

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2021

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

A For the 2021 calendar year, or tax year beginning 01-01-2021, and ending 12-31-2021

- B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending

C Name of organization: Groundswell Fund. Doing business as: . Number and street (or P.O. box if mail is not delivered to street address): 548 Market Street 49734. Room/suite: . City or town, state or province, country, and ZIP or foreign postal code: San Francisco, CA 94104

D Employer identification number: 47-4003615. E Telephone number: (510) 444-5900. G Gross receipts \$ 24,343,616

F Name and address of principal officer: Meenakshi Menon

H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No. H(c) Group exemption number

I Tax-exempt status: 501(c)(3)

J Website: www.groundswellfund.org

K Form of organization: Corporation

L Year of formation: 2015. M State of legal domicile: CA

Part I Summary

Table with 4 main sections: Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Each section contains multiple rows of data with columns for Prior Year and Current Year.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my

knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		2022-11-10		
	Chanda Jones CFO		Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00186389
	Firm's name ▶ REGALIA & ASSOCIATES CPAS			Firm's EIN ▶ 68-0260103	
	Firm's address ▶ 103 TOWN COUNTRY DR STE K			Phone no. (925) 314-0390	
	DANVILLE, CA 94526				

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form **990** (2021)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

gender non-conforming people. Our efforts strengthen reproductive and social justice by resourcing intersectional grassroots organizing and centering leadership of women of color-particularly black, indigenous, transgender and gender non-conforming.

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

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ **9,851,676** including grants of \$ **8,470,510**) (Revenue \$)

GrantmakingGroundswell Fund supports organizations across the United States. Our grantmaking focuses on bolstering and scaling organizations that are building a grassroots base of support for reproductive justice (RJ) policy and systems change; on organizations that are reducing poor birthing outcomes by expanding access to community-based midwifery and doula care. We acknowledge that systems change takes time. Thus, the vast majority of our grants are for general support, and we commit to funding efficient and effective organizations over many years. We award grants through five funds and through our capacity building programs.

4b (Code:) (Expenses \$ **5,449,249** including grants of \$ **3,927,500**) (Revenue \$)

Capacity BuildingThe underlying principle of our capacity-building work is that all programs are opt-in for grant partners, and organizations will not be required to participate in these programs to receive other grant support. Interested organizations may apply to be considered for specific capacity building programs, which currently include: (a) Integrated Voter Engagement, (b) Grassroots Organizing Institute, (c) Income Diversification, and (d) Organizational Development.

4c (Code:) (Expenses \$ **769,561** including grants of \$) (Revenue \$)

Funder OrganizingWe explicitly center our giving on work led by women of color, particularly those who are Black, Indigenous, Transgender, and Gender Non-Conforming and do more to sustain and nourish our grantees: increasing resources for healing justice, organizational development, civic education, data management, legal support, and climate justice. We support groups who ask for our help to connect and build together across geographies and sectors, and create a stronger community for donors who want to deepen their engagement and learning.

4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses ▶ **16,070,486**

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>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions.	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates		No

3		
4	Yes	
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		
21	Yes	

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Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's		

Did the organization answer 'Yes' to Part VII, Section 501(c)(17) or (18), about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	Yes	

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

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

		Yes	No
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

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

2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by				
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this return		2a		36
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. See instructions.	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		0
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		No
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.				
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders	11a		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c	Enter the amount of reserves on hand	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		No
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		No
17	Section 501(c)(21) organizations. Did the trust, any disqualified person, or mine operator engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17		

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



Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (Voting members), 1b (Independent members), 2 (Family/Business relationships), 3 (Delegated control), 4 (Significant changes), 5 (Asset diversion), 6 (Members/stockholders), 7a (Power to elect/appoint), 7b (Governance decisions), 8 (Meeting documentation), 8a (Governing body), 8b (Committees), 9 (Unreachable officer).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (Local chapters), 10b (Written policies), 11a (Form 990 distribution), 11b (Review process), 12a (Conflict of interest policy), 12b (Disclosure of interests), 12c (Monitoring compliance), 13 (Whistleblower policy), 14 (Document retention), 15a/b (Compensation review), 16a (Joint ventures), 16b (Evaluation of participation).

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 (States with copy required), 18 (Section 6104 availability), 19 (Public availability of governing documents).

State the name, address, and telephone number of the person who possesses the organization's books and records:
 Chanda Jones CFO 548 Market Street San Francisco, CA 94104 (510) 444-5900

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (box 5 of Form W-2, Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Vanessa Daniel Exec Director	40.00 0.00			X				252,622	0	60,600
(2) Quanita Toffie Sr Dir-Action Fund	40.00 0.00							180,250	0	42,702
(3) Chanda Jones CFO	40.00 0.00			X				150,250	0	61,620
(4) Tara Ellison Deputy Director	40.00 0.00							193,183	0	14,281
(5) Meenakshi Menon Chief Develop Ofcr	40.00 0.00							175,000	0	14,226
(6) Judy Thomas CFO	40.00 0.00			X				162,903	0	9,835
(7) Sheena Johnson Sr Dir Grantmaking	40.00 0.00							127,750	0	33,478
(8) Julieta Garibay Sr Cap Bldg CoDir	40.00 0.00							129,500	0	5,364
(9) Kimberly Inez McGuire Chair	1.00 0.00	X		X				0	0	0
(10) Kiyomi Fujikawa Vice Chair	1.00 0.00	X		X				0	0	0
(11) Nicolle Gonzales Treasurer	1.00 0.00	X		X				0	0	0

(12) Karen Grove Director	1.00 0.00	X							0	0	0
(13) Nse Ufot Director	1.00 0.00	X							0	0	0
(14) Bamby Salcedo Director	1.00 0.00	X							0	0	0
(15) Brook Kelly-Green Director	1.00 0.00	X							0	0	0
(16) Jihan Gearon Vice Chair	1.00 0.00	X		X					0	0	0
(17) Amanda Coslor Treasurer	1.00 0.00	X		X					0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Rocio Cordoba Chair	1.00 0.00	X		X				0	0	0
(19) Jamia Wilson Director	1.00 0.00	X						0	0	0
1b Sub-Total										
1c Total from continuation sheets to Part VII, Section A										
1d Total (add lines 1b and 1c)								1,371,458		242,106

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 21

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	Yes	No
	3	No

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Strategies for Social Change 202-08 38th Avenue Bayside, NY 11361	Consulting	109,063

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

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Part VIII **Statement of Revenue**

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

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
1a Federated campaigns				
1b Contributions, gifts, grants, and membership dues				
1c Other fundraising events				
1d Related organizations				
1e Government grants (contributions)				
1f All other contributions, gifts, grants, and similar amounts not included above	24,214,574			
1g Noncash contributions included in lines 1a - 1f:	1,479,012			
h Total. Add lines 1a-1f	24,214,574			

Program Service Revenue	Business Code			
2a Consulting fees	624200	50,000	50,000	
2b Honorarium/speaker fees	624200	15,775	15,775	
f All other program service revenue.				
g Total. Add lines 2a-2f.		65,775		

