

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2022

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 2022 calendar year, or tax year beginning 01-01-2022, and ending 12-31-2022

- 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 \$ 31,459,152

F Name and address of principal officer: Yamani Hernandez, 548 Market Street 49734, San Francisco, CA 94104

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), 501(c) ( ) (insert no.), 4947(a)(1) or 527

J Website: www.groundswellfund.org

K Form of organization: Corporation, Trust, Association, Other

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

Part I Summary

Table with 3 main sections: Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Includes rows for mission statement, voting members, employees, volunteers, revenue, expenses, and net assets.

Part II Signature Block

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

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

<b>Sign Here</b>	Signature of officer		2023-09-15		
	Chanda Jones CFO		Date		
<b>Paid Preparer Use Only</b>	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** (2022)

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 \$ 12,273,176 including grants of \$ 10,471,055 ) (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 \$ 4,755,796 including grants of \$ 2,990,000 ) (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 Civic Engagement, (b) Grassroots Organizing Institute, (c) Income Diversification, and (d) Organizational Development.

4c (Code: ) (Expenses \$ 847,364 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 ▶ 17,876,336

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)? If "Yes," complete Schedule A	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors? 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	Yes	
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 . . . . .	22		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 7, line 5, or 7, 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	
<b>24a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .	24a		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	24b		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	24d		
<b>25a</b>	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
<b>b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
<b>26</b>	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
<b>27</b>	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
<b>28</b>	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):			
<b>a</b>	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>b</b>	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
<b>c</b>	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
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	29	Yes	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33		No
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
<b>b</b>	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35b		
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		No
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .	37		No
<b>38</b>	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? <b>Note.</b> 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
<b>1a</b>	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable . . . . .		70
<b>1b</b>	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable . . . . .		0
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	Yes	

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

<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by				
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<p>this return . . . . .</p> <p><b>2a</b> <input type="text" value="35"/></p> <p><b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns?</p> <p><b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . .</p> <p><b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . . .</p> <p><b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . .</p> <p><b>b</b> If "Yes," enter the name of the foreign country: <input type="text" value=""/> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).</p> <p><b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . .</p> <p><b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</p> <p><b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . .</p> <p><b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . .</p> <p><b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .</p> <p><b>7 Organizations that may receive deductible contributions under section 170(c).</b></p> <p><b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .</p> <p><b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .</p> <p><b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .</p> <p><b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . . . . <input type="text" value="0"/></p> <p><b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . .</p> <p><b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .</p> <p><b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .</p> <p><b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . . . .</p> <p><b>9 Sponsoring organizations maintaining donor advised funds.</b></p> <p><b>a</b> Did the sponsoring organization make any taxable distributions under section 4966? . . . . .</p> <p><b>b</b> Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . . .</p> <p><b>10 Section 501(c)(7) organizations.</b> Enter:</p> <p><b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . . . . <input type="text" value=""/></p> <p><b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities <input type="text" value=""/></p> <p><b>11 Section 501(c)(12) organizations.</b> Enter:</p> <p><b>a</b> Gross income from members or shareholders . . . . . <input type="text" value=""/></p> <p><b>b</b> Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . . <input type="text" value=""/></p> <p><b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?</p> <p><b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year. <input type="text" value=""/></p> <p><b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b></p> <p><b>a</b> Is the organization licensed to issue qualified health plans in more than one state? . . . . . <input type="text" value=""/> <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.</p> <p><b>b</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 . . . . . <input type="text" value=""/></p> <p><b>c</b> Enter the amount of reserves on hand . . . . . <input type="text" value=""/></p> <p><b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .</p> <p><b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . .</p> <p><b>15</b> 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.</p> <p><b>16</b> Is the organization an educational institution subject to the section 4968 excise tax on net investment income? . . . If "Yes," complete Form 4720, Schedule O.</p> <p><b>17 Section 501(c)(21) organizations.</b> Did the trust, or any disqualified or other person 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.</p>	<p><b>2a</b> <input type="text" value="35"/></p> <p><b>2b</b> Yes</p> <p><b>3a</b> No</p> <p><b>3b</b></p> <p><b>4a</b> No</p> <p><b>5a</b> No</p> <p><b>5b</b> No</p> <p><b>5c</b></p> <p><b>6a</b> No</p> <p><b>6b</b></p> <p><b>7a</b> No</p> <p><b>7b</b></p> <p><b>7c</b> No</p> <p><b>7d</b> <input type="text" value="0"/></p> <p><b>7e</b> No</p> <p><b>7f</b> No</p> <p><b>7g</b> No</p> <p><b>7h</b> No</p> <p><b>8</b></p> <p><b>9a</b></p> <p><b>9b</b></p> <p><b>10a</b> <input type="text" value=""/></p> <p><b>10b</b> <input type="text" value=""/></p> <p><b>11a</b> <input type="text" value=""/></p> <p><b>11b</b> <input type="text" value=""/></p> <p><b>12a</b></p> <p><b>12b</b> <input type="text" value=""/></p> <p><b>13a</b></p> <p><b>13b</b> <input type="text" value=""/></p> <p><b>13c</b> <input type="text" value=""/></p> <p><b>14a</b> No</p> <p><b>14b</b></p> <p><b>15</b> No</p> <p><b>16</b> No</p> <p><b>17</b></p>
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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 Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Form 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
Own website Another's website Upon request Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records:

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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, box 6 of 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			
(1) Sheena Johnson Interim Co ED	37.00 3.00			X			265,299	0	47,044
(2) Vanessa Daniel Former Executive Director	0.00 0.00						255,145	0	684
(3) Meenakshi Menon Interim Co-ED	37.00 3.00			X			234,375	0	17,148
(4) Chanda Jones CFO	38.00 2.00			X			187,761	0	51,644
(5) Quanita Toffie Sr Director-Action	0.00 40.00						192,643	0	38,997
(6) Aileen Hammond Sr Dir Grantmaking	40.00 0.00						137,179	0	59,381
(7) Wen Brovold Dir Comms & Donor	38.00 2.00						147,125	0	46,900
(8) Victoria Mojarro Program Dir-GAF	2.00 38.00						135,994	0	33,993
(9) Julieta Garibay Sr Cap Bldg CoDir	40.00 0.00						140,281	0	9,395
(10) Yamani Hernandez Interim ExecDir	38.00 2.00			X			31,250	0	3,510
(11) Kimberly Inez McGuire Chair	1.00 0.00	X		X			0	0	0
(12) Brook Kelly-Green	1.00	X		X			0	0	0





5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person . . . . .

