

Form **990**

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

# 2008

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b>		<b>D Employer identification number</b>
		HEADWATERS FOUNDATION FOR JUSTICE		36-3359386
		Doing Business As		
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2801 21ST AVENUE SOUTH 132-B		<b>E Telephone number</b> 612-879-0602
City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 55407		<b>G Gross receipts \$</b> 1,968,096.		
<b>F Name and address of principal officer:</b> TRISTA HARRIS SAME AS C ABOVE		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(c) Group exemption number</b> ▶		
<b>J Website:</b> ▶ WWW.HEADWATERSFOUNDATION.ORG		<b>K Type of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
		<b>L Year of formation:</b> 1986		<b>M State of legal domicile:</b> MN

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: HEADWATERS IS A CATALYST FOR SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL JUSTICE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of employees (Part V, line 2a)	5	12
	6 Total number of volunteers (estimate if necessary)	6	75
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,089,124.	1,091,083.
	9 Program service revenue (Part VIII, line 2g)	208,463.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	181,613.	-42,363.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,839.	-4,439.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,482,039.	1,044,281.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	809,821.	378,175.
	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)	415,652.	473,346.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 171,659.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	390,218.	217,010.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,615,691.	1,068,531.	
19 Revenue less expenses. Subtract line 18 from line 12	-133,652.	-24,250.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 3,982,386.	End of Year 3,429,603.
	21 Total liabilities (Part X, line 26)	50,719.	31,575.
	22 Net assets or fund balances. Subtract line 21 from line 20	3,931,667.	3,398,028.

<b>Part II Signature Block</b>			
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	Date	
	▶ TRISTA HARRIS, EXECUTIVE DIRECTOR		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4		Preparer's identifying number (see instructions)
▶ WILKERSON, GUTHMANN + JOHNSON, LTD.		09/22/09	
▶ 55 EAST FIFTH STREET, SUITE 1300		EIN ▶	
▶ SAINT PAUL, MINNESOTA 55101-1790		Phone no. ▶ 651 222-1801	

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION HEADWATERS IS A COMMUNITY FOUNDATION THAT SERVES AS A CATALYST FOR SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL JUSTICE. THROUGH TECHNICAL ASSISTANCE, COMMUNITY-LED GRANTMAKING AND DONOR EDUCATION, HEADWATERS SUPPORTS GRASSROOTS GROUPS BY ADDRESSING THE ROOT CAUSES OF INJUSTICE.

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? [X] Yes [ ] No If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code: ) (Expenses \$ 502,344. including grants of \$ 378,175. ) (Revenue \$ 0. )

GRANTMAKING PROGRAMS:

IN FISCAL YEAR 2009 HEADWATERS AWARDED \$378,175 IN 28 GRANTS TO NONPROFIT ORGANIZATIONS MAINLY IN MINNESOTA AND WISCONSIN. GRANTS ARE MADE THROUGH THE SOCIAL CHANGE FUND, THE FUND OF THE SACRED CIRCLE, AND FROM DONOR ADVISED FUNDS. IN GENERAL, HEADWATERS FUNDING IS FOCUSED AROUND THE FOLLOWING ISSUE AREAS: SOCIAL JUSTICE, ECONOMIC JUSTICE, RACIAL JUSTICE AND ENVIRONMENTAL JUSTICE.

CONTINUED ON SCHEDULE O

4b (Code: ) (Expenses \$ 93,114. including grants of \$ ) (Revenue \$ 0. )

CAPACITY BUILDING PROGRAM:

THE GOAL OF OUR CAPACITY BUILDING PROGRAM IS TO HELP ORGANIZATIONS AND THEIR LEADERS DEVELOP CORE SKILLS, DEEPEN POLITICAL ANALYSIS, AND BUILD ORGANIZATIONAL EFFECTIVENESS AND SUSTAINABILITY FOR LONG-TERM SOCIAL JUSTICE IMPACT. CAPACITY BUILDING GOES HAND IN HAND WITH GRANTMAKING - SUPPORTING GRANTEEES AND OTHER GRASSROOTS GROUPS SO THAT THEY HAVE THE TOOLS TO BE MORE EFFECTIVE IN ADVANCING THEIR MISSION.

CONTINUED ON SCHEDULE O

4c (Code: ) (Expenses \$ 86,560. including grants of \$ ) (Revenue \$ 0. )

DONOR EDUCATION & COMMUNICATION:

HEADWATERS OFFERS DONOR EDUCATION PROGRAMS TO ENCOURAGE INDIVIDUALS TO ADVOCATE, INVEST IN AND GIVE STRATEGICALLY FOR JUSTICE. IN FISCAL YEAR 2009, ISSUE EDUCATION WAS THE FOCUS OF OUR DONOR EDUCATION OFFERINGS.

CONTINUED ON SCHEDULE O

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

4e Total program service expenses \$ 682,018. (Must equal Part IX, Line 25, column (B).)

**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 Schedule B, Schedule of Contributors?	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	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where 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; 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 hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school as 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 U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total 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 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 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, questions 3, 4, or 5? <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 questions 24b-24d and complete Schedule K. If "No," go to question 25</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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....		X
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

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**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a	16	
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b	0	
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a	12	
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>3b</b>			
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>5c</b>			
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>6b</b>			
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7b</b>			
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
<b>7c</b>			
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d	1	
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7e</b>			
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7f</b>			
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
<b>7g</b>			
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
<b>7h</b>			
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>8</b>			
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9a</b>			
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>9b</b>			
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	10a	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders	11a	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>	12b	