3 Investment income (including dividends, interest, and other

similar amounts)			43,267		43,267
4 Income from investment of tax-exempt bond proceeds			0		
5 Royalties			0		
6a Gross rents	(i) Real	(ii) Personal			
	6a				
	6b				
	6c				
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	7a				
	7b				
	7c				
d Net gain or (loss)			0		
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
	8a				
	8b				
c Net income or (loss) from fundraising events			0		
9a Gross income from gaming activities. See Part IV, line 19					
	9a				
	9b				
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances					
	10a				
	10b				
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue		Business Code			
11a Other Revenue		624200	20,000	20,000	
b					
c					
d All other revenue					
e Total. Add lines 11a-11d			20,000		
12 Total revenue. See instructions			24,343,616	85,775	43,267

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Part IX **Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	12,398,010	12,398,010		
2 Grants and other assistance to domestic individuals. See	0			

Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	868,525	479,000	266,754	122,771
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	2,261,635	1,247,314	694,628	319,693
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	1,150,154	628,912	359,227	162,015
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	0			
b Legal	116,228	91,231		24,997
c Accounting	58,488		58,488	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	86,010	54,200	9,373	22,437
12 Advertising and promotion	0			
13 Office expenses	55,829	29,894	18,457	7,478
14 Information technology	201,240	101,696	71,300	28,244
15 Royalties	0			
16 Occupancy	0			
17 Travel	76,461	29,488	35,383	11,590
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	52,704	28,100	16,940	7,664
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Program technical assistance	847,192	737,979	108,463	750
b Staff develop and recruiting	155,284	86,937	44,954	23,393
c Program other support	86,451	85,697		754
d Communications	74,394	51,515	13,508	9,371
e All other expenses	56,000	20,513	13,689	21,798
25 Total functional expenses. Add lines 1 through 24e	18,544,605	16,070,486	1,711,164	762,955
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

(A)

(B)

		beginning of year		end of year		
Assets	1 Cash—non-interest-bearing		914,935	1	5,809,142	
	2 Savings and temporary cash investments		29,816,021	2	24,801,581	
	3 Pledges and grants receivable, net		6,044,935	3	11,406,099	
	4 Accounts receivable, net			4	0	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			5	0	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)			6	0	
	7 Notes and loans receivable, net			7	0	
	8 Inventories for sale or use			8	0	
	9 Prepaid expenses and deferred charges		16,522	9	45,527	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	171,814			
	b Less: accumulated depreciation	10b	122,142	83,135	10c	49,672
	11 Investments—publicly traded securities			11	0	
	12 Investments—other securities. See Part IV, line 11			12	30,134	
	13 Investments—program-related. See Part IV, line 11			13	0	
	14 Intangible assets			14	0	
	15 Other assets. See Part IV, line 11		147,412	15	96,908	
16 Total assets. Add lines 1 through 15 (must equal line 33)		37,022,960	16	42,239,063		
Liabilities	17 Accounts payable and accrued expenses		415,285	17	400,909	
	18 Grants payable		2,578,500	18	1,351,500	
	19 Deferred revenue			19		
	20 Tax-exempt bond liabilities			20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons			22		
	23 Secured mortgages and notes payable to unrelated third parties			23		
	24 Unsecured notes and loans payable to unrelated third parties			24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D			25	666,667	
	26 Total liabilities. Add lines 17 through 25		2,993,785	26	2,419,076	
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.					
	27 Net assets without donor restrictions		15,705,518	27	19,982,750	
	28 Net assets with donor restrictions		18,323,657	28	19,837,237	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.					
	29 Capital stock or trust principal, or current funds			29		
	30 Paid-in or capital surplus, or land, building or equipment fund			30		
	31 Retained earnings, endowment, accumulated income, or other funds			31		
	32 Total net assets or fund balances		34,029,175	32	39,819,987	
33 Total liabilities and net assets/fund balances		37,022,960	33	42,239,063		

Form 990 (2021)

Part XI **Reconciliation of Net Assets**

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

1 Total revenue (must equal Part VIII, column (A), line 12)	1	24,343,616
2 Total expenses (must equal Part IX, column (A), line 25)	2	18,544,605
3 Revenue less expenses. Subtract line 2 from line 1	3	5,799,011
4 Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	34,029,175
5 Net unrealized gains (losses) on investments	5	
6 Depreciated equipment and use of facilities	6	

6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-8,199
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	39,819,987

Part XII **Financial Statements and Reporting**

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

Form 990 (2021)

Form 990 (2021)

Additional Data

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Software ID: 21013475
Software Version: 2021v4.0

Form 990. Special Condition Description:

SCHEDULE A (Form 990)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2021

Open to Public Inspection

Table with 2 columns: Name of the organization (Groundswell Fund) and Employer identification number (47-4003615)

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

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

- 1-12. Reason for public charity status options. Option 7 is checked: 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).

Table with 6 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization listed in your governing document?, (v) Amount of monetary support, (vi) Amount of other support. Includes a Total row.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Cat. No. 11285F Schedule A (Form 990) 2021

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

Section A. Public Support

Table with 1 column: Calendar year

Calendar year (or fiscal year beginning in) ▶	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.")	13,432,463	8,463,336	20,954,037	29,625,647	24,214,574	96,690,057
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge.. . . .						0
4 Total. Add lines 1 through 3	13,432,463	8,463,336	20,954,037	29,625,647	24,214,574	96,690,057
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						27,468,117
6 Public support. Subtract line 5 from line 4.						69,221,940

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
7 Amounts from line 4.	13,432,463	8,463,336	20,954,037	29,625,647	24,214,574	96,690,057
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	10,724	23,593	56,939	55,587	8,390	155,233
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.).						0
11 Total support. Add lines 7 through 10						96,845,290
12 Gross receipts from related activities, etc. (see instructions)					12	85,775
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2021 (line 6, column (f) divided by line 11, column (f))	14	71.480 %
15 Public support percentage for 2020 Schedule A, Part II, line 14	15	69.780 %
16a 33 1/3% support test—2021. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test—2020. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2021. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2020. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990) 2021

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the						

4 Tax revenues received for the organization's benefit and either paid to or expended on its behalf. . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b. . . .						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) 2021	(f) Total
9 Amounts from line 6. . . .						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. . . .						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2021 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2020 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2021 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2020 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests-2021.** 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-2020.** 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 A (Form 990) 2021

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		

- c** Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in **Part VI** what controls the organization put in place to ensure such use.
- 4a** Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.
 - b** Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
 - c** Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in **Part VI** what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a** Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in **Part VI**, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).
 - b Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
 - c Substitutions only.** Was the substitution the result of an event beyond the organization's control?
- 6** Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in **Part VI**.
- 7** Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990) .
- 8** Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? If "Yes," complete Part I of Schedule L (Form 990).
- 9a** Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in **Part VI**.
 - b** Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in **Part VI**.
 - c** Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in **Part VI**.
- 10a** Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.
 - b** Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).