	Yes	
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

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

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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
<b>1a</b> Federated campaigns . . . . .				
<b>1b</b> Contributions, gifts, grants, and membership dues . . . . .				
<b>1c</b> Other amounts from fundraising events . . . . .				
<b>1d</b> Related organizations . . . . .				
<b>1e</b> Government grants (contributions) . . . . .				
<b>1f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	29,279,065			
<b>1g</b> Noncash contributions included in lines 1a - 1f: \$ . . . . .	2,816,388			
<b>1h Total.</b> Add lines 1a-1f . . . . .	29,279,065			

	Business Code	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
<b>2a</b> Program Service Revenue	Honorarium/speaker fees	624200	600	600	
<b>2f</b> All other program service revenue.					
<b>2g Total.</b> Add lines 2a-2f. . . . .	600				

<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		136,628			136,628
<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0			
<b>5</b> Royalties . . . . .		0			
	(i) Real	(ii) Personal			

<b>Other Revenue</b>	<b>6a</b> Gross rents	<b>6a</b>					
	<b>b</b> Less: rental expenses	<b>6b</b>					
	<b>c</b> Rental income or (loss)	<b>6c</b>					
	<b>d</b> Net rental income or (loss)			0			
	<b>7a</b> Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other			
			1,853,549				
		<b>7b</b> Less: cost or other basis and sales expenses	1,854,463				
	Gain or (loss)	<b>7c</b>	-914				
	<b>d</b> Net gain or (loss)				-914		-914
	<b>a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>8a</b>					
		<b>b</b> Less: direct expenses	<b>8b</b>				
	<b>c</b> Net income or (loss) from fundraising events				0		
<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>9a</b>						
	<b>b</b> Less: direct expenses	<b>9b</b>					
<b>c</b> Net income or (loss) from gaming activities				0			
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>						
	<b>b</b> Less: cost of goods sold	<b>10b</b>					
<b>c</b> Net income or (loss) from sales of inventory				0			
<b>11a</b> Canceled grants payable	Business Code	624200		119,310	119,310		
<b>b</b> Settlement proceeds		624200		70,000	70,000		
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d				189,310			
<b>12 Total revenue.</b> See instructions				29,604,689	189,910	135,714	

Form 990 (2022)

<b>Part IX Statement of Functional Expenses</b>				
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 <input type="checkbox"/>				
<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	13,461,055	13,461,055		
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22	0			
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.	0			
<b>4</b> Benefits paid to or for members	0			

<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .	942,580	524,207	283,476	134,897
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
<b>7</b> Other salaries and wages . . . . .	2,369,355	1,317,694	712,572	339,089
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	0			
<b>9</b> Other employee benefits . . . . .	1,438,287	726,075	524,656	187,556
<b>10</b> Payroll taxes . . . . .	263,048	146,292	79,110	37,646
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management . . . . .	0			
<b>b</b> Legal . . . . .	73,766	50,540	15,904	7,322
<b>c</b> Accounting . . . . .	128,292		128,292	
<b>d</b> Lobbying . . . . .	0			
<b>e</b> Professional fundraising services. See Part IV, line 17	53,750			53,750
<b>f</b> Investment management fees . . . . .	0			
<b>g</b> Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	459,673	379,589	27,025	53,059
<b>12</b> Advertising and promotion . . . . .	0			
<b>13</b> Office expenses . . . . .	85,614	53,804	20,486	11,324
<b>14</b> Information technology . . . . .	192,849	119,886	43,264	29,699
<b>15</b> Royalties . . . . .	0			
<b>16</b> Occupancy . . . . .	1,754	982	509	263
<b>17</b> Travel . . . . .	165,921	162,449	594	2,878
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
<b>19</b> Conferences, conventions, and meetings . . . . .	0			
<b>20</b> Interest . . . . .	0			
<b>21</b> Payments to affiliates . . . . .	0			
<b>22</b> Depreciation, depletion, and amortization . . . . .	57,608	38,022	10,369	9,217
<b>23</b> Insurance . . . . .	12,166	8,029	2,190	1,947
<b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> Program technical assistance	724,953	695,116	14,275	15,562
<b>b</b> Dues & subscriptions	129,763	20,298	5,547	103,918
<b>c</b> Program other support	98,794	98,328		466
<b>d</b> Communications	54,079	54,079		
<b>e</b> All other expenses	27,857	19,891	3,845	4,121
<b>25 Total functional expenses.</b> Add lines 1 through 24e	20,741,164	17,876,336	1,872,114	992,714
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Form 990 (2022)

Part X **Balance Sheet**

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

	(A) Beginning of year		(B) End of year
<b>1</b> Cash-non-interest-bearing . . . . .	5,809,142	<b>1</b>	5,196,486
<b>2</b> Savings and temporary cash investments . . . . .	24,801,581	<b>2</b>	33,923,500
<b>3</b> Pledges and grants receivable, net . . . . .	11,406,099	<b>3</b>	14,039,601
<b>4</b> Accounts receivable, net . . . . .		<b>4</b>	0

<b>Assets</b>	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	45,527	9	57,144	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 226,279			
	b	Less: accumulated depreciation	10b 179,749	10c 46,530		
	11	Investments—publicly traded securities		11	0	
	12	Investments—other securities. See Part IV, line 11	30,134	12	5,054	
	13	Investments—program-related. See Part IV, line 11		13	0	
	14	Intangible assets		14	0	
	15	Other assets. See Part IV, line 11	96,908	15	504,399	
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 33)	42,239,063	16	53,772,714	
	<b>Liabilities</b>	17	Accounts payable and accrued expenses	400,909	17	314,868
		18	Grants payable	1,351,500	18	3,752,000
		19	Deferred revenue		19	
20		Tax-exempt bond liabilities		20		
21		Escrow or custodial account liability. Complete Part IV of Schedule D		21		
22		Loans and other payables to 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	666,667	25	1,000,000	
26		<b>Total liabilities.</b> Add lines 17 through 25	2,419,076	26	5,066,868	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.</b>					
	27	Net assets without donor restrictions	19,982,750	27	22,161,907	
	28	Net assets with donor restrictions	19,837,237	28	26,543,939	
	<b>Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.</b>					
	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	<b>Total net assets or fund balances</b>	39,819,987	32	48,705,846	
33	<b>Total liabilities and net assets/fund balances</b>	42,239,063	33	53,772,714		