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body .....		
<b>1b</b>	Enter the number of voting members that are independent .....		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? .....		X
<b>6</b>	Does the organization have members or stockholders? .....		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? .....		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	The governing body? .....	X	
<b>8b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates? .....		X
<b>9b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? .....		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 .....	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>12b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>12c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done .....	X	
<b>13</b>	Does the organization have a written whistleblower policy? .....	X	
<b>14</b>	Does the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
<b>15a</b>	The organization's CEO, Executive Director, or top management official? .....	X	
<b>15b</b>	Other officers or key employees of the organization? .....		X
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		X
<b>16b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ MN, WI**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶  
**JIM SAUDER - 612-879-0602**  
**2801 21ST AVENUE SOUTH NO. 132-B 55407**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
SHAYNA BERKOWITZ BOARD MEMBER	1.00	X					0.	0.	0.	
CLAIRE CHANG BOARD MEMBER	1.00	X					0.	0.	0.	
TIM DAVIES BOARD MEMBER	1.00	X					0.	0.	0.	
AMALIA DELONEY BOARD MEMBER	1.00	X					0.	0.	0.	
JIHAN GOLDEN BOARD MEMBER	1.00	X					0.	0.	0.	
SHALINI GUPTA CO-CHAIR	1.00	X					0.	0.	0.	
JUSTIN HUENEMANN BOARD MEMBER	1.00	X					0.	0.	0.	
JOHN KOSTISHACK BOARD MEMBER	1.00	X					0.	0.	0.	
AMY LANGE BOARD MEMBER	1.00	X					0.	0.	0.	
BOA LEE SECRETARY	1.00	X					0.	0.	0.	
KHANH NGUYEN BOARD MEMBER	1.00	X					0.	0.	0.	
STEVEN RENDEROS BOARD MEMBER	1.00	X					0.	0.	0.	
DUKE SCHEMP BOARD MEMBER	1.00	X					0.	0.	0.	
PENELOPE SNIPPER CO-CHAIR	1.00	X					0.	0.	0.	
ROBERT SYKORA BOARD MEMBER	1.00	X					0.	0.	0.	
DOMINICK WASHINGTON BOARD MEMBER	1.00	X					0.	0.	0.	
LAURA WATERMAN WITTSTOCK BOARD MEMBER	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
PERRY WILSON TREASURER	1.00	X					0.	0.	0.	
TRISTA HARRIS EXECUTIVE DIRECTOR	40.00			X			25,341.	0.	0.	
JIM SAUDER OPERATIONS DIRECTOR	40.00			X			67,087.	0.	0.	
<b>1b Total</b>							<b>92,428.</b>	<b>0.</b>	<b>0.</b>	

**2** Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
<b>4</b> 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
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization 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.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 0

Part VIII Statement of Revenue			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,091,083.				
	g	Noncash contributions included in lines 1a-1f: \$		78,912.				
	h	<b>Total.</b> Add lines 1a-1f		1091083.				
	Program Service Revenue	2 a		Business Code				
		b						
c								
d								
e								
f		All other program service revenue						
g		<b>Total.</b> Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		19,839.			19,839.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
			b	Less: rental expenses				
			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				
			b	Less: cost or other basis and sales expenses				
			c	Gain or (loss)				
			d	Net gain or (loss)		-62,202.		-62,202.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	17,678.				
			b	Less: direct expenses				
			c	Net income or (loss) from fundraising events		-4,910.	-4,910.	
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
b			Less: direct expenses					
c			Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a						
		b	Less: cost of goods sold					
		c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS	900099	471.			471.		
b								
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d		471.					
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		1044281.	-4,910.	0.	-41,892.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 .....	378,175.	378,175.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	130,564.	56,971.	47,135.	26,458.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	251,888.	105,614.	95,655.	50,619.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	18,728.	8,071.	6,826.	3,831.
9 Other employee benefits .....	40,830.	19,825.	11,484.	9,521.
10 Payroll taxes .....	31,336.	13,321.	11,700.	6,315.
11 Fees for services (non-employees):				
a Management .....	34,701.	11,913.	3,970.	18,818.
b Legal .....				
c Accounting .....	13,990.	6,829.	3,880.	3,281.
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....	25,262.	8,672.	2,890.	13,700.
12 Advertising and promotion .....				
13 Office expenses .....				
14 Information technology .....				
15 Royalties .....				
16 Occupancy .....	14,536.	7,096.	4,031.	3,409.
17 Travel .....	12,742.	8,205.	1,787.	2,750.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....	15,380.	9,928.	361.	5,091.
20 Interest .....				
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	49,025.	23,930.	13,597.	11,498.
23 Insurance .....	2,218.	1,083.	615.	520.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>MEMBERSHIP</b> .....	18,202.	8,885.	5,048.	4,269.
b <b>POSTAGE</b> .....	8,903.	2,057.	1,076.	5,770.
c <b>PRINTING, COPYING &amp; PUB</b> .....	6,463.	2,858.	1,046.	2,559.
d <b>REPAIRS &amp; MAINTENANCE</b> .....	5,340.	2,607.	1,481.	1,252.
e <b>TELEPHONE</b> .....	4,058.	1,981.	1,125.	952.
f All other expenses .....	6,190.	3,997.	1,147.	1,046.
25 <b>Total functional expenses.</b> Add lines 1 through 24f	1,068,531.	682,018.	214,854.	171,659.
26 <b>Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	466,046.	<b>2</b>	362,956.
	<b>3</b> Pledges and grants receivable, net .....	97,434.	<b>3</b>	416,014.
	<b>4</b> Accounts receivable, net .....	3,118.	<b>4</b>	1,636.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	3,718.	<b>9</b>	5,905.
	<b>10a</b> Land, buildings, and equipment: cost basis ...	<b>10a</b> 260,463.		
	<b>b</b> Less: accumulated depreciation. Complete Part VI of Schedule D .....	<b>10b</b> 210,946.		
	<b>11</b> Investments - publicly traded securities .....	634,060.	<b>11</b>	397,814.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	2,221,233.	<b>12</b>	1,537,174.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	458,235.	<b>15</b>	658,587.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	3,982,386.	<b>16</b>	3,429,603.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	39,033.	<b>17</b>	19,889.
	<b>18</b> Grants payable .....	10,000.	<b>18</b>	10,000.
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable .....		<b>24</b>	
	<b>25</b> Other liabilities. Complete Part X of Schedule D .....	1,686.	<b>25</b>	1,686.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	50,719.	<b>26</b>	31,575.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	82,980.	<b>27</b>	-695,586.
	<b>28</b> Temporarily restricted net assets .....	86,501.	<b>28</b>	330,620.
	<b>29</b> Permanently restricted net assets .....	3,762,186.	<b>29</b>	3,762,994.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	3,931,667.	<b>33</b>	3,398,028.	
<b>34</b> Total liabilities and net assets/fund balances .....	3,982,386.	<b>34</b>	3,429,603.	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
<b>b</b>	Were the organization's financial statements audited by an independent accountant? .....	X	
<b>c</b>	If "Yes" to lines 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	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....		X
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? .....		

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **HEADWATERS FOUNDATION FOR JUSTICE** Employer identification number **36-3359386**

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 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.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete the Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	11g(i)	
(ii) A family member of a person described in (i) above? .....	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	11g(iii)	
- h Provide the following information about the organizations the organization supports.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule A (Form 990 or 990-EZ) 2008

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	1,186,739.	1,272,238.	1,231,037.	1,211,810.	1,091,083.	5,992,907.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....	1,186,739.	1,272,238.	1,231,037.	1,211,810.	1,091,083.	5,992,907.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						2,120,590.
<b>6 Public Support.</b> Subtract line 5 from line 4.						3,872,317.