3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

Schedule A (Form 990) 2021

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

	Yes	No

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

1		

Section D. All Type III Supporting Organizations

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in **Part VI** how the organization maintained a close and continuous working relationship with the supported organization(s).*

3 By reason of the relationship described in line 2 above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in **Part VI** the role the organization's supported organizations played in this regard.*

	Yes	No
1		
2		
3		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (**see instructions**):

- a** The organization satisfied the Activities Test. Complete **line 2** below.
- b** The organization is the parent of each of its supported organizations. Complete **line 3** below.
- c** The organization supported a governmental entity. Describe in **Part VI** how you supported a government entity (see instructions)

2 Activities Test. **Answer lines 2a and 2b below.**

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in **Part VI** identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*

b Did the activities described on line 2a, above constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in **Part VI** the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*

3 Parent of Supported Organizations. **Answer lines 3a and 3b below.**

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *If "Yes" or "No," provide details in **Part VI**.*

b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in **Part VI** the role played by the organization in this regard.*

	Yes	No
2a		
2b		
3a		
3b		

Schedule A (Form 990) 2021

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):	1		
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		

e Discount claimed for blockage or other factors <i>(explain in detail in Part VI):</i>			
2 Acquisition indebtedness applicable to non-exempt use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 0.035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)			

Schedule A (Form 990) 2021

Schedule A (Form 990) 2021

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

Section D - Distributions		Current Year	
1 Amounts paid to supported organizations to accomplish exempt purposes	1		
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2		
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3		
4 Amounts paid to acquire exempt-use assets	4		
5 Qualified set-aside amounts <i>(prior IRS approval required - provide details in Part VI)</i>	5		
6 Other distributions <i>(describe in Part VI)</i> . See instructions	6		
7 Total annual distributions. Add lines 1 through 6.	7		
8 Distributions to attentive supported organizations to which the organization is responsive <i>(provide details in Part VI)</i> . See instructions	8		
9 Distributable amount for 2021 from Section C, line 6	9		
10 Line 8 amount divided by Line 9 amount	10		
Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2021
1 Distributable amount for 2021 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2021 (reasonable cause required-- <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2021:			
a From 2016.			
b From 2017.			
c From 2018.			
d From 2019.			
e From 2020.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2021 distributable amount			
i Carryover from 2016 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2021 from Section D, line 7: \$			
a Applied to underdistributions of prior years			

b Applied to 2021 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2021, if any. Subtract lines 3g and 4a from line 2. If the amount is greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2021. Subtract lines 3h and 4b from line 1. If the amount is greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2022. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2017. . . .			
b Excess from 2018. . . .			
c Excess from 2019. . . .			
d Excess from 2020. . . .			
e Excess from 2021. . . .			

Schedule A (Form 990) (2021)

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

Facts And Circumstances Test

Return Reference	Explanation
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Schedule A (Form 990) 2021

Additional Data

[Return to Form](#)

Schedule B

Schedule of Contributors

OMB No. 1545-0047

(Form 990) Department of the Treasury Internal Revenue Service

Attach to Form 990, 990-EZ, or 990-PF. Go to www.irs.gov/Form990 for the latest information.

2021

Table with 2 columns: Name of the organization (Groundswell Fund) and Employer identification number (47-4003615)

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ: 501(c)() (enter number) organization, 4947(a)(1) nonexempt charitable trust not treated as a private foundation, 527 political organization
Form 990-PF: 501(c)(3) exempt private foundation, 4947(a)(1) nonexempt charitable trust treated as a private foundation, 501(c)(3) taxable private foundation

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. \$

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

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
RESTRICTED		\$ RESTRICTED	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2021)

Schedule B (Form 990) (2021)

Name of organization Groundswell Fund	Employer identification number 47-4003615
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received

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

Schedule B (Form 990) (2021)

Schedule B (Form 990) (2021)

Page 4

Name of organization Groundswell Fund	Employer identification number 47-4003615
--	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

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

Schedule B (Form 990) (2021)

Additional Data

[Return to Form](#)

Software ID: 21013475
 Software Version: 2021v4.0

SCHEDULE C (Form 990)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No. 1545-0047

2021

Open to Public Inspection

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

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

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

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

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

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

Table with 2 columns: Name of the organization (Groundswell Fund) and Employer identification number (47-4003615)

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
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?
4a Was a correction made?
b If "Yes," describe in Part IV.

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities
3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b.
4 Did the filing organization file Form 1120-POL for this year?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments.

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

Section 501(c)(3)

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		160,000													
c Total lobbying expenditures (add lines 1a and 1b)		160,000													
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)		160,000													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		32,000													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		8,000													
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-		128,000													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) Total
2a Lobbying nontaxable amount		760,944		32,000	792,944
b Lobbying ceiling amount (150% of line 2a, column(e))					1,189,416
c Total lobbying expenditures	55,532	116,659		160,000	332,191
d Grassroots nontaxable amount		190,236		8,000	198,236
e Grassroots ceiling amount (150% of line 2d, column (e))					297,354
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2021

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

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			

f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Return Reference	Explanation
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Schedule C (Form 990) 2021

Additional Data

[Return to Form](#)

Software ID: 21013475
Software Version: 2021v4.0

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2021

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Table with 2 columns: Name of the organization (Groundswell Fund), Employer identification number (47-4003615)

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

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question number, Description, and Yes/No options. Includes questions 1-9 regarding conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 3 columns: Question number, Description, and Yes/No options. Includes questions 1a-2b regarding collections of art and historical treasures.

Schedule D (Form 990) 2021

Page 2

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

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

Part IV Escrow and Custodial Arrangements.

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

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

- Table with columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.
2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
a Board designated or quasi-endowment
b Permanent endowment
c Term endowment
The percentages on lines 2a, 2b, and 2c should equal 100%.
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) Unrelated organizations
(ii) Related organizations
b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?
Table with columns: Yes, No, rows: 3a(i), 3a(ii), 3b
4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Table with columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Schedule D (Form 990) 2021

Schedule D (Form 990) 2021

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
Federal income taxes	

Refundable Advance	666,667
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.)	666,667

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

Schedule D (Form 990) 2021

Schedule D (Form 990) 2021

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

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

1	Total revenue, gains, and other support per audited financial statements	1	28,401,411
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	4,057,795
e	Add lines 2a through 2d	2e	4,057,795
3	Subtract line 2e from line 1	3	24,343,616
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	24,343,616

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

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

1	Total expenses and losses per audited financial statements	1	22,130,589
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	3,585,984
e	Add lines 2a through 2d	2e	3,585,984
3	Subtract line 2e from line 1	3	18,544,605
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	18,544,605

Part XIII Supplemental Information

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

Return Reference	Explanation
Part X : FIN48 Footnote	Income TaxesFinancial statement presentation follows the recommendations of ASC 740, Income Taxes. Under ASC 740, Groundswell is required to report information regarding its exposure to various tax positions taken by the organization and requires a two-step process that separates recognition from measurement. The first step is determining whether a tax position has met the recognition threshold; the second step is measuring a tax position that meets the recognition threshold. Management believes that Groundswell has adequately evaluated its current tax positions and has concluded that as of December 31, 2021, Groundswell does not have any uncertain tax positions for which a reserve or an accrual for a tax liability would be necessary.Groundswell has

received notification from the Internal Revenue Service and the State of California that it qualifies for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code. This exemption is subject to periodic review by the federal and state taxing authorities and management is confident that the organization continues to satisfy all federal and state statutes in order to qualify for continued tax exemption status. Groundswell may periodically receive unrelated business income requiring the organization to file separate tax returns under federal and state statutes. Under such conditions, Groundswell calculates and accrues the applicable taxes payable.

