 LAS VEGAS, NV 89109	45-4022033	501C3	47,200.				PROGRAM SUPPORT
MAMA SANA VIBRANT WOMAN 2906 EAST MARTIN LUTHER KING AUSTIN, TX 78702	45-5638520	501C3	101,250.				PROGRAM SUPPORT
MIJENTE SUPPORT COMMITTEE 734 W POLK ST PHOENIX, AZ 85007	82-1711382	501C3	7,000.				PROGRAM SUPPORT
NEW VENTURE FUND 1201 CONNECTICUT AVE NW #300 WASHINGTON, DC 20036	20-5806345	501C3	50,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Continuation Page 8 of 16

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
PROG LEADERSHIP ALLIANCE-NV 203 S ARLINGTON AVE RENO, NV 89501	88-0318655	501C3	37,500.				PROGRAM SUPPORT
RUTH ELLIS CENTER 77 VICTOR ST HIGHLAND PARK, MI 48203	38-3501697	501C3	20,250.				PROGRAM SUPPORT
ST. JAMES INFIRMARY 730 POLK ST 4TH FL SAN FRANCISCO, CA 94109	94-3330568	501C3	177,200.				PROGRAM SUPPORT
TIDES CENTER PO BOX 29907 SAN FRANCISCO, CA 94129	94-3213100	501C3	125,000.				PROGRAM SUPPORT
URBAN RIVAL INC. DBA CITY LIF PO BOX 300107 JAMAICA PLAIN, MA 02130	04-2660311	501C3	95,000.				PROGRAM SUPPORT
WOMEN ENGAGED 1270 CAROLINE ST #D120-353 ATLANTA, GA 30307	58-1318198	501C3	14,000.				PROGRAM SUPPORT
FREEDOM, INC. 1810 SOUTH PARK ST MADISON, WI 53713	43-2023570	501C3	152,200.				PROGRAM SUPPORT
AZ COALITION TO END SEXUAL & 2700 N CENTRAL AVE, STE 1100 PHOENIX, AZ 85004	86-0593601	501C3	109,700.				PROGRAM SUPPORT
BLACK TRANSWOMEN INC PO BOX 118282 CARROLLTON, TX 75011	81-1285146	501C3	8,000.				PROGRAM SUPPORT
CENTER ON HALSTED 3656 N HALSTED ST CHICAGO, IL 60613	51-0178807	501C3	59,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

▶ **Attach to Form 990 to list additional information for
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Continuation Page 9 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
CHOICES-MEMPHIS CTR FOR REPRO 1726 POPLAR AVE MEMPHIS, TN 38104	62-0931089	501C3	56,250.				PROGRAM SUPPORT
GALLERY AFERRO PO BOX 5668 NEWARK, NJ 07105	26-3863419	501C3	10,500.				PROGRAM SUPPORT
MICA GROUP INC 5301 SPRINGLAKE WAY BALTIMORE, MD 21212	82-1503506	501C3	16,250.				PROGRAM SUPPORT
NATL COALITION ON BLACK CIVIC 1666 K ST NW 4TH FL STE 440 WASHINGTON, DC 20006	52-1253112	501C3	40,000.				PROGRAM SUPPORT
RAINIER VALLEY CORPS 1225 S. WELLER ST SEATTLE, WA 98144	47-4257834	501C3	36,250.				PROGRAM SUPPORT
SOCIAL GOOD FUND P.O. BOX 5473 RICHMOND, CA 94805	46-1323531	501C3	120,250.				PROGRAM SUPPORT
THE AMERICAN FNDN FOR UBC 1030 15TH ST NW B1 STE 155 WASHINGTON, DC 20005	52-1559117	501C3	6,250.				PROGRAM SUPPORT
THE INTUNE MOTHER SOCIETY PO BOX 55803 DEL CITY, OK 73155	83-2403226	501C3	51,250.				PROGRAM SUPPORT
UNITED FOR RESPECT EDUC FUND 81 PROSPECT ST BROOKLYN, NY 11201	13-3885314	501C3	97,000.				PROGRAM SUPPORT
KANSAS CITY ANTI VIOLENCE PRO 4050 PENNSYLVANIA AVE STE 135 KANSAS CITY, MO 64111	26-0038632	501C3	10,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Continuation Page 10 of 16