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....	1,186,739.	1,272,238.	1,231,037.	1,211,810.	1,091,083.	5,992,907.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	67,272.	110,998.	54,672.	46,188.	19,839.	298,969.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10 .....						6,291,876.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	1,237,983.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	61.54 %
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>	65.86 %
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>6 Total.</b> Add lines 1 - 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						

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

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for <b>2008</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from <b>2007</b> Schedule A, Part IV-A, line 27h .....	<b>18</b>	%

**19a 33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

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

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

**2008**

Name of the organization

Employer identification number

HEADWATERS FOUNDATION FOR JUSTICE

36-3359386

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

**HEADWATERS FOUNDATION FOR JUSTICE**

**36-3359386**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 51,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 12,944.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 62,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 50,506.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b>  <b>HEADWATERS FOUNDATION FOR JUSTICE</b>	<b>Employer identification number</b>  <b>36-3359386</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	_____ _____ _____	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	_____ _____ _____	\$ <u>425,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	_____ _____ _____	\$ <u>61,224.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	_____ _____ _____	\$ <u>129,600.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	_____ _____ _____	\$ <u>25,445.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>HEADWATERS FOUNDATION FOR JUSTICE</b>	Employer identification number <b>36-3359386</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	71 SHARES OF APACHE CORPORATION; 100 SHARES OF COLGATE PALMOLIVE CO.; 100 SHARES OF STAPLES, INC.	\$ 12,944.	12/11/08
4	410 SHARES OF PROCTOR & GAMBLE CO.; 1,420 SHARES OF PFIZER INC.	\$ 50,506.	12/31/08
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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

**Political Campaign and Lobbying Activities**  
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

▶ **To be completed by organizations described below.**  
▶ **Attach to Form 990 or Form 990-EZ.**

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

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

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

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

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then**

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

Name of organization <b>HEADWATERS FOUNDATION FOR JUSTICE</b>	Employer identification number <b>36-3359386</b>
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**Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.**

See the instructions for Schedule C for details.

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

**Part I-B To be completed by all organizations exempt under section 501(c)(3).**

See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).**

See the instructions for Schedule C for details.

- 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 of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

**Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)).** See the instructions for Schedule C for details.

- A** Check  if the filing organization belongs to an affiliated group.  
**B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) .....		7,000.													
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....		8,000.													
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....		15,000.													
<b>d</b> Other exempt purpose expenditures .....		1,053,531.													
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....		1,068,531.													
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.		181,853.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....		45,463.													
<b>h</b> Subtract line 1g from line 1a. Enter -0- if line g is more than line a .....		0.													
<b>i</b> Subtract line 1f from line 1c. Enter -0- if line f is more than line c .....		0.													
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
<b>2a</b> Lobbying non-taxable amount	228,769.	237,475.	230,785.	181,853.	878,882.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					1,318,323.
<b>c</b> Total lobbying expenditures	15,200.	12,750.	50,100.	15,000.	93,050.
<b>d</b> Grassroots non-taxable amount	57,192.	59,369.	57,696.	45,463.	219,720.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					329,580.
<b>f</b> Grassroots lobbying expenditures	13,200.	11,250.	45,500.	7,000.	76,950.

Schedule C (Form 990 or 990-EZ) 2008

**Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)).** See the instructions for Schedule C for details.

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

**Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).** See the instructions for Schedule C for details.

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

**Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes."** See Schedule C instructions for details.

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

**Part IV Supplemental Information**

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

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**Schedule D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization** HEADWATERS FOUNDATION FOR JUSTICE **Employer identification number** 36-3359386

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....	18	
2 Aggregate contributions to (during year) .....	91,695.	
3 Aggregate grants from (during year) .....	84,675.	
4 Aggregate value at end of year .....	223,607.	

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of certified historic structure  
 Preservation of open space
- 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- |  | Held at the End of the Year |
|--|-----------------------------|
| a Total number of conservation easements .....   | 2a                          |
| b Total acreage restricted by conservation easements .....                                 | 2b                          |
| c Number of conservation easements on a certified historic structure included in (a) ..... | 2c                          |
| d Number of conservation easements included in (c) acquired after 8/17/06 .....            | 2d                          |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ \_\_\_\_\_
- 4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?  Yes  No
- 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ \_\_\_\_\_
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_
- b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

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

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- |  | Amount    |
|--|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |
- 2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance	3319465.				
<b>b</b> Contributions	808.				
<b>c</b> Investment earnings or losses	-565,740.				
<b>d</b> Grants or scholarships	140,240.				
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	2614293.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment  \_\_\_\_\_ %
  - b** Permanent endowment  100.00 %
  - c** Term endowment  \_\_\_\_\_ %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                                    | Yes                                 | No                                  |
|------------------------------------|-------------------------------------|-------------------------------------|
| <b>(i)</b> unrelated organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| <b>(ii)</b> related organizations  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements				
<b>d</b> Equipment		147,021.	119,329.	27,692.
<b>e</b> Other		113,442.	91,617.	21,825.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				49,517.



**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,044,281.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,068,531.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-24,250.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-509,389.
9	Total adjustments (net). Add lines 4-8	9	-509,389.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	-533,639.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	557,480.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-509,389.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	22,588.
e	Add lines 2a through 2d	2e	-486,801.
3	Subtract line 2e from line 1	3	1,044,281.
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 XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	1,044,281.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	1,091,119.
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	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	22,588.
e	Add lines 2a through 2d	2e	22,588.
3	Subtract line 2e from line 1	3	1,068,531.
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 XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	1,068,531.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

**PART V, LINE 4: HEADWATERS MAINTAINS A GENERAL ENDOWMENT WHICH**

**SUPPORTS THE ONGOING WORK OF THE FOUNDATION.**

**HEADWATERS ALSO MAINTAINS AN ENDOWMENT TO SUPPORT NATIVE LEADERSHIP**

**WORKING TO ENSURE THAT INDIGENOUS CULTURES ARE HONORED, AMERICAN INDIANS**

**ARE TREATED WITH FAIRNESS AND EQUITY, AND THAT THE SOVEREIGNTY AND**

**SELF-DETERMINATION OF NATIVE PEOPLE IS SECURE.**

**Part XIV** Supplemental Information (continued)

PART XI, LINE 8 - OTHER ADJUSTMENTS:

UNREALIZED (LOSS) ON INVESTMENTS

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES



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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))	
		ALLIES FOR JUSTICE FUND (event type)	(event type)	NONE (total number)		
Revenue	1	Gross receipts	17,678.		17,678.	
	2	Less: Charitable contributions				
	3	Gross revenue (line 1 minus line 2)	17,678.		17,678.	
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses	22,588.		22,588.	
	8	Direct expense summary. Add lines 4 through 7 in column (d)				( 22,588.)
	9	Net income summary. Combine lines 3 and 8 in column (d)				-4,910.