Form 990 (2022)

Part XI **Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,604,689
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,741,164
3	Revenue less expenses. Subtract line 2 from line 1	3	8,863,525
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	39,819,987
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	22,334
10	<b>Net assets or fund balances at end of year.</b> Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	48,705,846

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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- 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
<b>2a</b>		No
<b>2b</b>	Yes	
<b>2c</b>	Yes	
<b>3a</b>		No
<b>3b</b>		

Form **990** (2022)

Form 990 (2022)

**Additional Data**

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**Software ID:** 22015553

**Software Version:** 2022v5.0

**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

2022

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) 2022

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 Calendar year



Calendar year (or fiscal year beginning in) ▶	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.") . . . . .	8,463,336	20,954,037	29,625,647	24,214,574	29,279,064	112,536,658
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge..						0
<b>4 Total.</b> Add lines 1 through 3	8,463,336	20,954,037	29,625,647	24,214,574	29,279,064	112,536,658
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						24,436,316
<b>6 Public support.</b> Subtract line 5 from line 4.						88,100,342

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
<b>7</b> Amounts from line 4. . . . .	8,463,336	20,954,037	29,625,647	24,214,574	29,279,064	112,536,658
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	23,593	56,939	55,587	8,390	135,714	280,223
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on. . . . .						0
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . . . . .					189,310	189,310
<b>11 Total support.</b> Add lines 7 through 10						113,006,191
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					<b>12</b>	86,375
<b>13 First 5 years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ▶ <input type="checkbox"/>						

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

<b>14</b> Public support percentage for 2022 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	77.960 %
<b>15</b> Public support percentage for 2021 Schedule A, Part II, line 14 . . . . .	<b>15</b>	71.480 %
<b>16a 33 1/3% support test—2022.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input checked="" type="checkbox"/>		
<b>b 33 1/3% support test—2021.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test—2022.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2021.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ <input type="checkbox"/>		

Schedule A (Form 990) 2022

**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) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						

<b>4</b>	under section 513 . . . . . Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . . .					
<b>5</b>	The value of services or facilities furnished by a governmental unit to the organization without charge					
<b>6</b>	<b>Total.</b> Add lines 1 through 5					
<b>7a</b>	Amounts included on lines 1, 2, and 3 received from disqualified persons					
<b>b</b>	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.					
<b>c</b>	Add lines 7a and 7b. . . . .					
<b>8</b>	<b>Public support.</b> (Subtract line 7c from line 6.)					

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
<b>9</b> Amounts from line 6. . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
<b>c</b> Add lines 10a and 10b.						
<b>11</b> Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on.						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . . . . .						
<b>13</b> <b>Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .						
<b>14</b> <b>First 5 years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here.</b> . . . . . ▶ <input type="checkbox"/>						

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

<b>15</b> Public support percentage for 2022 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	
<b>16</b> Public support percentage from 2021 Schedule A, Part III, line 15 . . . . .	<b>16</b>	

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

<b>17</b> Investment income percentage for <b>2022</b> (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	
<b>18</b> Investment income percentage from <b>2021</b> Schedule A, Part III, line 17 . . . . .	<b>18</b>	

- 19a** **33 1/3% support tests-2022.** 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—2021.** 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) 2022

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

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

**Schedule A (Form 990) 2022**

**Part IV Supporting Organizations** (continued)

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

Yes No

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

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

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

**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.**

		Yes	No
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	<b>2a</b>		
<b>b</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? <i>If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>	<b>2b</b>		
<b>3</b> Parent of Supported Organizations. <b>Answer lines 3a and 3b below.</b>			
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No", provide details in <b>Part VI</b>.</i>	<b>3a</b>		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard.</i>	<b>3b</b>		

Schedule A (Form 990) 2022

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

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

Schedule A (Form 990) 2022

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

<b>Section D - Distributions</b>			Current Year	
<b>1</b>	Amounts paid to supported organizations to accomplish exempt purposes	<b>1</b>		
<b>2</b>	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	<b>2</b>		
<b>3</b>	Administrative expenses paid to accomplish exempt purposes of supported organizations	<b>3</b>		
<b>4</b>	Amounts paid to acquire exempt-use assets	<b>4</b>		
<b>5</b>	Qualified set-aside amounts (prior IRS approval required - provide details in <b>Part VI</b> )	<b>5</b>		
<b>6</b>	Other distributions (describe in <b>Part VI</b> ). See instructions	<b>6</b>		
<b>7</b>	<b>Total annual distributions.</b> Add lines 1 through 6.	<b>7</b>		
<b>8</b>	Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions	<b>8</b>		
<b>9</b>	Distributable amount for 2022 from Section C, line 6	<b>9</b>		
<b>10</b>	Line 8 amount divided by Line 9 amount	<b>10</b>		
<b>Section E - Distribution Allocations</b> (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
<b>1</b>	Distributable amount for 2022 from Section C, line 6			
<b>2</b>	Underdistributions, if any, for years prior to 2022 (reasonable cause required-- explain in <b>Part VI</b> ). See instructions.			
<b>3</b>	Excess distributions carryover, if any, to 2022:			
<b>a</b>	From 2017. . . . .			
<b>b</b>	From 2018. . . . .			
<b>c</b>	From 2019. . . . .			
<b>d</b>	From 2020. . . . .			
<b>e</b>	From 2021. . . . .			
<b>f</b>	<b>Total</b> of lines 3a through e			
<b>g</b>	Applied to underdistributions of prior years			
<b>h</b>	Applied to 2022 distributable amount			
<b>i</b>	Carryover from 2017 not applied (see instructions)			
<b>j</b>	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
<b>4</b>	Distributions for 2022 from Section D, line 7:			
	\$			

<b>a</b> Applied to underdistributions or prior years			
<b>b</b> Applied to 2022 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from line 4.			
<b>5</b> Remaining underdistributions for years prior to 2022, 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.			
<b>6</b> Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. If the amount is greater than zero, <i>explain in Part VI.</i> See instructions.			
<b>7 Excess distributions carryover to 2023.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2018. . . . .			
<b>b</b> Excess from 2019. . . . .			
<b>c</b> Excess from 2020. . . . .			
<b>d</b> Excess from 2021. . . . .			
<b>e</b> Excess from 2022. . . . .			