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
9T05 NATL ASSN WORKING WOMEN 207 E. BUFFALO ST, #211 MILWAUKEE, WI 53202	34-1246311	501C3	15,000.				PROGRAM SUPPORT
ADHIKAAR 71-7 WOODSIDE AVE WOODSIDE, NY 11377	20-3384725	501C3	15,000.				PROGRAM SUPPORT
AFFECT REAL CHANGE 300 WASHINGTON ST, STE 104 MONROE, LA 71201	47-4111501	501C3	8,000.				PROGRAM SUPPORT
AFRICAN CAREER EDUC & RESOURC 6800 78TH AVE N STE 101 BROOKLYN PARK, MN 55445	47-1207676	501C3	15,000.				PROGRAM SUPPORT
ALABAMA ASSN FOR THE ARTS 4419 EVANGEL CIRCLE HUNTSVILLE, AL 35816	83-2474464	501C3	8,000.				PROGRAM SUPPORT
ALASKA PUBLIC INTEREST RESEAR PO BOX 201416 ANCHORAGE, AK 99520	92-0047627	501C3	7,000.				PROGRAM SUPPORT
ALLIANCE FOR GLOBAL JUSTICE 225 E 26TH ST, STE 1 TUSCON, AZ 85713	52-2094677	501C3	96,506.				PROGRAM SUPPORT
ARTS BUSINESS COLLABORATIVE 38-01 60TH ST WOODSIDE, NY 11377	83-2173068	501C3	41,600.				PROGRAM SUPPORT
ASIAN AMERICANS ADVANCING JUS 5680 OAKBROOK PKWY #148 NORCROSS, GA 30093	27-2577567	501C3	20,000.				PROGRAM SUPPORT
BLACK AND PINK, INC PO BOX 231126 BOSTON, MA 02123	27-3930676	501C3	8,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Continuation Page 11 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments.(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 noncash assistance	(h) Purpose of grant or assistance
BLACK TRANSMEN PO BOX 118282 CARROLTON, TX 75011	45-1501116	501C3	7,500.				PROGRAM SUPPORT
BLACK WOMENS BLUEPRINT 279 EMPIRE BLVD BROOKLYN, NY 11225	27-1308862	501C3	35,500.				PROGRAM SUPPORT
BOLD FUTURES NM 309 GOLD AVE SW ALBUQUERQUE, NM 87102	85-0481224	501C3	166,250.				PROGRAM SUPPORT
BYP100 EDUCATION FUND PO BOX 15254 CHICAGO, IL 60615	81-0975889	501C3	100,000.				PROGRAM SUPPORT
CALL BLACKLINE 4435 ESTRELLA #5 SAN DIEGO, CA 92115	83-4625415	501C3	10,000.				PROGRAM SUPPORT
CENTER FOR CIVIC POLICY PO BOX 27616 ALBUQUERQUE, NM 87125	01-0869701	501C3	15,000.				PROGRAM SUPPORT
CTR FOR LABOR EDUCATION & RES 345 CENTRE ST JAMAICA PLAIN, MA 02130	22-2604923	501C3	10,000.				PROGRAM SUPPORT
CHINESE PROGRESSIVE ASSN 1042 GRANT AVE, STE 5 SAN FRANCISCO, CA 94133	23-7404756	501C3	60,000.				PROGRAM SUPPORT
CIHUAPACTLI COLLECTIVE PO BOX 20345 PHOENIX, AZ 85036	82-4846555	501C3	20,000.				PROGRAM SUPPORT
CIRCLE OF HEALTH INTERNATIONAL 411 W MONROE ST AUSTIN, TX 78704	65-1213326	501C3	10,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Continuation Page 12 of 16

Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
<u>COALITION OF ASIAN AMER LEADE</u> <u>941 LAFOND AVE STE 205</u> SAINT PAUL, MN 55104	81-0874603	501C3	20,000.				PROGRAM SUPPORT
<u>COLECTIVA LEGAL DEL PUEBLO</u> <u>13838 1ST AVE S</u> BURIEEN, WA 98168	46-1470709	501C3	25,000.				PROGRAM SUPPORT
<u>COMMUNITY AID & DEVELOP CORP</u> <u>PO BOX 361270</u> DECATUR, GA 30036	95-3402456	501C3	10,000.				PROGRAM SUPPORT
<u>CRITICAL RESISTANCE</u> <u>1904 FRANKLIN ST. #504</u> OAKLAND, CA 94612	20-4412916	501C3	10,000.				PROGRAM SUPPORT
<u>EVERTHRIVE ILLINOIS</u> <u>1006 S MICHIGAN STE 200</u> CHICAGO, IL 60605	36-3651051	501C3	15,000.				PROGRAM SUPPORT
<u>FAMILY TREE CLINIC</u> <u>1619 DAYTON AVE STE 205</u> ST PAUL, MN 55104	84-0730973	501C3	25,000.				PROGRAM SUPPORT
<u>FEMINIST WOMENS HEALTH CTR</u> <u>1924 CLIFF VALLEY WAY NE</u> ATLANTA , GA 30329	58-1273243	501C3	8,000.				PROGRAM SUPPORT
<u>GEORGIA LATINO ALLIANCE</u> <u>7 DUNWOODY PARK STE 100</u> ATLANTA, GA 30338	76-0809155	501C3	20,000.				PROGRAM SUPPORT
<u>GOT GREEN</u> <u>PO BOX 18794</u> SEATTLE, WA 98118	91-1656676	501C3	75,000.				PROGRAM SUPPORT
<u>GROUNDSWELL INSTITUTE</u> <u>2261 MARKET ST. #240</u> SAN FRANCISCO, CA 94114	47-4485343	501C3	8,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Name of the organization GROUNDSWELL FUND	Employer identification number 47-4003615
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments.(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 noncash assistance	(h) Purpose of grant or assistance
HEALING TO ACTION NFP 332 S MICHIGAN LOWER STE H696 CHICAGO, IL 60604	81-4546742	501C3	10,000.				PROGRAM SUPPORT
I AM HUMAN FOUNDATION 5482 PEACHTREE LANDING DR ELLENWOOD, GA 30294	83-1450516	501C3	11,000.				PROGRAM SUPPORT
INDIGENOUS WORLD ORG PO BOX 1082 AKWESASNE, NY 13655	84-4634997	501C3	25,000.				PROGRAM SUPPORT
JOBS WITH JUSTICE EDUC FUND 1616 P ST NW STE 150 WASHINGTON, DC 20036	20-2794280	501C3	20,000.				PROGRAM SUPPORT
LAGENDER INC 2861 EAST POINT ST ATLANTA, GA 30344	47-4097510	501C3	8,000.				PROGRAM SUPPORT
MISSISSIPPI BLACK WOMEN'S ROU PO BOX 21499 JACKSON, MS 39289	58-2063167	501C3	20,000.				PROGRAM SUPPORT
NEW YORK TRANSGENDER ADVOCACY 215 W 125TH ST, 2ND FL NEW YORK, NY 10027	81-1370263	501C3	15,000.				PROGRAM SUPPORT
NOLEF TURNS 2317 WESTWOOD AVE STE 209 RICHMOND, VA 23230	47-5341386	501C3	10,000.				PROGRAM SUPPORT
NTL. ASSN. TO ADVANCE BK BIRT 5614 CONNECTICUT AVE NW #367 WASHINGTON, DC 20015	91-1837139	501C3	6,250.				PROGRAM SUPPORT
OHIO VOICE 94 TOWN ST COLUMBUS, OH 43215	82-3381404	501C3	20,800.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
ONE FAIR WAGE 45 MT. AUBURN ST CAMBRIDGE, MA 02318	85-0692228	501C3	15,000.				PROGRAM SUPPORT
PODER IN ACTION 5877 W INDIAN SCHOOL RD PHOENIX, AZ 85031	46-2284158	501C3	25,000.				PROGRAM SUPPORT
PROJECT LETS 20 LACE LANE WESTBURY, NY 11590	46-3381454	501C3	8,000.				PROGRAM SUPPORT
RE-BIRTH EQUITY ALLIANCE 3641 HARDY ST FORT WORTH, TX 76106	83-1396730	501C3	10,000.				PROGRAM SUPPORT
REFUGEE COMMUNITY PO BOX 461 CARRBORO, NC 27510	26-3608741	501C3	10,000.				PROGRAM SUPPORT
RESOURCE FOR ORG AND SOCIAL C PO BOX 2444 AUGUSTA, ME 04338	01-0353747	501C3	6,000.				PROGRAM SUPPORT
ROOTT 394 E TOWN ST COLUMBUS, OH 43215	82-1964469	501C3	30,000.				PROGRAM SUPPORT
SISTERS PGH, CORP 2014 MONONGAHELA AVE PITTSBURGH, PA 15218	82-1600131	501C3	28,000.				PROGRAM SUPPORT
SOUTHEAST ASIAN COALITION OF 484 MAIN ST. #400 WORCESTER, MA 01608	04-3393955	501C3	8,000.				PROGRAM SUPPORT
STATE VOICES 1616 P STREET NW WASHINGTON, DC 20036	20-1115618	501C3	20,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Name of the organization