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

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

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states? _____	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____	12	

**13** Indicate the percentage of gaming activity operated in:

<b>a</b> The organization's facility .....	<b>13a</b>	%
<b>b</b> An outside facility .....	<b>13b</b>	%

**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? .....

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

**c** If "Yes," enter name and address:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**16** Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

- Director/officer       Employee       Independent contractor

**17** Mandatory distributions:

**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? .....

**b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

	Yes	No
<b>13a</b>		
<b>13b</b>		
<b>14</b>		
<b>15a</b>		
<b>16</b>		
<b>17a</b>		

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the U.S.**

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

OMB No. 1545-0047

2008

**Open to Public  
Inspection**

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number

**36-3359386**

**Part I General Information on Grants and Assistance**

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

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

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
AFRICAN & AMERICAN FRIENDSHIP ASSOCIATION FOR COOPERATION AND DEVELOPMENT - 1821 UNIVERSITY AVE. W., SUITE S-328 - MINNEAPOLIS, MN	57-1139418	501(C)(3)	10,000.	0.			FOREIGN TRAINED HEALTHCARE PROFESSIONAL ADVOCACY PROJECT
ALL PARKS ALLIANCE FOR CHANGE (APAC) - 970 RAYMOND AVE., SUITE 105 - SAINT PAUL, MN 55114	41-1386600	501(C)(3)	10,000.	0.			MANUFACTURED HOME PARK ORGANIZING PROGRAM
AMAZE PO BOX 17417 MINNEAPOLIS, MN 55417	41-1972162	501(C)(3)	11,000.	0.			GENERAL SUPPORT
WOMEN OF NATIONS C/O AMERICAN INDIAN SAFETY COUNCIL, MINNEAPOLIS - 73 LEECH STREET - SAINT PAUL, MN 55102	41-1447503	501(C)(3)	10,000.	0.			GENERAL SUPPORT
ANANYA DANCE THEATRE 500 21ST AVE. #203 MINNEAPOLIS, MN 55455	20-4261878	501(C)(3)	6,000.	0.			ASHESH BARSHA, UNENDING MONSOON
BREAST CANCER ACTION 55 NEW MONTGOMERY STREET, SUITE 323 SAN FRANCISCO, CA 94105	94-3138992	501(C)(3)	8,000.	0.			GENERAL SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations ..... ▶ **16.**
- 3** Enter total number of other organizations ..... ▶ **12.**

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

Schedule I (Form 990) 2008

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

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

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

SCHEDULE I, PART I, LINE 2: HEADWATERS MAKES GRANTS TO TWIN CITIES, GREATER MINNESOTA AND WISCONSIN SOCIAL CHANGE ORGANIZATIONS THAT ARE BASED IN A COMMUNITY WITH CONSTITUENT LEADERSHIP, ADDRESSING THE ROOT CAUSES OF PROBLEMS IN OUR SOCIETY, WORKING IN A COOPERATIVE MANNER WITH OTHER GROUPS IN THE COMMUNITY, AND HAVE LIMITED ACCESS TO TRADITIONAL FUNDING SOURCES. APPLICANTS ARE JUDGED THROUGH A MULTI-STEP REVIEW PROCESS CONDUCTED BY THE HEADWATERS GRANTS COMMITTEE. INDIVIDUALS ARE NOT ELIGIBLE FOR FUNDING. FUNDS ARE ONLY DISTRIBUTED TO IRS CODE 501(C)(3) ORGANIZATIONS, OR THE 501 (C)(3) ELIGIBLE ACTIVITIES. IN INSTANCES WHERE THE ORGANIZATION HAS NOT YET

**SCHEDULE I-1  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number

**36-3359386**

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CENTER FOR EARTH ENERGY AND DEMOCRACY - 2105 FIRST AVE. S. - MINNEAPOLIS, MN 55404	36-3501938	501(C)(3)	10,000.	0.			BUILDING A LOCAL CLIMATE JUSTICE MOVEMENT
CENTRO CAMPESINO 216 NORTH OAK AVENUE OWATONNA, MN 55060	41-1945775	501(C)(3)	15,000.	0.			MIGRANT HEALTH ORGANIZING/IMMIGRANT EMPOWERMENT PROJECTS
CIRCLE, THE 1508 E. FRANKLIN AVE, SUITE 100 MINNEAPOLIS, MN 55404	41-1080891	501(C)(3)	10,000.	0.			AMERICAN INDIAN NEWS, ARTS AND CULTURE
COMMUNITIES UNITED AGAINST POLICE BRUTALITY - 3100 16TH AVE. S. - MINNEAPOLIS, MN 55407			10,000.	0.			GENERAL SUPPORT
COMMUNITY STABILIZATION PROJECT 801 SELBY AVE SAINT PAUL, MN 55104	41-1729493	501(C)(3)	10,000.	0.			LIGHT RAIL PROJECT
CROSSINGBARRIERS 450 SYNDICATE ST. N., SUITE 45 SAINT PAUL, MN 55104	41-0883443	501(C)(3)	10,000.	0.			EDEN PRAIRIE EDUCATION PROJECT AND LEADERSHIP DEVELOPMENT
ENVIRONMENTAL JUSTICE ADVOCATES OF MN - 2100 PLYMOUTH AVE. N. - MINNEAPOLIS, MN 55411	41-9518172	501(C)(3)	10,000.	0.			COMMUNITY ADVOCACY PROGRAM
HARRISON NEIGHBORHOOD ASSOCIATION 503 IRVING AVE. W., SUITE 100 MINNEAPOLIS, MN 55405	41-1490425	501(C)(3)	15,000.	0.			HARRISON ENVIRONMENTAL JUSTICE INITIATIVE

**2** Enter total number of Section 501(c)(3) and government organizations ..... **3** Enter total number of other organizations .....

**SCHEDULE I-1  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

2008

**Open to Public  
Inspection**

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number

**36-3359386**

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE W., SUITE 150 SAINT PAUL, MN 55114	41-1830619	501(C)(3)	16,000.	0.			THE COALITION FOR PERMANENT RESIDENCY
AURORA ST. ANTHONY NEIGHBORHOOD DEVELOPMENT CORP. C/O JUST EQUITY - 774 UNIVERSITY AVE - SAINT PAUL, MN 55104	41-1432372	501(C)(3)	15,000.	0.			CENTRAL CORRIDOR EQUITY COALITION/ENVIRONMENTAL JUSTICE CAMPAIGN
MAIN STREET PROJECT PO BOX 80066 MINNEAPOLIS, MN 55408	20-1788275	501(C)(3)	10,000.	0.			JUSTICE 2.0
ORGANIZING APPRENTICESHIP PROJECT (OAP) - 2525 E. FRANKLINE AVE, SUITE 301 - MINNEAPOLIS, MN 55406	41-1750116	501(C)(3)	6,000.	0.			GENERAL SUPPORT
PEOPLE ESCAPING POVERTY PROJECT 116 12TH STREET S MOORHEAD, MN 56560	41-1650503	501(C)(3)	11,000.	0.			ALLIANCE FOR RACIAL EQUITY
NA-WAY-EE CENTER SCHOOL C/O PHILLIPS INDIAN EDUCATORS (PIE) - 2421 BLOOMINGTON AVE S - MINNEAPOLIS, MN 55405	36-3591386	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SOMALI ACTION ALLIANCE 2525 E. FRANKLINE AVE, SUITE 301 MINNEAPOLIS, MN 55406	26-0903134	501(C)(4)	11,000.	0.			GENERAL SUPPORT
TAKE ACTION MN 1821 UNIVERSTY AVE. W., SUITE S-137 SAINT PAUL, MN 55104	20-3338691	501(C)(3)	11,000.	0.			HMONG ORGANIZING PROGRAM