Schedule A (Form 990) (2022)

Schedule A (Form 990) 2022

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**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) 2022

Additional Data

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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.

2022

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) (2022)

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) (2022)

Schedule B (Form 990) (2022)

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Name of organization Groundswell Fund	Employer identification number 47-4003615
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this 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) (2022)

**Additional Data**

[Return to Form](#)

Software ID: 22015553  
Software Version: 2022v5.0

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

2022

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.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....	26,000													
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	78,000													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....	104,000													
<b>d</b>	Other exempt purpose expenditures .....	20,637,164													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....	20,741,164													
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....	250,000													
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input 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.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) Total
<b>2a</b> Lobbying nontaxable amount	760,944	970,008	32,000	1,000,000	2,762,952
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					4,144,428
<b>c</b> Total lobbying expenditures	116,659		160,000	104,000	380,659
<b>d</b> Grassroots nontaxable amount	190,236		8,000	250,000	448,236
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					672,354
<b>f</b> Grassroots lobbying expenditures				26,000	26,000

**Schedule C (Form 990) 2022**

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

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

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



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

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

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

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

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

**Part IV Supplemental Information**

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

Return Reference	Explanation
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Schedule C (Form 990) 2022

**Additional Data**

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**Software ID:** 22015553  
**Software Version:** 2022v5.0

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2022

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) 2022

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, 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
1a Beginning of year balance
1b Contributions
1c Net investment earnings, gains, and losses
1d Grants or scholarships
1e Other expenditures for facilities and programs
1f Administrative expenses
1g End of year balance
2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
2a Board designated or quasi-endowment
2b Permanent endowment
2c 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:
3a(i) Unrelated organizations
3a(ii) Related organizations
3b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

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

Schedule D (Form 990) 2022

Schedule D (Form 990) 2022

**Part VII Investments - Other Securities.**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (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)		
<b>Total.</b> (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)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

**Part X Other Liabilities.**

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

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

Refundable Advance	1,000,000
<b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 25.)	1,000,000

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) 2022**

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**  
Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

<b>1</b> Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	35,505,034
<b>2</b> Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b> Net unrealized gains (losses) on investments . . . . .	<b>2a</b>	
<b>b</b> Donated services and use of facilities . . . . .	<b>2b</b>	
<b>c</b> Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b> Other (Describe in Part XIII.) . . . . .	<b>2d</b>	5,900,345
<b>e</b> Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	5,900,345
<b>3</b> Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	29,604,689
<b>4</b> Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b> Other (Describe in Part XIII.) . . . . .	<b>4b</b>	
<b>c</b> Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	
<b>5</b> Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) . . . . .	<b>5</b>	29,604,689

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**  
Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

<b>1</b> Total expenses and losses per audited financial statements . . . . .	<b>1</b>	25,219,321
<b>2</b> Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b> Donated services and use of facilities . . . . .	<b>2a</b>	
<b>b</b> Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b> Other losses . . . . .	<b>2c</b>	
<b>d</b> Other (Describe in Part XIII.) . . . . .	<b>2d</b>	4,478,157
<b>e</b> Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	4,478,157
<b>3</b> Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	20,741,164
<b>4</b> Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b> Other (Describe in Part XIII.) . . . . .	<b>4b</b>	
<b>c</b> Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	
<b>5</b> Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) . . . . .	<b>5</b>	20,741,164

**Part XIII Supplemental Information**

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

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, 2022, 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 \$22335 Groundswell Action Fund Revenue \$5878010
Part XII, Line 2d: Other expenses and losses per audited F/S	Groundswell Action Fund Expense \$4478156 Other \$1

**Schedule D (Form 990) 2022**

**Additional Data**

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<b>efile Public Visual Render</b>	<b>ObjectID: 202302589349302255 - Submission: 2023-09-15</b>	<b>TIN: 47-4003615</b>
<b>SCHEDULE G (Form 990)</b>	<b>Supplemental Information Regarding Fundraising or Gaming Activities</b> Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. ▶ Attach to Form 990 or Form 990-EZ. ▶ Go to <a href="http://www.irs.gov/Form990">www.irs.gov/Form990</a> for instructions and the latest information.	OMB No. 1545-0047 <b>2022</b> Open to Public Inspection
Department of the Treasury Internal Revenue Service		

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

**Part I Fundraising Activities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- |   |  |
|---|--|
| <b>a</b> <input type="checkbox"/> Mail solicitations                          | <b>e</b> <input checked="" type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input checked="" type="checkbox"/> Internet and email solicitations | <b>f</b> <input type="checkbox"/> Solicitation of government grants                |
| <b>c</b> <input checked="" type="checkbox"/> Phone solicitations              | <b>g</b> <input type="checkbox"/> Special fundraising events                       |
| <b>d</b> <input checked="" type="checkbox"/> In-person solicitations          |  |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**
- b** If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Left Align Consulting LL 1292 Winburn Dr Atlanta, GA 30344	Grant writing		No		33,028	
JF Lyles 1292 Winburn Dr East Point, GA 30344	Grant Writing		No		20,722	
<b>Total</b> ▶					53,750	

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

.....

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

		(a)Event #1	(b) Event #2	(c)Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
<b>Revenue</b>	<b>1</b> Gross receipts . . . . .				
	<b>2</b> Less: Contributions . . . . .				
	<b>3</b> Gross income (line 1 minus line 2) . . . . .				
<b>Direct Expenses</b>	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .				
	<b>7</b> Food and beverages . . . . .				
	<b>8</b> Entertainment . . . . .				
	<b>9</b> Other direct expenses . . . . .				
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				
<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) . . . . . ▶					

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

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

**9** Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_

**a** Is the organization licensed to conduct gaming activities in each of these states? . . . . .  **Yes**  **No**

**b** If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  **Yes**  **No**

**b** If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Schedule G (Form 990) 2022

- 11** Does the organization conduct gaming activities with nonmembers?  Yes  No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13** Indicate the percentage of gaming activity conducted in:
 

<b>a</b> The organization's facility	<b>13a</b>	%
<b>b</b> An outside facility	<b>13b</b>	%
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ -----

Address ▶ -----

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_.
- c** If "Yes," enter name and address of the third party:

Name ▶ -----

Address ▶ -----

**16** Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

- Director/officer
- Employee
- Independent contractor

**17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

Return Reference	Explanation
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Schedule G (Form 990) 2022

**Additional Data**

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**Software Version:** 2022v5.0

**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2022**

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	100,000	0			Program Support
(2) 9to5 Natl Assn Working Women 207 E Buffalo St 211 Milwaukee, WI 53202	52-1201710	501c3	10,000	0			Program Support
(3) A Vision 4 Hope 1800 Phoenix BlvdBldg 200210 College Park, GA 30349	82-0897150	501c3	6,240	0			Program Support
(4) Abolitionist Teaching Network 3143 Church Street East Point, GA 30344	85-2052580	501c3	10,000	0			Program Support
(5) Access Philanthropy Charities 2100 Stevens Ave 100 Minneapolis, MN 55404	38-3777419	501c3	50,000	0			Program Support
(6) Access Reproductive Care - SE 151 Ted Turner Dr NW 208 Atlanta, GA 30303	47-3813101	501c3	160,000	0			Program Support
(7) Access Womens Health Justice PO Box 3609 Oakland, CA 94609	51-0163201	501c3	50,000	0			Program Support
(8) ACORN Center for Restoration 10699 HWY 36 Covington, GA 30014	84-4166710	501c3	20,000	0			Program Support
(9) ACT 4 SA 7970 FredericksburgRd101-326 San Antonio, TX 78229	87-1045068	501c3	10,000	0			Program Support
(10) ACT for Women and Girls PO Box 536 Visalia, CA 93279	26-0287450	501c3	90,000	0			Program Support
(11) African americanOffice Gay Co 877 Broad Street Suite 211 Newark, NJ 07102	22-3767952	501c3	5,325	0			Program Support
(12) Alaska Community Action 1225 E Intl Airport Rd 220 Anchorage, AK 99518	59-3479821	501c3	152,500	0			Program Support
(13) Alliance for Global Justice 225 E 26th St Ste 1 Tuscon, AZ 85713	52-2094677	501c3	70,375	0			Program Support
(14) Allied Media Projects 4126 Third St Detroit, MI 48201	01-0559608	501c3	45,000	0			Program Support
(15) Alternate Roots Inc 1270 Caroline St NE D120-353 Atlanta, GA 30307	58-1318198	501c3	16,200	0			Program Support
(16) Amalgamated Charitable Fo 1825 K Street Northwest Washington, DC 20006	82-1517696	501c3	20,000	0			Program Support
(17) American Trans Resource Hub 2934 E Garvey Ave 250 PMB15 West Covina, CA 91791	85-3464706	501c3	6,390	0			Program Support
(18) Arts Business Collaborative 38-01 60th St Woodside, NY 11377	83-2173068	501c3	27,500	0			Program Support
(19) Asian Health Services 101 8th Street Suite 100 Oakland, CA 94607	94-2235908	501c3	50,000	0			Program Support
(20) Audre Lorde Project 85 South Oxford Street Brooklyn, NY 11217	06-1502452	501c3	30,000	0			Program Support
(21) Avow Fdn for Abortion Access 1101 West 34th Street679 Austin, TX 78705	74-2543342	501c3	10,000	0			Program Support
(22) Beyond Trenches 578 Wynbrooke Parkway Stone Mountain, GA 30087	87-2874656	501c3	5,250	0			Program Support
(23) Birth Detroit	84-2980807	501c3	50,000	0			Program Support

1/343 McIntyre Detroit, MI 48219							
(24) Birthing Beautiful Communitie 3043 Superior Avenue Cleveland, OH 44114	47-4453278	501c3	63,000	0			Program Support
(25) Black Birth Justice Inc 3203 Mid Dale Lane Louisville, KY 40220	86-1860910	501c3	43,000	0			Program Support
(26) Black Mamas Matter Alliance 1237 Ralph David Abernathy Bl Atlanta, GA 30310	85-1274248	501c3	50,000	0			Program Support
(27) Black Phoenix Organizing Coll 3101 N Central Ave 980F Phoenix, AZ 85012	84-2633423	501c3	97,500	0			Program Support
(28) Black Voters Matter Capacity 4751 Best Rd Suite 200 Atlanta, GA 30349	81-3625061	501c3	10,000	0			Program Support
(29) Black Women for Wellness 4340 11th Avenue Los Angeles, CA 90008	95-4624707	501c3	97,500	0			Program Support
(30) Black Womens Blueprint PO Box 24713 Brooklyn, NY 11202	27-1308862	501c3	15,000	0			Program Support
(31) Blackroots Alliance 5061 South Prairie Avenue Chicago, IL 60615	82-3487898	501c3	62,800	0			Program Support
(32) Bold Futures NM 309 Gold Ave SW Albuquerque, NM 87102	85-0481224	501c3	183,000	0			Program Support
(33) BONDS Organization 453 Cardinal Drive Harrisonburg, VA 22801	88-1173526	501c3	15,000	0			Program support
(34) Brave Space Alliance 1515 E 52nd Place 3rd Floor Chicago, IL 60615	84-4538090	501c3	60,000	0			Program Support
(35) Breath of My Heart Birthplace 905 B Calle Armada Española, NM 87532	46-2669219	501c3	135,000	0			Program Support
(36) Brooklyn Ghost Project Inc 40 Varet St No 304 Brooklyn, NY 11206	85-3109014	501c3	10,000	0			Program Support
(37) BYP100 Education Fund PO Box 15254 Chicago, IL 60615	81-0975889	501c3	105,000	0			Program Support
(38) CAAAV Organizing 55 HESTER STREET New York, NY 10002	13-3526938	501c3	125,000	0			Program Support
(39) California Latinas for Reprod PO Box 861766 Los Angeles, CA 90086	26-2213868	501c3	30,000	0			Program Support
(40) Carolina Youth Action Project 1230 Dickson Ave Hanahan, SC 29410	27-5484213	501c3	30,000	0			Program Support
(41) Centro Pediatrico deLactancia PO Box 16554 San Juan, PR 00908	66-0522602	501c3	47,500	0			Program Support
(42) Centro por la Justicia 1416 E Commerce San Antonio, TX 78205	74-2720710	501c3	160,000	0			Program Support
(43) Changing Woman Initiative 4133 Montgomery Boulevard Nor Albuquerque, NM 87109	81-1078799	501c3	70,000	0			Program Support
(44) Chicago Foundation for Women 140 S Dearborn Street 400 Chicago, IL 60603	36-3348160	501c3	160,000	0			Program Support
(45) Chinese for AffirmativeAction 17 Walter U Lum Place San Francisco, CA 94108	94-2161304	501c3	62,500	0			Program Support
(46) CHOICES-Memphis Ctr for Repro 1203 Poplar Ave Memphis, TN 38104	62-0931089	501c3	120,000	0			Program Support
(47) Cihuapactli Collective 6437 S Central Ave Phoenix, AZ 85042	82-4846555	501c3	82,500	0			Program Support
(48) Circle of Health Internationa 411 W Monroe St Austin, TX 78704	65-1213326	501c3	35,000	0			Program Support
(49) Cntr Empowered Politics Educ 1042 Grant Ave Suite 5 San Francisco, CA 94133	45-3084134	501c3	102,500	0			Program Support
(50) Cntr for Third World Organizi 1714 Franklin St Suite 100 Oakland, CA 94612	52-1211059	501c3	8,000	0			Program Support
(51) CNTR ON RACE POVERTY & ENVR 5901 Christie Ave Ste 208 EMERYVILLE, CA 93215	05-0557231	501c3	50,000	0			Program Support
(52) COLOR	84-1569021	501c3	147,500	0			Program Support