Part XI, Line 2d: Other revenue amounts included in F/S but not included on form 990	Change in unamortized discount \$-8196 Groundswell Action Fund Revenue \$4065991
Part XII, Line 2d: Other expenses and losses per audited F/S	Groundswell Action Fund Expense \$3585980 Other \$4

Schedule D (Form 990) 2021

Additional Data

[Return to Form](#)

Software ID: 21013475
Software Version: 2021v4.0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**Schedule I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**
Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2021

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization
Groundswell Fund

Employer identification number
47-4003615

Part I General Information on Grants and Assistance

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) 7th Gen Fund for Indigenous P PO Box 4569 Arcata, CA 95518	68-0027247	501c3	105,000	0			Program Support
(2) Access Philanthropy Charities 2100 Stevens Ave Minneapolis, MN 55404	38-3777419	501c3	30,000	0			Program Support
(3) Access Reproductive Care - SE PO Box 7354 Atlanta, GA 30357	47-3813101	501c3	60,000	0			Program Support
(4) Access Womens Health Justice PO Box 3609 Oakland, CA 94609	51-0163201	501c3	50,000	0			Program Support
(5) ACT for Women and Girls 323 W Oak Ave Visalia, CA 93291	26-0287450	501c3	230,000	0			Program Support
(6) Alaska Community Action 1225 E International Airport Anchorage, AK 99518	59-3479821	501c3	200,000	0			Program Support
(7) Alliance for Global Justice 225 E 26th St Ste 1 Tuscon, AZ 85713	52-2094677	501c3	32,260	0			Program Support
(8) Allied Media Projects 4126 Third St Detroit, MI 48201	01-0559608	501c3	8,000	0			Program Support
(9) Alpha Omega Kappa Fraternity 2028 Timber Hills Road Ste F N Chesterfield, VA 23235	84-3704359	501c3	5,500	0			Program Support
(10) Alternate ROOTS 1270 Caroline St D1220-353 Atlanta, GA 30307	58-1318198	501c3	125,000	0			Program Support
(11) Arts Business Collaborative 38-01 60th St Woodside, NY 11377	83-2173068	501c3	53,400	0			Program Support
(12) Asian Americans Advancing Jus 5680 Oakbrook Pkwy 148 Norcross, GA 30093	27-2577567	501c3	10,000	0			Program Support
(13) Asian Health Services 818 Webster St Oakland, CA 94607	94-2235908	501c3	230,000	0			Program Support
(14) Audre Lorde Project 85 South Oxford Street Brooklyn, NY 11217	06-1502452	501c3	72,500	0			Program Support
(15) Birthing Beautiful Communitie 1464 East 105 202 Cleveland, OH 44106	47-4453278	501c3	43,000	0			Program Support
(16) Black Phoenix Organizing Coll 3101 N Central Ave 950 Phoenix, AZ 85012	84-2633423	501c3	60,000	0			Program Support
(17) Black Women for Wellness PO Box 292516 Los Angeles, CA 90029	95-4624707	501c3	157,500	0			Program Support
(18) Black Womens Blueprint 279 Empire Blvd Brooklyn, NY 11225	27-1308862	501c3	12,500	0			Program Support
(19) Bold Futures NM 309 Gold Ave SW Albuquerque, NM 87102	85-0481224	501c3	138,000	0			Program Support
(20) Brave Space Alliance 1515 E 52nd Place 3rd Floor Chicago, IL 60615	84-4538090	501c3	47,500	0			Program Support
(21) Breath of My Heart Birthplace 905 B Calle Armada Española, NM 87532	46-2669219	501c3	118,000	0			Program Support
(22) Brooklyn Ghost Project Inc 40 Varet St No 304 Brooklyn, NY 11206	85-3109014	501c3	10,000	0			Program Support
(23) BVM Capacity Building Institu	82-3835203	501c3	20,000	0			Program Support

4/51 Best Rd Ste 490 Atlanta, GA 30337							
(24) BYP100 Education Fund PO Box 15254 Chicago, IL 60615	81-0975889	501c3	105,000	0			Program Support
(25) CA Community Fdn CCF CIF 221 S Figueroa St 400 Los Angeles, CA 90012	95-3510055	501c3	30,000	0			Program Support
(26) CAAAV Organizing 55 HESTER STREET New York, NY 10002	13-3526938	501c3	265,000	0			Program Support
(27) Cabrini Green Legal Srvc 740 N Milwaukee Chicago, IL 60642	36-2775706	501c3	20,000	0			Program Support
(28) California Latinas for Reprod PO Box 861766 Los Angeles, CA 90086	26-2213868	501c3	30,000	0			Program Support
(29) Carolina Youth Action Project 1230 Dickson Ave Hanahan, SC 29410	27-5484213	501c3	60,000	0			Program Support
(30) Centro por la Justicia 1416 E Commerce San Antonio, TX 78205	74-2720710	501c3	120,000	0			Program Support
(31) Changing Woman Initiative 460 Saint Michaels Dr 804 Santa Fe, NM 87505	81-1078799	501c3	101,000	0			Program Support
(32) Chicago Foundation for Women 140 S Dearborn Street 400 Chicago, IL 60603	36-3348160	501c3	155,000	0			Program Support
(33) Chinese for Affirmative Actio 17 Walter U Lum Place San Francisco, CA 94108	94-2161304	501c3	17,500	0			Program Support
(34) CHOICES-Memphis Ctr for Repro 1203 Poplar Ave Memphis, TN 38104	62-0931089	501c3	103,000	0			Program Support
(35) Cihuapactli Collective PO Box 20345 Phoenix, AZ 85036	82-4846555	501c3	43,000	0			Program Support
(36) Circle of Health Internationa 411 W Monroe St Austin, TX 78704	65-1213326	501c3	43,000	0			Program Support
(37) COLOR PO Box 40991 Denver, CO 80204	84-1569021	501c3	195,000	0			Program Support
(38) Coming Clean 28 Vernon St Ste 434 Battleboro, VT 50301	04-3429794	501c3	100,000	0			Program Support
(39) Common Counsel Foundation 1624 FRANKLIN ST STE 1022 Oakland, CA 94612	94-3214166	501c3	112,500	0			Program Support
(40) Commonsense Childbirth Inc 213 S Dillard St suite 340 Winter Garden, FL 34787	59-3479821	501c3	334,000	0			Program Support
(41) Community Voices Heard Inc 115 E 106th St 3rd Fl New York, NY 10029	13-3901997	501c3	10,000	0			Program Support
(42) Deeds Not Words 1023 Springdale Rd 11D Austin, TX 78721	82-3135054	501c3	10,000	0			Program Support
(43) Diverse and Resilient Inc 2439 N Holton St Milwaukee, WI 53212	30-0084616	501c3	7,000	0			Program Support
(44) DRUM-Desis Rising Up and Movi 7218 ROOSEVELT AVE JACKSON HTS, NY 11372	38-3652741	501c3	75,000	0			Program Support
(45) El Pueblo Inc 2321 Crabtree Blvd Ste 105 Raleigh, NC 27604	56-1934310	501c3	160,000	0			Program Support
(46) Elephant Circle 3548 G Road Palisade, CO 81526	47-1648218	501c3	121,000	0			Program Support
(47) Essential Information Inc PO Box 19405 Washington, DC 20036	52-1299631	501c3	8,000	0			Program Support
(48) EverThrive Illinois 1006 S Michigan Ste 200 Chicago, IL 60605	36-3651051	501c3	20,000	0			Program Support
(49) FI Center for Fiscal & Econ P 579 E Call St Tallahassee, FL 32301	51-0549880	501c3	8,000	0			Program Support
(50) Forward Together 1440 Broadway Ste 301 Oakland, CA 94612	94-3311784	501c3	90,000	0			Program Support
(51) Fractured Atlas Inc 248 W 35th St 10th Floor New York, NY 10001	11-3451703	501c3	10,000	0			Program Support
(52) Freedom Inc 2110 Luann Lane Madison, WI 53713	43-2023570	501c3	260,000	0			Program Support
(53) Fund for The City of New York	13-2612524	501c3	8,000	0			Program support