**2** Enter total number of Section 501(c)(3) and government organizations .....

**3** Enter total number of other organizations .....

**SCHEDULE I-1  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number

**36-3359386**

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WELFARE RIGHTS COMMITTEE PO BOX 687 MINNEAPOLIS, MN 55407	41-1718790	501(C)(4)	10,000.	0.			FIGHTING FOR ECONOMIC JUSTICE: CAMPAIGN FOR A PEOPLE'S BAILOUT
WEST SIDE CITIZENS ORGANIZATION 127 WINIFRED STREET W. SAINT PAUL, MN 55107	23-7447142	501(C)(3)	15,000.	0.			COMMUNITY ACCESS TO INFORMATION/ECO-ACTION COMMITTEE
WI INDIAN EDUCATION ASSOCIATION 231 STEEPLE ROAD MOSINEE, WI 554455	36-1608598	501(C)(3)	10,000.	0.			INDIAN EDUCATORS AS ADVOCATES
WOMEN'S ENVIRONMENTAL INSTITUTE PO BOX 128 NORTH BRANCH, MN 55056	20-0312344	501(C)(3)	17,000.	0.			ORGANIZING FOR GREEN JOBS IN THE PHILLIPS NEIGHBORHOOD
WORKERS INTERFAITH NETWORK 2511 E. FRANKLIN AVE MINNEAPOLIS, MN 55406	20-0572836	501(C)(3)	12,000.	0.			WAGE THEFT CAMPAIGN
YOUTH RESTITANCE PROJECT 3024 CHICAGO AVE, UNIT 1 MINNEAPOLIS, MN 55407	33-1200635	501(C)(3)	10,000.	0.			ORGANIZING FOR OUR FUTURE: ALTERNATIVE TO MILITARY SERVICE
OTHER GRANTS: \$5,000 AND UNDER (SEE ATTACHMENT A)			69,175.	0.			

**2** Enter total number of Section 501(c)(3) and government organizations ..... **34**

**3** Enter total number of other organizations ..... **34**

**Part IV** Supplemental Information

RECEIVED ITS OWN 501 (C)(3) CLASSIFICATION, A FISCAL AGENT WITH 501(C)(3) STATUS MAY ACT AS SPONSOR. WITH AN INITIAL APPLICATION, GROUPS MUST SUPPLY A COPY OF THE DETERMINATION LETTER, A LIST OF BOARD MEMBERS, BUDGET AND FINANCIAL INFORMATION, AND A WRITTEN NARRATIVE PROPOSAL ABOUT THE PROJECT. IF AN AWARD IS MADE, GROUPS MUST SIGN A GRANT AGREEMENT INDICATING THE TERMS OF THE GRANT AND REPORTING REQUIREMENTS. GROUPS MUST ALSO PROVIDE EVIDENCE OF CURRENT REGISTRATION WITH THE MINNESOTA ATTORNEY GENERAL'S CHARITY DIVISION. IF FUNDS ARE DISTRIBUTED TO A FISCAL AGENT, A LETTER IS REQUIRED FROM THAT ORGANIZATION INDICATING THE ORGANIZATION'S WILLINGNESS TO SERVE IN THAT CAPACITY. ORGANIZATIONS RECEIVING FUNDING ARE REQUIRED TO SUBMIT A FINAL REPORT ONE YEAR AFTER FUNDS WERE RECEIVED. ORGANIZATIONS THAT WERE FUNDED IN THE PREVIOUS YEAR ARE REQUIRED TO SUBMIT A SIX-MONTH PROGRESS REPORT WITH THEIR CURRENT APPLICATION. ORGANIZATIONS THAT WERE FUNDED PREVIOUSLY MUST HAVE ALL PROGRESS REPORTS SUBMITTED BEFORE ANY ADDITIONAL DOLLARS ARE GRANTED.

**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

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Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization

**HEADWATERS FOUNDATION FOR JUSTICE**

Employer identification number

**36-3359386**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	8	78,912.	AVERAGE HIGH/LOW PRICE
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution (historic structures) .....				
14 Qualified conservation contribution (other) ...				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

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

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....

b If "Yes," describe in Part II.

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

Schedule M (Form 990) 2008

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HEADWATERS' SOCIAL CHANGE GRANTMAKING HAS BEEN THE CORE OF OUR WORK FOR THE PAST 25 YEARS. DURING THAT TIME, WE HAVE DISTRIBUTED \$8.5 MILLION IN 3,200 GRANTS TO GRASSROOTS NONPROFITS IN MINNESOTA AND WISCONSIN. THE FOCUS OF OUR WORK IS ON SOCIAL, RACIAL, ECONOMIC AND ENVIRONMENTAL JUSTICE. GRANTS OF BETWEEN \$5,000 AND \$10,000 ARE AWARDED TO SUPPORT A WIDE RANGE OF ACTIVITIES WITHIN THESE AREAS. IT IS OUR CORE BELIEF THAT THE PEOPLE MOST AFFECTED BY THE ISSUES WE WORK ON HAVE THE HIGHEST VESTED INTEREST IN AND ARE BEST ABLE TO MAKE INFORMED DECISIONS ABOUT THE ISSUES THAT IMPACT THEIR LIVES. THUS OUR GRANTMAKING COMMITTEE IS MADE UP OF COMMUNITY REPRESENTATIVES WHO WORK ON SOCIAL JUSTICE DAY TO DAY.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

WALK FOR JUSTICE

IN DECEMBER OF 2007, HEADWATERS DECIDED TO END ITS ANNUAL WALK FOR JUSTICE. AFTER AN EXTENSIVE EVALUATION PROCESS THE HEADWATERS BOARD OF DIRECTORS CAME TO A UNANIMOUS DECISION TO BRING THE FOUNDATION'S 12-YEAR-OLD WALK FOR JUSTICE TO AN END. THE WALK WAS THE LARGEST GRASSROOTS GATHERING IN THE STATE, PROVIDING A MECHANISM FOR SOCIAL JUSTICE GROUPS TO RAISE MONEY AND VISIBILITY, WHILE CREATING A UNIQUE OPPORTUNITY FOR THE PROGRESSIVE COMMUNITY TO COME TOGETHER AND CELEBRATE THEIR WORK. CHANGING TIMES, NEW RESOURCES AND OPPORTUNITIES HAVE PLACED HEADWATERS IN A UNIQUE POSITION TO SUPPORT THE SOCIAL JUSTICE MOVEMENT IN MORE STRATEGIC AND INNOVATIVE WAYS. PUTTING ON A