827 Sherman Street Denver, CO 80203							
(53) Coming Clean 28 Vernon St Ste 434 Battleboro, VT 50301	04-3429794	501c3	100,000	0			Program Support
(54) Common Counsel Foundation 1624 FRANKLIN ST STE 1022 Oakland, CA 94612	94-3214166	501c3	117,500	0			Program Support
(55) Commonsense Childbirth Inc 213 S Dillard St suite 340 Winter Garden, FL 34787	59-3479821	501c3	383,000	0			Program Support
(56) Community Action Agcy SthrnNM 3880 Foothills Road STE A Las Cruces, NM 88011	85-0196070	501c3	50,000	0			Program Support
(57) Community Partners 4534 Eagle Rock Boulevard Los Angeles, CA 90041	95-4302067	501c3	50,000	0			Program Support
(58) Decarcerate Miami Inc 1951 Northwest 7th Ave 600 Miami, FL 33136	84-4077230	501c3	10,000	0			Program Support
(59) Deeds Not Words 1023 Springdale Rd 11D Austin, TX 78721	82-3135054	501c3	10,000	0			Program Support
(60) Dem Bois Inc PO Box 6809 San Pablo, CA 94806	81-1997448	501c3	9,000	0			Program Support
(61) DRUM-Desis Rising Up&Moving 78-18 ROOSEVELT AVE JACKSON HTS, NY 11372	38-3652741	501c3	80,000	0			Program Support
(62) DuBois Institute for Entrepre PO Box 6102 Dothan, AL 36302	20-4446221	501c3	40,000	0			Program Support
(63) El Pueblo Inc 2321 Crabtree Blvd Ste 105 Raleigh, NC 27604	56-1934310	501c3	127,500	0			Program Support
(64) Elephant Circle 3548 G Road Palisade, CO 81526	47-1648218	501c3	190,000	0			Program Support
(65) Empowering Transgender Svc 135 Kings Way 100 Hampton, VA 23669	84-3276856	501c3	10,000	0			Program Support
(66) EverThrive Illinois 1006 S Michigan Ste 200 Chicago, IL 60605	36-3651051	501c3	20,000	0			Program Support
(67) Faith for Justice 2142 Victor Street Saint Louis, MO 63104	83-1374949	501c3	5,300	0			Program Support
(68) Faith Hope and Unity Gardens 4185 Hereford Street Detroit, MI 48224	38-3992053	501c3	5,075	0			Program Support
(69) Fayetteville PACT PO Box 25667 Fayetteville, NC 28314	85-1711407	501c3	8,000	0			Program Support
(70) Florida Rising Together 10800 Biscayne Blvd Ste 1050 Miami, FL 33161	45-3956785	501c3	70,000	0			Program Support
(71) Fnd for the Advmt & Rehabilit 1432 Pitkin AvenueStorefront Brooklyn, NY 11233	46-5128655	501c3	10,000	0			Program Support
(72) Forward Together 300 Frank H Ogawa Plaza 700 Oakland, CA 94612	94-3311784	501c3	75,000	0			Program Support
(73) Fractured Atlas Inc 228 Park Ave S No 56651 New York, NY 10003	11-3451703	501c3	22,500	0			Program Support
(74) Freedom Inc 2110 Luann Lane Madison, WI 53713	43-2023570	501c3	135,000	0			Program Support
(75) Funders for LGBTQ Issues 45 West 36th St 8th Fl New York, NY 10018	13-4144494	501c3	15,000	0			Program Support
(76) Gender Justice Nevada 900 E Karen C211 Las Vegas, NV 89109	45-4022033	501c3	30,000	0			Program Support
(77) Got Green PO Box 18794 Seattle, WA 98118	91-1656676	501c3	80,000	0			Program Support
(78) Grantmakers for Southern Prog 1513 E Cleveland Ave 100B- 108 East Point, GA 30344	62-0646373	501c3	10,000	0			Program Support
(79) Healing to Action 332 S Michigan Lower Ste H696 Chicago, IL 60604	81-4546742	501c3	22,500	0			Program Support
(80) Heart Women & Girls 4407 S Lake Park Ave Chicago, IL 60653	27-3625796	501c3	12,500	0			Program support
(81) Highlander Ctr for Research 1959 Highlander Way New Market, TN 37820	62-0646373	501c3	110,000	0			Program Support
(82) Holistic Birth Collective 6127 South University Avenue Chicago, IL 60637	86-1652494	501c3	38,000	0			Program Support