121 Ave of the Americas New York, NY 10013							
(54) Funders for LGBTQ Issues 45 West 36th St 8th Fl New York, NY 10013	13-4144494	501c3	10,000	0			Program Support
(55) Gallery Aferro PO Box 5668 Newark, NJ 07105	26-3863419	501c3	21,400	0			Program Support
(56) Gender Justice Nevada 900 E Karen C211 Las Vegas, NV 89109	45-4022033	501c3	60,000	0			Program Support
(57) Got Green PO Box 18794 Seattle, WA 98118	91-1656676	501c3	85,000	0			Program Support
(58) Grassroots Policy Project PO Box 2125 Berkeley, CA 94702	52-1846313	501c3	10,000	0			Program support
(59) Heart Women & Girls 3473 S MLK Dr 192 Chicago, IL 60616	27-3625796	501c3	22,500	0			Program support
(60) Higher Heights Leadership Fun 147 Prince St No 30 Brooklyn, NY 11201	46-3554404	501c3	20,000	0			Program Support
(61) Highlander Research & Educ Cn 1959 Highlander Way New Market, TN 37820	62-0646373	501c3	272,500	0			Program Support
(62) Honor the Earth PO Box 63 Callaway, MN 56521	45-4714238	501c3	20,000	0			Program Support
(63) House of Rebirth TX 2302 Burning Light Dr Dallas, TX 75211	84-4065712	501c3	18,000	0			Program Support
(64) House of Tulip PO Box 770335 New Orleans, LA 70177	85-1376745	501c3	23,000	0			Program Support
(65) I Am Human Foundation 5482 Peachtree Landing Dr Ellenwood, GA 30294	83-1450516	501c3	45,000	0			Program Support
(66) Idaho Coalition Against Sexua 1402 West Grove St Boise, ID 83102	82-0410899	501c3	10,000	0			Program Support
(67) Illinois Caucus for Adolescen 719 S State St 5th Fl Chicago, IL 60619	36-3223988	501c3	80,000	0			Program Support
(68) Indigenous Women Rising PO Box 7475 Albuquerque, NM 87194	85-3336543	501c3	12,500	0			Program Support
(69) Interfaith Working Group 6757 Green St Ste 200 Philadelphia, PA 19119	23-2842734	501c3	22,000	0			Program support
(70) Intl Indian Treaty Council 2940 16th St 305 San Francisco, CA 94103	94-3330491	501c3	50,000	0			Program Support
(71) Jamma Birth Village 40 N Florissant Rd Ferguson, MO 63135	47-5592021	501c3	43,000	0			Program Support
(72) Jannahs Hands Inc 495 Flatbush Ave Ste 50 Brooklyn, NY 11225	84-4289169	501c3	8,000	0			Program Support
(73) Khmer Girls in Action 1355 Redondo Ave Ste 9 Long Beach, CA 90804	27-3087079	501c3	270,000	0			Program Support
(74) La Raza For Liberation 3750 Germantown Ave 2nd Fl Philadelphia, PA 19140	82-5366417	501c3	8,000	0			Program support
(75) Legal Svcs for Prisoners with 440 Market Street Oakland, CA 94608	94-3080408	501c3	60,000	0			Program Support
(76) Make The Road States 301 Grove St Brooklyn, NY 11237	11-3344389	501c3	6,000	0			Program support
(77) Mama Sana Vibrant Woman 733 Hwy 290 Austin, TX 78723	45-5638520	501c3	103,000	0			Program Support
(78) Mamatoto Village Inc 4315 Sheriff Rd NE Washington, DC 20019	46-2564702	501c3	110,500	0			Program Support
(79) Miami Workers Center 8330 Biscayne Blvd Miami, FL 33138	65-0942224	501c3	270,000	0			Program Support
(80) Mississippi Low-Income Child- PO Box 204 Biloxi, MS 39533	64-0943404	501c3	30,000	0			Program Support
(81) Mondo Bizarro Productions 609 St Ferdinand St New Orleans, LA 70117	84-1891312	501c3	15,000	0			Program Support
(82) Mothering Justice 622 Walnut Ave Royal Oak, MI 48073	45-3740989	501c3	135,000	0			Program Support
(83) Movement for Justice in El Ba 135 E 57th St 14th Floor New York, NY 10022	45-0927557	501c3	10,000	0			Program Support
(84) Movement Strategy Center 436 14th St 500 Oakland, CA 94612	20-1037643	501c3	333,850	0			Program Support