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

HEADWATERS FOUNDATION FOR JUSTICE

Employer identification number

36-3359386

SPECIAL EVENT IS EXPENSIVE AND THE RESOURCES RAISED HAD NOT KEPT PACE WITH THE COSTS. AS AN ORGANIZATION HEADWATERS FELT ITS RESOURCES COULD BE BEST UTILIZED BY HELPING GROUPS LEARN AND USE NEW TECHNIQUES TO RAISE MONEY IN MORE COST EFFECTIVE WAYS. THE FINAL WALK FOR JUSTICE WAS HELD IN SEPTEMBER OF 2007 AND PROCEEDS DISTRIBUTED TO PARTICIPATING ORGANIZATIONS THROUGHOUT OUR 2007-2008 FISCAL YEAR.

**DEMOCRACY FUND**

THE DEMOCRACY! FUND BEGAN AS A LOCAL FUNDING COLLABORATIVE. IT WAS LAUNCHED IN 2004 WITH THREE FUNDING PARTNERS: OTTO BREMER FOUNDATION, WOMEN'S FOUNDATION OF MINNESOTA AND HEADWATERS FOUNDATION FOR JUSTICE. THE FUNDING EXCHANGE ALSO CONTRIBUTED TO THE GRANTS POOL IN 2004. IN 2006, THE MINNEAPOLIS FOUNDATION AND THE WOMEN'S FOUNDATION OF MINNESOTA JOINED THE FUNDING COLLABORATIVE. THROUGH OUR COLLABORATIVE GRANTMAKING WE INCREASED THE IMPACT OF NONPROFIT ORGANIZATIONS WORKING ON PUBLIC POLICY AND ADVOCACY AND THE NUMBER OF LOCAL FUNDERS PROVIDING RESOURCES FOR THESE EFFORTS.

DURING THE FIRST FOUR YEARS OF FUNDING, THERE WERE 266 TOTAL APPLICATIONS REQUESTING OVER \$2.4 MILLION. WE WERE ABLE TO SUPPORT TWELVE PERCENT OF THE ORGANIZATIONS THAT APPLIED, WITH 65 GRANTS TOTALING \$538,000 TO DATE.

FOR THE FIRST FOUR YEARS OF THE FUND, HEADWATERS FOUNDATION MANAGED THE GRANTMAKING PROCESS, PROVIDED CAPACITY BUILDING AND TECHNICAL ASSISTANCE TO GRANTEEES, AND SERVED AS FISCAL AGENT. BECAUSE OF OUR

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PUBLIC CHARITY STATUS AND HISTORICAL FOCUS ON WORKING WITH GRASSROOTS GROUPS, HOUSING THE DEMOCRACY! FUND AT HEADWATERS PROVIDED AN ACCESS POINT FOR PRIVATE FOUNDATIONS INTERESTED IN ADVANCING NONPROFIT POLITICAL PARTICIPATION AND ADVOCACY. THE LAST COLLABORATIVE GRANT ROUND TOOK PLACE IN 2008 AND NO GRANTS WERE MADE IN FISCAL YEAR 2009.

HEADWATERS IS NOW WORKING TO INTEGRATE THE FUND INTO ITS ONGOING GRANTMAKING. THE LEADERSHIP ROLE THAT HEADWATERS PLAYED IN LAUNCHING AND SUSTAINING THE DEMOCRACY! FUND , TOGETHER WITH OUR LONG HISTORY OF SOCIAL CHANGE GRANTMAKING MAKE IT A LOGICAL NEXT STEP FOR HEADWATERS TO INTEGRATE THE DEMOCRACY! FUND INTO THE ONGOING WORK OF OUR SOCIAL CHANGE GRANTMAKING AND TO RAISE FUNDS EXTERNALLY TO SUPPORT THIS EFFORT.

**ENVIRONMENTAL JUSTICE FUND**

THE GOAL OF HEADWATERS' ENVIRONMENTAL JUSTICE FUND IS TO SUPPORT COMMUNITIES OF COLOR AND LOW-INCOME COMMUNITIES WORKING TO SECURE A SAFE AND HEALTHY ENVIRONMENT AND A VOICE IN SHAPING THE POLICIES AND PRACTICES THAT AFFECT THEIR COMMUNITIES.

IN SUPPORTING THIS WORK THE FOUNDATION'S OBJECTIVES ARE TO:

-FUND ENVIRONMENTAL JUSTICE ORGANIZING TO ADDRESS ENVIRONMENTAL CONDITIONS AND MAKE POLICY CHANGES TO IMPROVE THE HEALTH OF COMMUNITIES OF COLOR AND LOW-INCOME COMMUNITIES;

-BUILD THE POWER AND CAPACITY OF GRASSROOTS GROUPS TO ACTIVATE THEIR COMMUNITIES TO RESPOND TO ENVIRONMENTAL JUSTICE ISSUES;

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-INCREASE COMMUNITY AWARENESS (PARTICULARLY AMONG MAINSTREAM ENVIRONMENTAL ORGANIZATIONS AND PHILANTHROPIC COMMUNITIES) THAT COMMUNITIES OF COLOR AND LOW INCOME COMMUNITIES SUFFER DISPROPORTIONATELY FROM ENVIRONMENTAL DEGRADATION; AND

-BUILD EXPANDED RESOURCES AND LINKAGES FOR ENVIRONMENTAL JUSTICE IN THE REGION.

IN 2009, AT THE END OF A TWO-YEAR PERIOD OF EVALUTION, ALLOCATION DECISIONS ABOUT GRANTS SUPPORTED BY THE ENVIRONMENTAL JUSTICE FUND WERE TRANSITIONED BACK INTO THE SOCIAL CHANGE FUND GRANTMAKING PROCESS. GOING FORWARD, THE TIMELINE FOR ENVIRONMENTAL JUSTICE GRANTS WILL BE THE SAME AS FOR SOCIAL JUSTICE GRANTS. ENVIRONMENTAL JUSTICE FUNDING WILL REMAIN A DISTINCT POOL OF SUPPORT WITHIN OUR SOCIAL CHANGE GRANTMAKING.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS THE SOCIAL CHANGE FUND IS DIRECTED TOWARD GRASSROOTS GROUPS OR PROJECTS ENGAGED IN SOCIAL CHANGE ORGANIZING TO ACHIEVE SOCIAL, ECONOMIC, ENVIRONMENTAL AND RACIAL JUSTICE IN DIVERSE COMMUNITIES THOROUGHOUT MINNESOTA. IN FISCAL YEAR 2009, THE SOCIAL CHANGE FUND AWARDED \$253,500 IN 31 GRANTS.