(83) I Am Human Foundation 5482 Peachtree Landing Dr Ellenwood, GA 30294	83-1450516	501c3	45,000	0		Program Support
(84) I Be Black Girl 1299 Farnam St Suite 300 Omaha, NE 68102	87-3551841	501c3	50,000	0		Program Support
(85) Idaho Coalition Against Sexua 1402 West Grove St Boise, ID 83102	82-0410899	501c3	10,000	0		Program Support
(86) IfWhenHow 1714 Franklin St Ste 100-393 Oakland, CA 94612	90-0181944	501c3	20,000	0		Program Support
(87) Illinois Caucus for Adolescen 719 S State St 4th Fl Chicago, IL 60605	36-3223988	501c3	70,000	0		Program Support
(88) Indigenous Women Rising 320 Gold Ave SW 919 Albuquerque, NM 87102	85-3336543	501c3	95,000	0		Program Support
(89) Indigenous World Org 76 Geronimo Lane Akwesasne, NY 13655	84-4634997	501c3	25,000	0		Program Support
(90) Intl Indian Treaty Council 100 East Ajo Way Tucson, AZ 85713	94-3330491	501c3	50,000	0		Program Support
(91) Jamaa Birth Village 40 N Florissant Rd Ferguson, MO 63135	47-5592021	501c3	55,000	0		Program Support
(92) Kentucky Civic Engmnt Table 2508 Portland Suite 15 Louisville, KY 40212	83-2413836	501c3	10,000	0		Program Support
(93) Kentucky Health Justice Netwo PO Box 4761 Louisville, KY 40204	27-1246514	501c3	45,000	0		Program Support
(94) Khmer Girls in Action 1355 Redondo Ave Ste 9 Long Beach, CA 90804	27-3087079	501c3	110,000	0		Program Support
(95) LA Alliance for a New Economy 464 Lucas Avenue Suite 202 Los Angeles, CA 90017	95-4459427	501c3	95,000	0		Program Support
(96) Legal Svcs for Prisoners wCh 4400 Market Street Oakland, CA 94608	94-3080408	501c3	40,000	0		Program Support
(97) Mama Sana Vibrant Woman 733 Hwy 290 Austin, TX 78723	45-5638520	501c3	103,000	0		Program Support
(98) Mamatoto Village Inc 4315 Sheriff Rd NE Washington, DC 20019	46-2564702	501c3	108,000	0		Program Support
(99) Miami Foundation 40 Northwest 3rd St Ste 305 Miami, FL 33128	65-0350357	501c3	20,000	0		Program Support
(100) Miami Workers Center 745 Northwest 54th Street Miami, FL 33127	65-0942224	501c3	147,500	0		Program Support
(101) Michigan Environmtal Justice PO Box 441130 97741 Detroit, MI 48244	86-1272770	501c3	75,000	0		Program Support
(102) Miracle of Love Inc 1301 West Colonial Drive Orlando, FL 32804	59-3455949	501c3	8,800	0		Program Support
(103) Mississippi Low-Income Child PO Box 204 Biloxi, MS 39533	64-0943404	501c3	30,000	0		Program Support
(104) Mississippi Votes 510 George StreetSte 308 Jackson, MS 39202	82-1014316	501c3	60,000	0		Program Support
(105) Movement Strategy Center 436 14th St 500 Oakland, CA 94612	20-1037643	501c3	298,100	0		Program Support
(106) MS Black Womens Roundtable 200 North Congress Street Jackson, MS 39201	83-1193631	501c3	80,000	0		Program Support
(107) Ms Foundation for Women 1 Willoughby Square Suite 20 Brooklyn, NY 11201	23-7252609	501c3	150,000	0		Program Support
(108) Mujeres Unidas y Activas 3543 18th St 23 San Francisco, CA 94110	20-2986926	501c3	157,500	0		Program Support
(109) Naah Illahee Fund 1620 18th Avenue Seattle, WA 98122	05-0630992	501c3	10,000	0		Program Support
(110) Nat Advctes forPregnant Women 575 8th Avenue7th Fl New York, NY 10018	52-2282183	501c3	60,000	0		Program Support
(111) National Asian Pacific Women 4750 N Sheridan Ave Suite 36 Chicago, IL 60613	36-4799986	501c3	165,000	0		Program Support
(112) National Latina Institute 40 Exchange PlSuite 1300 New York, NY 10005	52-1891734	501c3	135,500	0		Program Support



(113) Native American Comm Board PO Box 572 Lake Andes, SD 57356	46-0392867	501c3	85,000	0		Program Support
(114) Native Movement 60 Hall Street Fairbanks, AK 99701	68-0535413	501c3	80,000	0		Program Support
(115) Natl Network of Abortion Fund 9450 SW Gemini DrivePMB 16009 Beaverton, OR 97008	04-3236982	501c3	120,000	0		Program Support
(116) Natl Womens Health Network 1413 K Street NW Fourth Fl Washington, DC 20005	52-1081261	501c3	80,000	0		Program Support
(117) NEO Philanthropy 45 West 36th Street 6th Floor New York, NY 10018	13-3191113	501c3	86,800	0		Program Support
(118) NEW GEORGIA PROJECT INC 830 Glenwood Ave NE 510-221 Atlanta, GA 30316	82-1348307	501c3	10,000	0		Program Support
(119) New Mexico Asian Family Ctr PO Box 37346 Albuquerque, NM 87176	26-0545877	501c3	50,000	0		Program Support
(120) New Venture Fund 1828 L St NW Suite 300-A Washington, DC 20036	20-5806345	501c3	120,500	0		Program Support
(121) New Voices Pittsburgh Inc 5987 Broad St 205 Pittsburgh, PA 15206	27-0570462	501c3	107,500	0		Program Support
(122) New York Womens Foundation 39 Broadway 23rd Floor New York, NY 10006	13-3457287	501c3	111,000	0		Program Support
(123) NM Religious Coalition for Re PO Box 66433 Albuquerque, NM 87193	85-0391823	501c3	10,000	0		Program Support
(124) North Bay Organizing Project 1717 Yulupa Ave Santa Rosa, CA 95405	45-2369887	501c3	10,000	0		Program Support
(125) NY State Youth Leadership Cou 217 Centre Street Suite 343 New York, NY 10013	26-3599242	501c3	10,000	0		Program Support
(126) Ohio Voice 5657 Vore Ridge Rd Athens, OH 45701	82-3381404	501c3	26,000	0		Program Support
(127) Ohio Womens Alliance 1255 N Hamilton Road 194 Gahanna, OH 43230	83-4095206	501c3	10,000	0		Program Support
(128) Open Collective Foundation 340 South Lemon Avenue Walnut, CA 91789	81-4004928	501c3	10,000	0		Program Support
(129) Org Communities Agnst Deporta 4811 N Central Park Ave Chicago, IL 60625	82-0840451	501c3	10,000	0		Program Support
(130) Our Justice 761 Marshall Avenue St Paul, MN 55104	41-0971333	501c3	10,000	0		Program Support
(131) Possibility Labs 1410 Franklin St 135 San Francisco, CA 94109	85-3989363	501c3	5,200	0		Program Support
(132) Power Safe Place Resource Ctr 1418 Belmont Avenue Front Royal, VA 22630	84-4606674	501c3	8,000	0		Program Support
(133) Prog Leadership Alliance-NV 2330 Paseo del Prado C109 Las Vegas, NV 89102	88-0318655	501c3	35,000	0		Program Support
(134) Project Motherpath Inc 810 Biscayne Boulevard Miami, FL 33137	45-3192870	501c3	60,000	0		Program Support
(135) Project South 9 Gammon St SE Atlanta, GA 30315	58-1956686	501c3	85,000	0		Program Support
(136) Proteus Fund 15 Research Drive Suite B Amherst, MA 01002	04-3243004	501c3	100,000	0		Program Support
(137) Rainier Valley Corps 1225 S Weller St Seattle, WA 98144	47-4257834	501c3	35,000	0		Program Support
(138) Red Salmon Arts 2000 Thrasher Lane Austin, TX 78741	74-2940343	501c3	10,000	0		Program Support
(139) Resist PO Box 301240 Jamaica Plain, MA 02130	04-2433182	501c3	48,000	0		Program Support
(140) ROOTT 118 East Main Street 2nd Fl Columbus, OH 43215	82-1964469	501c3	85,000	0		Program Support
(141) Ruth Ellis Center 95 Victor St Highland Park, MI 48203	38-3501697	501c3	6,000	0		Program Support
(142) Sister Song Inc 1237 Ralph D Abernathy Bl SW	51-0544927	501c3	235,000	0		Program Support