(85) MS Black Womens Roundtable PO Box 21499 Jackson, MS 39290	83-1193631	501c3	60,000	0		Program Support
(86) Ms Foundation for Women 12 MetroTech Center 26th Fl Brooklyn, NY 11201	23-7252609	501c3	150,000	0		Program Support
(87) Mujeres Unidas y Activas 3543 18th St 23 San Francisco, CA 94110	20-2986926	501c3	222,500	0		Program Support
(88) Nat Advocates for Pregnant Wo 875 6th Avenue Ste 1807 New York, NY 10001	52-2282183	501c3	50,000	0		Program Support
(89) National Asian Pacific Women 1730 Rhode Island Ave NW 210 Washington, DC 20036	36-4799986	501c3	290,000	0		Program Support
(90) National Latina Institute 50 Broad St Ste 1807 New York, NY 10001	52-1891734	501c3	157,500	0		Program Support
(91) National Network of Abortion PO Box 170280 Boston, MA 02117	04-3236982	501c3	150,000	0		Program Support
(92) National Womens Health Netwk 1413 K St NW Ste 400 Washington, DC 20005	52-1081261	501c3	105,000	0		Program Support
(93) Nationz Foundation Inc 4794 Finlay St Ste 1 Richmond, VA 23231	47-3964152	501c3	8,000	0		Program Support
(94) Native American Community Bd PO Box 572 Lake Andes, SD 57356	46-0392867	501c3	68,000	0		Program Support
(95) Native Movement PO BOX 83467 Fairbanks, AK 99708	68-0535413	501c3	75,000	0		Program Support
(96) NEO Philanthropy 45 West 36th Street 6th Floor New York, NY 10018	13-3191113	501c3	30,000	0		Program Support
(97) New Florida Majority 10800 Biscayne Blvd 1050 Miami, FL 33161	27-0167620	501c3	40,000	0		Program Support
(98) New Mexico Community Foundati 8 Calle Medico Santa Fe, NM 87505	85-0311210	501c3	13,000	0		Program Support
(99) New Venture Fund 1828 L St NW Suite 300-A Washington, DC 20036	20-5806345	501c3	68,000	0		Program Support
(100) New Voices Pittsburgh Inc 5987 Broad St Pittsburgh, PA 15206	27-0570462	501c3	137,500	0		Program Support
(101) New York Womens Foundation 39 Broadway 23rd Floor New York, NY 10006	13-3457287	501c3	110,500	0		Program Support
(102) Ohio Voice 5657 Vore Ridge Rd Athens, OH 45701	82-3381404	501c3	20,800	0		Program Support
(103) OPP Reform Coalition 4035 Washington Ave New Orleans, LA 70125	82-4969210	501c3	8,000	0		Program Support
(104) Peace Development Fund 44 North Prospect St Amherst, MA 01002	04-2738794	501c3	10,700	0		Program support
(105) Phoenix Transition Program 1365 Conley Rd D-10 Conley, GA 30288	85-1580942	501c3	8,000	0		Program Support
(106) Possibility Labs 1410 Franklin St 135 San Francisco, CA 94109	85-3989363	501c3	10,400	0		Program Support
(107) Power Safe Place Resource Ctr PO Box 1849 Front Royal, VA 22630	84-4606674	501c3	7,000	0		Program Support
(108) Power Shift Network PO Box 73116 Washington, DC 20020	45-5616367	501c3	15,000	0		Program Support
(109) Pro-Choice Arizona 4141 N 32ND St 105 Phoenix, AZ 85018	30-0380039	501c3	10,000	0		Program Support
(110) Prog Leadership Alliance-NV 203 S Arlington Ave Reno, NV 89501	88-0318655	501c3	35,000	0		Program Support
(111) Project South Institute for t 9 Gammon Ave SW Atlanta, GA 30315	58-1956686	501c3	60,000	0		Program Support
(112) Proteus Fund 15 Research Drive Suite B Amherst, MA 01002	04-3243004	501c3	175,000	0		Program Support
(113) Rainier Valley Corps 1225 S Weller St Seattle, WA 98144	47-4257834	501c3	33,000	0		Program Support
(114) Reuniting Of African Descenda 2214 8th Ave Suite 152	83-0683693	501c3	16,500	0		Program Support

New York, NY 10026							
(115) ROOTT PO Box 14916 Columbus, OH 43214	82-1964469	501c3	68,000	0			Program Support
(116) Ruth Ellis Center 77 Victor St Highland Park, MI 48203	38-3501697	501c3	31,100	0			Program Support
(117) Sister Song Inc 1237 Ralph D Abernathy Bl SW Atlanta, GA 30310	51-0544927	501c3	163,000	0			Program Support
(118) SisterLove Inc 3709 Bakers Ferry Rd SW Atlanta, GA 30331	58-2016070	501c3	22,000	0			Program Support
(119) Sisters PGH Corp 2014 Monongahela Ave Pittsburgh, PA 15218	82-1600131	501c3	20,000	0			Program Support
(120) Social & Enviro Entrepreneurs 23532 Calabasas Road Suite A Calabasas, CA 91302	95-4116679	501c3	15,000	0			Program Support
(121) Social Good Fund PO Box 5473 Richmond, CA 94805	46-1323531	501c3	75,000	0			Program Support
(122) Southeastern Transgender Ctr 3519 Colley Ave Norfolk, VA 23508	83-0734080	501c3	8,000	0			Program Support
(123) Southern Birth Justice Network 3900 YORKTOWNE BLVD APT 3906 Port Orange, FL 32129	61-1565139	501c3	141,000	0			Program Support
(124) Southerners on New Ground 250 GEORGIA AVE SUITE 201 Atlanta, GA 30312	61-1274170	501c3	100,000	0			Program Support
(125) St James Infirmary 730 Polk St 4th Fl San Francisco, CA 94109	94-3330568	501c3	20,600	0			Program Support
(126) Stand for Art Foundation 2541 Windbreak Dr Alexandria, VA 22306	27-1207295	501c3	8,000	0			Program Support
(127) Sylvia Rivera Law Project 147 W 24th St 5th Floor New York, NY 10011	81-0640342	501c3	80,000	0			Program Support
(128) TAKE 7769 2nd Ave South Birmingham, AL 35206	85-0702039	501c3	135,000	0			Program Support
(129) TEWA Women United PO Box 397 Santa Cruz, NM 87567	85-0480836	501c3	110,500	0			Program Support
(130) The Afiya Center Inc 501 Wynnewood Village 255 Dallas, TX 75231	36-4625704	501c3	155,000	0			Program Support
(131) The Body Political 3235 Hyde St Oakland, CA 94601	82-2685177	501c3	10,000	0			Program Support
(132) The DuBois Institute PO Box 6102 Dothan, AL 36302	20-4446221	501c3	40,000	0			Program Support
(133) The InTune Mother Society PO Box 55803 Del City, OK 73155	83-2403226	501c3	28,000	0			Program Support
(134) The Knights & Orchids 17 Broad St Selma, AL 36701	45-2603909	501c3	60,000	0			Program Support
(135) The Louisiana Perinatal Justi 1429 Gallier St New Orleans, LA 70117	84-3591201	501c3	118,000	0			Program support
(136) The Mahogany Project 9896 Bissonnet St Ste 370 Houston, TX 77036	82-1799016	501c3	8,000	0			Program Support
(137) The Maternal Coalition 935 Federal Ave E Seattle, WA 98102	83-2796268	501c3	15,000	0			Program Support
(138) The Outlaw Project 2936 N 36th St No 206 Phoenix, AZ 85018	86-2369593	501c3	28,000	0			Program Support
(139) The Philadelphia Sisters 5233 Irving St Philadelphia, PA 19139	83-3834472	501c3	20,000	0			Program Support
(140) The Praxis Project PO Box 7259 Oakland, CA 94601	30-0044814	501c3	8,000	0			Program Support
(141) The SEAD Project 1007 W Broadway Ave Minneapolis, MN 55411	47-4088420	501c3	10,000	0			Program Support
(142) The TAJA Coalition 1440 Thrush Ave Unit 43 San Leandro, CA 94578	85-0847335	501c3	8,000	0			Program Support
(143) The TransLatinCoalition 3055 Wilshire Blvd Ste 350 Los Angeles, CA 90010	27-3801872	501c3	118,000	0			Program Support
(144) Tides Center PO Box 29198 San Francisco, CA 94129	94-3213100	501c3	92,500	0			Program Support
(145) Tides Foundation PO Box 399389 San Francisco, CA 94139	51-0198509	501c3	20,000	0			Program Support
(146) Trans Queer Pueblo 1726 E Roosevelt St	81-3625797	501c3	122,500	0			Program Support