THE FUND OF THE SACRED CIRCLE IS DIRECTED TOWARD AMERICAN INDIAN-LED GRASSROOTS GROUPS OR PROJECTS IN MINNESOTA AND WISCONSIN ADDRESSING ISSUES OF INJUSTICE IN NATIVE COMMUNITIES. THE FUND REAFFIRMS THE SELF-DETERMINATION OF AMERICAN INDIANS TO DEFINE AND ADDRESS THE NEEDS

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OF THEIR COMMUNITIES IN CULTURALLY APPROPRIATE WAYS. IN FISCAL YEAR  
2009, THE FUND OF THE SACRED CIRCLE AWARDED \$40,000 IN 4 GRANTS.

DONOR ADVISED FUNDS ENABLE INDIVIDUAL DONORS TO ADVANCE THEIR  
PHILANTHROPIC GOALS AND DIRECT RESOURCE TO SOCIAL CHANGE GROUPS  
LOCALLY, NATIONALLY AND INTERNATIONALLY. HEADWATERS STAFF EDUCATE  
DONORS ABOUT SOCIAL JUSTICE ISSUES, CONNECT THEM TO ORGANIZATIONS THAT  
MATCH THEIR INTERESTS, AND PROVIDE TECHNICAL GRANTMAKING ASSISTANCE.  
IN FISCAL YEAR 2009, HEADWATERS ALLOCATED \$84,675.00 IN 49 DONOR  
ADVISED GRANTS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS  
FIVE OBJECTIVES GUIDE OUR CAPACITY BUILDING WORK:  
INCREASING ORGANIZATIONAL CAPACITY,  
BUILDING CONNECTIONS ACROSS ISSUES AND COMMUNITIES,  
DEVELOPING STRONG CONSTITUENT LEADERSHIP,  
ADVANCING LEADERSHIP OF PEOPLE OF COLOR, AND  
DEEPENING SKILLS FOR POLITICAL ANALYSIS BY INDIVIDUALS AND  
ORGANIZATIONS.

ACTIVITIES INCLUDED:

3 GRANTEE CONVENINGS  
INVESTING IN ANCHOR ORGANIZATIONS/PARTNERSHIPS  
A SEVEN-PART MOVEMENT BUILDING SERIES  
BROWN BAG FUNDRAISING TRAINING

TRAINING SESSIONS AND RESOURCES ON POPULAR EDUCATION

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**STRATEGY CONVENINGS**

ALL TOGETHER, OUR CAPACITY BUILDING EFFORTS REACHED OVER 110 ORGANIZATIONS AND OVER 650 INDIVIDUALS OVER THE PAST YEAR. THE MAKEUP OF THESE ORGANIZATIONS AND INDIVIDUALS REFLECTS THE DIVERSE COMMUNITY THAT IS THE FOCUS OF ALL OF OUR WORK AT HEADWATERS, INCLUDING PEOPLE OF COLOR AND LOW-INCOME COMMUNITIES WORKING TO ADVANCE ISSUES OF SOCIAL JUSTICE. PARTICIPATING ORGANIZATIONS CAME FROM THROUGHOUT THE STATE OF MINNESOTA AND SOME FROM WISCONSIN, BUT WERE MOSTLY LOCATED IN THE GREATER TWIN CITIES AREA.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS IN OCTOBER OF 2008, HEADWATERS HOSTED A SPECIAL DONOR EDUCATION SESSION ON THE INTERSECTIONS OF RACE, CLASS, GENDER, SEXUALITY AND CULTURE. HEADWATERS COLLABORATED WITH PFUND AND THE UNIVERSITY OF MINNESOTA IN BRINGING SUZANNE PHARR, EXECUTIVE DIRECTOR OF THE HIGHLANDER RESEARCH AND EDUCATION CENTER, TO TOWN FOR A DONOR EDUCATION SESSION ON THE POLITICS OF EQUALITY AND DIVISION.

WE ALSO SPONSORED SEVEN MOVEMENT BUILDING SESSIONS AT THE BRYANT LAKE BOWL FROM SEPTEMBER TO MAY OF LAST YEAR. PRESENTED AS "RADICAL TUESDAYS: MOVEMENT BUILDING WITH A TWIST!" THIS POPULAR SERIES DREW COMMUNITY ACTIVISTS AND DONOR ACTIVISTS INTO FACILITATED DISCUSSIONS AROUND THREE MAIN THEMES:

- MOVEMENTS DON'T JUST HAPPEN, THEY'RE BUILT - A THREE-PART SERIES

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FACILITATED BY LEADERSHIP AND ORGANIZATIONAL DEVELOPMENT CONSULTANT AND HUMAN RIGHTS ACTIVIST BETH ZEMSKY.

- MOVEMENT BUILDING: NOT SUCH A WHITE WINTER - THIS TWO-PART SERIES EXPLORED WHY IT IS ESSENTIAL THAT WE MOVE FROM A STATE OF BEING COLOR BLIND TO BEING RACE CONSCIOUS.

-MOVEMENT BUILDING: A SOCIAL JUSTICE ANALYSIS OF CLIMATE CHANGE - THE FINAL TWO INSTALLATIONS IN THE SERIES EXPLORED THE INTERCONNECTEDNESS OF THE ISSUES WE ALL WORK ON. HOW ARE ECONOMIC JUSTICE, RACIAL JUSTICE, ENVIRONMENTAL DEGRADATION, HUMAN RIGHTS, GENDER, LOCAL AND INTERNATIONAL ALL CONNECTED?

ONE OF THE GREAT THINGS ABOUT THE MOVEMENT BUILDING SERIES IS THAT IT ATTRACTS A DIVERSE AUDIENCE OF DONORS AND COMMUNITY ACTIVISTS AND IS A PLACE WHERE BOTH COULD COME TOGETHER WITHOUT THE AWKWARDNESS OF FUNDRAISING GETTING IN THE WAY.

AN INTEGRATED COMMUNICATIONS PROGRAM TIES OUR DONOR EDUCATION EFFORTS TO OUR WEBSITE, E-NEWSLETTERS, AND WEB 2.0 APPLICATIONS SUCH AS FACEBOOK AND TWITTER.

FORM 990, PART VI, SECTION A, LINE 10: THE FINANCE COMMITTEE REVIEWS THE PREPARED 990 AND THEN FORWARDS TO THE FULL BOARD FOR THEIR CONSIDERATIONS AND APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: AS NEW BOARD AND KEY STAFF MEMBERS

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JOIN THE ORGANIZATION THEY COMPLETE THE CONFLICT OF INTEREST FORM. EVERY SEPTEMBER ALL BOARD MEMBERS AND KEY STAFF MEMBERS COMPLETE THE CONFLICT OF INTEREST FORMS. A SUMMARY OF THE CONFLICTS IS GIVEN TO THE BOARD CO-CHAIRS.