GROUNDSWELL FUND

Employer identification number

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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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
TAKE 7769 2ND AVE SOUTH BIRMINGHAM, AL 35206	85-0702039	501C3	33,000.				PROGRAM SUPPORT
TENANTS AND WORKERS UNITED 3801 MOUNT VERNON AVE ALEXANDRIA, VA 22305	54-1515305	501C3	8,000.				PROGRAM SUPPORT
THE BLACK COLLECTIVE 937 NW 3RD AVE MIAMI, FL 33136	84-2430446	501C3	20,000.				PROGRAM SUPPORT
THE DUBOIS INSTITUTE PO BOX 6102 DOTHAN, AL 36302	20-4446221	501C3	20,000.				PROGRAM SUPPORT
REGENTS OF THE U OF MICHIGAN 3003 S STATE ST, 5TH FL ANN ARBOR, MI 48109	38-6006309	501C3	8,500.				PROGRAM SUPPORT
THE RUCKUS SOCIETY PO BOX 28741 OAKLAND, CA 94604	81-0504390	501C3	15,000.				PROGRAM SUPPORT
TRANS GENTLEMEN OF EXCELLENCE PO BOX 1305 MABLETON, GA 30126	83-0581120	501C3	8,000.				PROGRAM SUPPORT
TRANSFAITH J8 SHIRLEY LANE LAWRENCEVILLE, NJ 08648	23-2842734	501C3	22,000.				PROGRAM SUPPORT
TRANZMISSION 70 WOODFIN PLACE STE 419 ASHEVILLE, NC 28801	82-4861967	501C3	10,000.				PROGRAM SUPPORT
U.T.O.P.I.A. 205 E MEEKER ST KENT, WA 98032	61-1668192	501C3	30,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
UNITED TRIBES OF BRISTOL BAY PO BOX 1488 DILLINGHAM, AK 99576		170C1	10,000.				PROGRAM SUPPORT
WECARETN 4005 PATTE ANN DR MEMPHIS, TN 38116	83-2965696	501C3	8,000.				PROGRAM SUPPORT
WORKERS DIGNITY PROJECT 335 WHITSETT RD NASHVILLE, TN 37210	45-3202280	501C3	10,000.				PROGRAM SUPPORT
YOUTH RISE TEXAS PO BOX 824 AUSTIN, TX 78702	83-0663313	501C3	10,000.				PROGRAM SUPPORT

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2020

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

▶ Attach to Form 990.

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

Part I Questions Regarding Compensation

		Yes	No
1 a	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"/>	Travel for companions		
<input type="checkbox"/>	Tax indemnification and gross-up payments		
<input type="checkbox"/>	Discretionary spending account		
<input type="checkbox"/>	Housing allowance or residence for personal use		
<input type="checkbox"/>	Payments for business use of personal residence		
<input type="checkbox"/>	Health or social club dues or initiation fees		
<input type="checkbox"/>	Personal services (such as maid, chauffeur, chef)		
1 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 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"/>	Independent compensation consultant		
<input checked="" type="checkbox"/>	Form 990 of other organizations		
<input type="checkbox"/>	Written employment contract		
<input checked="" type="checkbox"/>	Compensation survey or study		
<input checked="" type="checkbox"/>	Approval by the board or compensation committee		
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
4 a	Receive a severance payment or change-of-control payment?		X
4 b	Participate in or receive payment from a supplemental nonqualified retirement plan?		X
4 c	Participate in or receive payment from an equity-based compensation arrangement?		X
	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:		
5 a	The organization?		X
5 b	Any related organization?		X
	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:		
6 a	The organization?		X
6 b	Any related organization?		X
	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.		X
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.		X
9	If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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