Phoenix, AZ 85006							
(147) Transgender Gender-Variant 370 Turk St 370 San Francisco, CA 94102	85-3693121	501c3	95,000	0			Program Support
(148) Transgender Law Center PO Box 70976 Oakland, CA 94612	05-0544006	501c3	50,000	0			Program Support
(149) Transwomen in need of Service 480 SW 102 Way Unit 101 Pembroke Pines, FL 33025	47-5607347	501c3	10,000	0			Program Support
(150) Tranz of Anarchii Inc 831 West 6th St Tracy, CA 95376	84-2041921	501c3	20,000	0			Program Support
(151) UTOPIA 841 Central Ave N Ste C106 Kent, WA 98032	61-1668192	501c3	35,000	0			Program Support
(152) United for Respect Educ Fund 77 Sands St 6th Floor Brooklyn, NY 11201	13-3885314	501c3	85,000	0			Program Support
(153) Unspoken Treasure Society 1001 NE 16th Ave Ste 8 Gainesville, FL 32601	83-3553019	501c3	12,000	0			Program Support
(154) Urban Affairs Coalition 1207 Chestnut St Suite 700 Philadelphia, PA 19107	23-7046393	501c3	12,500	0			Program Support
(155) Urban Rival Inc dba City Lif PO Box 300107 Jamaica Plain, MA 02130	04-2660311	501c3	85,000	0			Program Support
(156) URGE 734 15th St NW Suite 800 Washington, DC 20005	80-0804818	501c3	280,000	0			Program Support
(157) Uzazi Village 4232 Troost Ave Kansas City, MO 64110	46-0589830	501c3	98,000	0			Program Support
(158) Washington CAN 1806 E Yesler Way Seattle, WA 98122	91-1206728	501c3	115,000	0			Program Support
(159) WeCareTN 4005 Patte Ann Dr Memphis, TN 38116	83-2965696	501c3	10,000	0			Program Support
(160) WESPAC Foundation Inc 77 Tarrytown Road Ste 2W White Plains, NY 10607	13-3109400	501c3	20,000	0			Program Support
(161) West Fund PO Box 920088 El Paso, TX 79902	04-3236982	501c3	45,000	0			Program Support
(162) Western Native Voice 310 N 27th St Billings, MT 59103	45-3771715	501c3	125,000	0			Program Support
(163) Western States Center PO Box 40305 Portland, OR 97240	93-0952137	501c3	25,000	0			Program Support
(164) Women Engaged 1530 Dekalb Ave SE Suite A Atlanta, GA 30307	58-1318198	501c3	55,000	0			Program Support
(165) Women with a Vision 1001 S Broad St Suite 206 New Orleans, LA 70125	72-1202185	501c3	195,000	0			Program Support
(166) Womens Foundation of CA 300 Frank H Ogawa Plaza 420 Oakland, CA 94612	94-2752421	501c3	75,000	0			Program Support
(167) Womens Rights Empowerment Nt 1201 Main St Ste 320 Columbia, SC 29201	81-0775184	501c3	8,000	0			Program support
(168) Womens Voices for the Earth 1031 33rd Street Denver, CO 80205	81-0501011	501c3	170,000	0			Program Support
(169) Yanawana Herbalarios 1003 Creekview Dr San Antonio, TX 78219	46-0969842	501c3	17,500	0			Program Support

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 169
 3 Enter total number of other organizations listed in the line 1 table 0

Schedule I (Form 990) 2021 Page 2

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

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

(7)

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

Return Reference	Explanation
Grantmaker's Description of How Grants are Used	<p>Groundswell supports organizations that are using grassroots organizing to advance reproductive justice policy and systems change. It centers efforts led by women of color while also supporting work led by low-income white women, transgender, and gender non-conforming people, who together make the up the constituency who experiences the greatest reproductive health disparities and the largest barriers to reproductive freedom in the U.S. When identifying groups to support, Groundswell looks for organizations with: *A highly engaged and growing membership/constituent base comprised of people directly impacted by the conditions that they seek to transform; *Organizational leadership that reflects the diversity of this base; *Clear mechanisms for leadership development; *The ability to mobilize a base to win concrete policy changes; *A strategic direction with clear goals and objectives that are driven by the membership/constituency; *Ability to forge inter- and cross-movement alliances and to work well in coalition; *Innovation in framing and thought leadership; *A clear timeline for achieving goals and objectives and organizational capacity to achieve these; *An integrated racial, gender, and class justice analysis; *Connections to intermediary support organizations that build the capacity and collective; power of the RJ movement; *A strong track record of policy wins or strong strategy towards future wins; and *System for measuring the impact of the work, including clearly defined benchmarks for success. Groundswell Fund conducts pre-grant inquiries of applicant organizations to determine their ability to carry out the proposed activities in a compliant manner; requires all grantees to sign a grant agreement in which grantees promise to use funds in a manner that complies with IRC section 501(c)(3) and relevant restrictions; engages in frequent oral and written communication with grantees regarding their use of grant funds; and requires all grantees to submit semi-annual and annual progress reports, along with final reports on their grant spending, which reports must include both a narrative description of the use of grant funds and a detailed financial accounting of the funds, along with a certification that all activities performed with the funds were conducted in compliance with the restrictions in section 501(c)(3) and the grant agreement.</p>

Schedule I (Form 990) 2021

Additional Data

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Schedule J (Form 990)

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Complete if the organization answered "Yes" on Form 990, Part IV, line 23. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

2021

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Table with 2 columns: Name of the organization (Groundswell Fund), Employer identification number (47-4003615)

Part I Questions Regarding Compensation

Form with multiple sections (1a-9) containing checkboxes and text boxes for reporting compensation details.

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat. No. 50053T Schedule J (Form 990) 2021

Schedule J (Form 990) 2021

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

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

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

Table with 7 main columns: (A) Name and Title, (B) Breakdown of W-2, 1099-MISC compensation, and/or 1099-NEC, (C) Retirement and other deferred compensation, (D) Nontaxable benefits, (E) Total of columns (B)(i)-(D), (F) Compensation in column (B) reported as deferred on prior Form 990. Rows include Chanda Jones, Judy Thomas, Meenakshi Menon, Quanita Toffie, and Sheena Johnson.

6 Tara Ellison Deputy Director	(i)	193,183	-----	-----	2,533	11,748	207,464	-----
	(ii)	-----	-----	-----	-----	-----	-----	-----
7 Vanessa Daniel Exec Director	(i)	252,622	-----	-----	18,480	42,120	313,222	-----
	(ii)	-----	-----	-----	-----	-----	-----	-----

Schedule J (Form 990) 2021

Part III Supplemental Information

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

Return Reference	Explanation
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Schedule J (Form 990) 2021

Additional Data

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SCHEDULE M (Form 990)

Noncash Contributions

OMB No. 1545-0047

2021

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Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990. Go to www.irs.gov/Form990 for the latest information.