FORM 990, PART VI, SECTION B, LINE 15: IN REVIEWING AND APPROVING THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE EXECUTIVE COMMITTEE OF THE HEADWATERS BOARD OF DIRECTORS UTILIZES THE FOLLOWING PROCESS:

1. IMPARTIAL DECISION MAKERS - THE COMPENSATION ARRANGEMENT MUST BE APPROVED IN ADVANCE (BEFORE ANY PAYMENT IS MADE) BY THE EXECUTIVE COMMITTEE COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A CONFLICT OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT.

2. COMPARABILITY DATA - WHEN THE EXECUTIVE COMMITTEE IS CONSIDERING COMPENSATION OF THE EXECUTIVE DIRECTOR, IT MUST RELY ON COMPARABILITY DATA THAT DEMONSTRATES THE FAIR VALUE OF THE COMPENSATION IN QUESTION. THIS DATA MAY INCLUDE THE FOLLOWING:

- \* EXPERT COMPENSATION STUDIES BY INDEPENDENT FIRMS;
- \* WRITTEN JOB OFFERS FOR POSITIONS AT SIMILAR ORGANIZATIONS;
- \* DOCUMENTED TELEPHONE CALLS AND E-MAILS ABOUT SIMILAR POSITIONS AT BOTH NON-PROFIT AND FOR-PROFIT ORGANIZATIONS; AND
- \* INFORMATION OBTAINED FROM THE IRS FORM 990 FILINGS OF SIMILAR ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 18: AVAILABLE ON THE WEBSITE AND FOR PERSONAL INSPECTION IN THE OFFICE UPON REQUEST. COPIES MAILED UPON REQUEST.

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FORM 990, PART VI, SECTION C, LINE 19: AVAILABLE ON THE WEBSITE AND FOR PERSONAL INSPECTION IN THE OFFICE UPON REQUEST. COPIES MAILED UPON REQUEST.

FORM 990, PART XI, FINANCIAL STATEMENTS AND REPORTING, LINE 2C: THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

Organization	Address	Award Total	Purpose
1000 Friends of MN	1031 West 7th Street, Saint Paul, MN 55102	500.00	General Support
Advocating Change Together (ACT)	1821 Universty Ave. S., Suite 306, Saint Paul, MN 55104	500.00	General Support
Birthright Unplugged	18 Northview Drive, Glenside, PA 19038	1,000.00	General Support
Ce Tempoxcalli	1527 East Lake Street, Minneapolis, MN 55407	2,500.00	Chalchitlicue Environmental Project
Center for Victims of Torture	717 E. River Rd, Minneapolis, MN 55455	3,000.00	General Support
Clean Water Action Alliance of MN	308 E. Hennepin Ave., Minneapolis, MN 55414	500.00	General Support
Codepink	2010 Linden Ave., Venice, CA 90291	1,000.00	General Support
Community Shares of MN	1619 Dayton Ave., Suite 323, Saint Paul, MN 55104	2,000.00	General Support
Conservation Minnesota	1101 West River Parkway, Suite 250, Minneapolis, MN 55415	1,000.00	General Support
Earth Island Institute	300 Broadway, #28, San Francisco, CA 94133	500.00	General Support
Headwaters Foundation for Justice	2801 21st Ave. S., Suite 132B, Minneapolis, MN 55407	1,250.00	General Support
Hope Community	611 E. Franklin Ave., Minneapolis, MN 55404	1,000.00	General Support
In the Heart of the Beast Puppet and Mask Theatre	1500 East Lake Street, Minneapolis, MN 55407	2,000.00	General Support
Indigenous Environmental Network	PO Box 485, Bemidji, MN 56619	5,000.00	General Support
Indigenous Peoples Task Force	3019 Minnehaha Ave, Suite 200, Minneapolis, MN 55406	1,000.00	General Support
Lambi Fund of Haiti	PO Box 18955, Washington, DC 20036	3,000.00	General Support
League of Young Voters	45 Main Street, Suite 628, Brooklyn, NY 11201	2,000.00	General Support
Lydia Women's Empowerment Project	2100 Emerson Ave. N., Minneapolis, MN 55405	5,000.00	Lydia North Minneapolis Organizing Project
McDonough Org. with Respect and Equality (MORE)	96 E. Wheelock Parkway, Saint Paul, MN 55117	500.00	General Support
Micro Grants	1035 E. Franklin Ave., Minneapolis, MN 55404	3,000.00	General Support
MN Association of Community Organizations for Reform Now (MN ACORN)	757 Raymond Ave #200, Saint Paul, MN 55114	2,000.00	General Support
MN Center For Environmental Advocacy	26 E. Exchange St. #206, Saint Paul, MN 55101	2,000.00	General Support
MN Public Radio	480 Cedar Street, Saint Paul, MN 55101	1,000.00	General Support
New Foundations, Inc.	1145 Westminster St., Saint Paul, MN 55101	500.00	General Support
OutFront MN Community Services	310 E. 38th Street, Suite 204, Minneapolis, Mn 55409	3,000.00	General Support
Parenting Oasis	3901 Chicago, Minneapolis, MN 55407	500.00	General Support
Philanthrofund Foundation	1409 Willow Street #210, Minneapolis, MN 55403	1,000.00	General Support
Planned Parenthood of Minnesota/South Dakota	1200 Lagoon Ave., Minneapolis, MN 55408	250.00	General Support
Ploughshares Fund	Fort Mason Center, Bldg. B, Suite 330, San Francisco, CA 94123	1,000.00	General Support
Project for Pride in Living	1035 East Franklin Ave, Minneapolis, MN 55404	500.00	General Support
Rainbow Families, Midwest Office of Family Equality Council	18210 W. University Ave. #109, Saint Paul, MN 55104	1,000.00	General Support
Trans Youth Support Network	PO Box 7625, Minneapolis, MN 55407	5,000.00	Transgender Youth Support Network
Twin Cities Community Voice Mail	1821 University Ave. W., Suite N-184, Saint Paul, MN 55104	5,000.00	Homeless Older Adults Seeking Power and Change
Walk-In Counseling Center	2421 Chicago Ave., Minneapolis, MN 55404	3,000.00	General Support
Wayside House	3705 Park Center Boulevard, Minneapolis, MN 55416	500.00	General Support
Wellstone Action	2446 University Ave. W., Suite 170, Saint Paul, MN 55114	3,250.00	General Support
Women Against Military Madness (WAMM)	310 E. 38th Street, Suite 222, Minneapolis, MN 55409	2,000.00	General Support
Youth Frontiers, Inc.	6009 Excelsior Builevard, Minneapolis, MN 55416	500.00	General Support
Zomba Catholic Secondary School	PO Box 2, Zomba Malawi	925.00	General Support
		<u>69,175.00</u>	