Schedule J (Form 990) 2020

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				
VANESSA DANIEL 1 EXEC DIRECTOR	(i)	238,330.	0.	0.	38,700.	19,250.	296,280.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JUDY THOMAS 2 CFO	(i)	163,909.	0.	0.	16,000.	10,656.	190,565.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ALEXANDRA D DELVALLE 3 SR DIRECTOR OF SPECIAL PROJECTS	(i)	163,909.	0.	0.	9,015.	38,700.	211,624.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
TARA ELLISON 4 DEPUTY DIRECTOR	(i)	154,375.	0.	0.	0.	9,810.	164,185.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
QUANITA TOFFIE 5 ASSOC EXEC DIR	(i)	180,365.	0.	0.	8,819.	29,508.	218,692.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3 - METHODS USED BY RELATED ORG. TO ESTABLISH CEO/EXEC. DIR. COMPENSATION

MEMBERS OF THE BOARD OF DIRECTORS REVIEW THE COMPENSATION OF ALL HIGH-LEVEL PERSONNEL PERIODICALLY IN ACCORDANCE WITH IRS RULES AND REGULATIONS. EFFORTS ARE MADE TO SECURE COMPENSATION DATA FROM INDUSTRY SOURCES IN ORDER TO DETERMINE COMPETITIVENESS AND APPROPRIATENESS OF SALARIES. EVERY EFFORT IS MADE TO ENSURE THAT THE PROCESS IS THOROUGH AND TRANSPARENT IN ACCORDANCE WITH IRS GUIDELINES AND THE ORGANIZATION'S POLICIES AND PROCEDURES.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2020

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

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

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	5	124,965.	FMV
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 V, Donee Acknowledgement **29**

	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.		

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

Schedule M (Form 990) 2020

Part II Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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.

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

2020

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

FORM 990, PART I, LINE 1 - ORGANIZATION MISSION OR SIGNIFICANT ACTIVITIES

GROUNDSWELL SUPPORTS A STRONGER, MORE EFFECTIVE U.S. MOVEMENT FOR REPRODUCTIVE JUSTICE BY MOBILIZING NEW FUNDING AND CAPACITY BUILDING RESOURCES TO GRASSROOTS ORGANIZING AND POLICY CHANGE EFFORTS LET TO EMPOWER LOW INCOME WOMEN, WOMEN OF COLOR, TRANSGENDER PEOPLE AND GENDER NON-CONFORMING PEOPLE.

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

OUR MISSION IS TO STRENGTHEN US MOVEMENTS FOR REPRODUCTIVE AND SOCIAL JUSTICE BY RESOURCING INTERSECTIONAL GRASSROOTS ORGANIZING AND CENTERING THE LEADERSHIP OF WOMEN OF COLOR-PARTICULARLY THOSE WHO ARE BLACK, INDIGENOUS, TRANSGENDER AND GENDER NON-CONFORMING.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

SINCE ITS INCEPTION IN 2003, GROUNDSWELL HAS MOVED MORE THAN \$60M IN GRANTS AND CAPACITY BUILDING SUPPORT TO OVER 150 ORGANIZATIONS ACROSS 49 STATES AND TERRITORIES, INCREASING THE GIVING OF DOZENS OF NATIONAL AND LOCAL FOUNDATIONS, AND HELPING TO BRING THOUSANDS OF NEW INDIVIDUAL DONORS TO SUPPORT INTERSECTIONAL ORGANIZING. TODAY, GROUNDSWELL IS A LEADING FUNDER OF INTERSECTIONAL ORGANIZING ACROSS NEARLY EVERY MAJOR SOCIAL CHANGE MOVEMENT. WHILE OUR WORK HAS DIVERSIFIED, REPRODUCTIVE JUSTICE REMAINS THE HEART AND SOUL OF OUR WORK, AS WE CONTINUE TO SUPPORT MORE RJ ORGANIZATIONS THAN ANY OTHER FOUNDATION IN THE COUNTRY.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

FORM 990 IS PREPARED BY AN OUTSIDE TAX PROFESSIONAL. THE FORM IS THEN REVIEWED BY THE ORGANIZATION'S MANAGEMENT, THE CFO, AND THE EXECUTIVE DIRECTOR. THIS GROUP OF INDIVIDUALS THEN DISCUSSES THE CONTENTS OF THE RETURN WITH THE OUTSIDE TAX PROFESSIONAL. AFTER A FULL REVIEW, THE FINAL VERSION OF THE TAX RETURN IS PROVIDED TO ALL MEMBERS OF THE ORGANIZATION'S VOTING BODY. A REPRESENTATIVE OF MANAGEMENT

Name of the organization

GROUNDSWELL FUND

Employer identification number

47-4003615

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS (CONTINUED)