Department of the Treasury Internal Revenue Service

Name of the organization Groundswell Fund

Employer identification number 47-4003615

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Row 9 is filled with 'X', '8', '1,479,012', and 'FMV'.

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

Table with 3 columns: Question (30a, 31, 32a, 33), Yes, No. Row 30a is filled with 'No'.

is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
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Schedule M (Form 990) (2021)

Additional Data

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2021

Open to Public Inspection

Name of the organization
Groundswell Fund

Employer identification number

47-4003615

Return Reference	Explanation
Form 990, Part III, Line 4d: Other Program Services Description	OTHER PROGRAM SERVICES 4: Funder OrganizingWe explicitly center our giving on work led by women of color, particularly those who are Black, Indigenous, Transgender, and Gender Non-Conforming and do more to sustain and nourish our grantees: increasing resources for healing justice, organizational development, civic education, data management, legal support, and climate justice. We support groups who ask for our help to connect and build together across geographies and sectors, and create a stronger community for donors who want to deepen their engagement and learning.
Form 990, Part VI, Line 11b: Form 990 Review Process	FORM 990 IS PREPARED BY AN OUTSIDE TAX PROFESSIONAL. THE FORM IS THEN REVIEWED BYTHE ORGANIZATION'S MANAGEMENT, THE CFO, AND THE EXECUTIVE DIRECTOR. THIS GROUP OF INDIVIDUALS THEN DISCUSSES THE CONTENTS OF THE RETURN WITH THE OUTSIDE TAX PROFESSIONAL. AFTER A FULL REVIEW, THE FINAL VERSION OF THE TAX RETURN IS PROVIDED TO ALL MEMBERS OF THE ORGANIZATION'S VOTING BODY. A REPRESENTATIVE OF MANAGEMENT AUTHORIZES THE FINAL FORM 990 WHICH IS THEN E-FILED WITH THE INTERNAL REVENUE SERVICE.
Form 990, Part VI, Line 12c: Explanation of Monitoring and Enforcement of Conflicts	MEMBERS OF THE BOARD OF DIRECTORS REVIEW ALL POTENTIAL CONFLICTS OF INTEREST ATLEAST ANNUALLY. ALL PERSONNEL AND BOARD MEMBERS ARE REQUIRED TO DISCLOSE (INWRITING) POTENTIAL CONFLICTS AND ANY RELATED PARTY AFFILIATIONS. LOANS BETWEEN THEORGANIZATION AND MEMBERS OF MANAGEMENT AND THE BOARD ARE STRICTLY PROHIBITED. THEORGANIZATION SEEKS FULL TRANSPARENCY ON ALL RELATIONSHIPS. ANY POTENTIAL CONFLICTS(IN FACT OR APPEARANCE) ARE DISCUSSED OPENLY AND RESOLVED IN ACCORDANCE WITH THEORGANIZATION'S POLICIES AND PROCEDURES.
Form 990, Part VI, Line 15a: Compensation Review & Approval Process - CEO, Top Management	MEMBERS OF THE BOARD OF DIRECTORS REVIEW THE COMPENSATION OF ALL HIGH-LEVEL PERSONNEL PERIODICALLY IN ACCORDANCE WITH IRS RULES AND REGULATIONS. EFFORTS ARE MADE TO SECURE COMPENSATION DATA FROM INDUSTRY SOURCES IN ORDER TO DETERMINE COMPETITIVENESS AND APPROPRIATENESS OF SALARIES. EVERY EFFORT IS MADE TO ENSURE THAT THE PROCESS IS THOROUGH AND TRANSPARENT IN ACCORDANCE WITH IRS GUIDELINES AND THE ORGANIZATION'S POLICIES AND PROCEDURES.
Form 990, Part VI, Line 15b: Compensation Review and Approval Process for Officers and Key Employees	COMPENSATION OF OTHER HIGH-LEVEL PERSONNEL AND KEY EMPLOYEES IS REVIEWED PERIODICALLY BY MEMBERS OF MANAGEMENT. EFFORTS ARE MADE TO SECURE COMPENSATION DATA FROM INDUSTRY SOURCES IN ORDER TO DETERMINE COMPETITIVENESS AND APPROPRIATENESS OF SALARIES AND ALL RELATED BENEFITS. ALL DECISIONS ARE THEN DOCUMENTED IN PERSONNEL FILES.
Form 990, Part VI, Line 19: Other Organization Documents Publicly Available	ALL OF THE ORGANIZATION'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND OTHER LEGALFILINGS ARE MAINTAINED IN A SECURE ENVIRONMENT AND HELD AVAILABLE FOR INSPECTION BYTAX AUTHORITIES AND THE GENERAL PUBLIC. TAX RETURNS ARE POSTED ANNUALLY TOWWW.GUIDESTAR.ORG (WHERE THEY ARE AVAILABLE FOR VIEWING AS ELECTRONIC COPIES) AND ARE ALSO AVAILABLE UPON REQUEST.
Other Changes In Net Assets Or Fund Balances - Other Decreases	Change in discount for long-term pledges = -\$8196
Other Changes In Net Assets Or Fund Balances - Other	Other = -\$3

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SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2021

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Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization Groundswell Fund

Employer identification number 47-4003615

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

Table with 6 columns: (a) Name, address, and EIN of disregarded entity; (b) Primary activity; (c) Legal domicile; (d) Total income; (e) End-of-year assets; (f) Direct controlling entity.

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

Table with 7 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Exempt Code section; (e) Public charity status; (f) Direct controlling entity; (g) Section 512(b)(13) controlled entity? (Yes/No).

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat. No. 50135Y Schedule R (Form 990) 2021

Schedule R (Form 990) 2021

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

Table with 11 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Predominant income; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations? (Yes/No); (i) Code V-UBI amount; (j) General or managing partner? (Yes/No); (k) Percentage ownership.

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

Table with 9 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Type of entity; (f) Share of total income; (g) Share of end-of-year assets; (h) Percentage ownership; (i) Section 512(b)(13) controlled entity? (Yes/No).

Table with 10 columns and 10 rows, mostly empty.

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

Table with 10 columns (a-s) and 2 columns (Yes/No) for various transaction types like interest, gifts, loans, etc.

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

Table with 4 columns: (a) Name of related organization, (b) Transaction type, (c) Amount involved, (d) Method of determining amount involved.

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

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

Table with 11 columns: (a) Name, address, and EIN of entity, (b) Primary activity, (c) Legal domicile, (d) Predominant income, (e) Are all partners section 501(c)(3) organizations?, (f) Share of total income, (g) Share of end-of-year assets, (h) Disproportionate allocations?, (i) Code V-UBI amount, (j) General or managing partner?, (k) Percentage ownership.

Schedule R (Form 990) 2021

Schedule R (Form 990) 2021

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Part VII Supplemental Information

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

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TY 2021 IRS 990 e-File Render

Name: Groundswell Fund
EIN: 47-4003615
Software ID: 21013475
Software Version: 2021v4.0
Explanation: No lobbying expenses in 2020