AUTHORIZES THE FINAL FORM 990 WHICH IS THEN E-FILED WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

MEMBERS OF THE BOARD OF DIRECTORS REVIEW ALL POTENTIAL CONFLICTS OF INTEREST AT LEAST ANNUALLY. ALL PERSONNEL AND BOARD MEMBERS ARE REQUIRED TO DISCLOSE (IN WRITING) POTENTIAL CONFLICTS AND ANY RELATED PARTY AFFILIATIONS. LOANS BETWEEN THE ORGANIZATION AND MEMBERS OF MANAGEMENT AND THE BOARD ARE STRICTLY PROHIBITED. THE ORGANIZATION SEEKS FULL TRANSPARENCY ON ALL RELATIONSHIPS. ANY POTENTIAL CONFLICTS (IN FACT OR APPEARANCE) ARE DISCUSSED OPENLY AND RESOLVED IN ACCORDANCE WITH THE ORGANIZATION'S POLICIES AND PROCEDURES.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO & TOP MANAGEMENT

MEMBERS OF THE BOARD OF DIRECTORS REVIEW THE COMPENSATION OF ALL HIGH-LEVEL PERSONNEL PERIODICALLY IN ACCORDANCE WITH IRS RULES AND REGULATIONS. EFFORTS ARE MADE TO SECURE COMPENSATION DATA FROM INDUSTRY SOURCES IN ORDER TO DETERMINE COMPETITIVENESS AND APPROPRIATENESS OF SALARIES. EVERY EFFORT IS MADE TO ENSURE THAT THE PROCESS IS THOROUGH AND TRANSPARENT IN ACCORDANCE WITH IRS GUIDELINES AND THE ORGANIZATION'S POLICIES AND PROCEDURES.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

COMPENSATION OF OTHER HIGH-LEVEL PERSONNEL AND KEY EMPLOYEES IS REVIEWED PERIODICALLY BY MEMBERS OF MANAGEMENT. EFFORTS ARE MADE TO SECURE COMPENSATION DATA FROM INDUSTRY SOURCES IN ORDER TO DETERMINE COMPETITIVENESS AND APPROPRIATENESS OF SALARIES AND ALL RELATED BENEFITS. ALL DECISIONS ARE THEN DOCUMENTED IN PERSONNEL FILES.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

ALL OF THE ORGANIZATION'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND OTHER LEGAL FILINGS ARE MAINTAINED IN A SECURE ENVIRONMENT AND HELD AVAILABLE FOR INSPECTION BY

Name of the organization

Employer identification number

GROUNDSWELL FUND

47-4003615

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE (CONTINUED)

TAX AUTHORITIES AND THE GENERAL PUBLIC. TAX RETURNS ARE POSTED ANNUALLY TO WWW.GUIDESTAR.ORG (WHERE THEY ARE AVAILABLE FOR VIEWING AS ELECTRONIC COPIES) AND ARE ALSO AVAILABLE UPON REQUEST.

**FORM 990, PART XI, LINE 9
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

CHANGE IN UNAMORTIZED DISCOUNT.....	\$	4,236.
ROUNDING.....		-1.
	TOTAL \$	<u>4,235.</u>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

GROUNDSWELL FUND

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

OMB No. 1545-0047

2020

Open to Public Inspection

Employer identification number

47-4003615

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
(1) ----- ----- -----					
(2) ----- ----- -----					
(3) ----- ----- -----					

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) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) GROUNDSWELL ACTION FUND 548 MARKET STREET #49734 SAN FRANCISCO, CA 94104 47-4003615	SUPPORTING REPRODUCTIVE RIGHTS	CA	501C4		GROUNDSWELL FUND		X
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) ----- ----- -----									
(2) ----- ----- -----									
(3) ----- ----- -----									

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.

1 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?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1 a		X
1 b		X
1 c		X
1 d	X	
1 e		X
1 f		X
1 g		X
1 h		X
1 i		X
1 j		X
1 k		X
1 l		X
1 m		X
1 n	X	
1 o	X	
1 p		X
1 q		X
1 r		X
1 s		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) GROUNDSWELL ACTION FUND	D	147,412.	COST BASIS
(2) GROUNDSWELL ACTION FUND	O	305,599.	ACTUAL COST
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) ----- ----- -----													
(2) ----- ----- -----													
(3) ----- ----- -----													
(4) ----- ----- -----													
(5) ----- ----- -----													
(6) ----- ----- -----													
(7) ----- ----- -----													
(8) ----- ----- -----													

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.