Atlanta, GA 30310							
(143) SisterReach Total 2811 Clarke Road Memphis, TN 38115	45-4013343	501c3	45,000	0			Program Support
(144) Sisters PGH Corp 2014 Monongahela Ave Pittsburgh, PA 15218	82-1600131	501c3	25,000	0			Program Support
(145) Social & Enviro Entrepreneurs 23564 Calabasas Rd Suite 201 Calabasas, CA 91302	95-4116679	501c3	15,000	0			Program Support
(146) Social Good Fund 12651 San Pablo Ave Unit 5473 Richmond, CA 94805	46-1323531	501c3	102,500	0			Program Support
(147) Somos Siembra 801 New Garden Rd Greensboro, NC 27410	87-2266951	501c3	75,000	0			Program Support
(148) Southern AZ Gender Alliance 3809 E 3rd St Tucson, AZ 85716	47-2419543	501c3	11,500	0			Program Support
(149) Southern Birth Justice Networ 1835 NEMiami Gardens Dr 472 NorthMiamiBeach, FL 33179	61-1565139	501c3	190,500	0			Program Support
(150) Southern Movement Committee 1620 12th Avenue North Nashville, TN 37208	87-2184390	501c3	10,000	0			Program Support
(151) Southerners on New Ground 561 W Whitehall St SW Atlanta, GA 30310	61-1274170	501c3	105,000	0			Program Support
(152) St James Infirmary 730 Polk St 4th Fl San Francisco, CA 94109	94-3330568	501c3	25,750	0			Program Support
(153) Struggle for Miamis Affordab 2103 CORAL WAY 2ND FL MIAMI, FL 33145	81-0878478	501c3	95,000	0			Program Support
(154) Surveillance Tech Oversight P 40 Rector Street9th Floor New York, NY 10006	83-3646415	501c3	7,000	0			Program Support
(155) Sylvia Rivera Law Project 147 W 24th St 5th Floor New York, NY 10011	81-0640342	501c3	60,000	0			Program Support
(156) TAKE 7769 2nd Ave South Birmingham, AL 35206	85-0702039	501c3	285,500	0			Program Support
(157) Taller Salud Inc PO Box 524 Loiza, PR 00772	66-0494692	501c3	45,000	0			Program Support
(158) TEWA Women United 912 Fairview Lane Espaola, NM 87532	85-0480836	501c3	100,000	0			Program Support
(159) The Afiya Center Inc 7220 S Westernmoreland Rd 200 Dallas, TX 75237	36-4625704	501c3	242,500	0			Program Support
(160) The Black Collective 937 NW 3rd Ave Miami, FL 33136	83-2831423	501c3	50,000	0			Program Support
(161) The Giving Back Fund 2208 Canyonback Road Los Angeles, CA 90049	04-3367888	501c3	10,000	0			Program Support
(162) The InTune Mother Society 7901 Northeast 10th Street Midwest City, OK 73110	83-2403226	501c3	40,000	0			Program Support
(163) The Knights & Orchids 17 Broad St Selma, AL 36701	45-2603909	501c3	117,500	0			Program Support
(164) The Lighthouse Black Girl Pr 215 West Capitol Street Jackson, MS 39201	82-2064693	501c3	105,000	0			Program Support
(165) The Louisiana Perinatal Justi 1429 Gallier St New Orleans, LA 70117	84-3591201	501c3	125,000	0			Program support
(166) The Mahogany Project 9896 Bissonnet St Ste 379 Houston, TX 77036	82-1799016	501c3	105,000	0			Program Support
(167) The Outlaw Project 2936 N 36th St No 206 Phoenix, AZ 85018	86-2369593	501c3	25,000	0			Program Support
(168) The Praxis Project 1900 Fruitvale Ave Ste 3D Oakland, CA 94601	30-0044814	501c3	10,000	0			Program Support
(169) The TransLatinCoalition 3055 Wilshire Blvd Ste 350 Los Angeles, CA 90010	27-3801872	501c3	105,000	0			Program Support
(170) The Unique Womens Coalition 1001 North Martel Avenue West Hollywood, CA 90046	91-2018591	501c3	6,000	0			Program Support
(171) The Womens Foundation of CA 1301 Clay Street71719 Oakland, CA 94612	94-2752421	501c3	75,000	0			Program Support
(172) Tides Advocacy 1014 Torney Avenue San Francisco, CA 94129	94-3153687	501c3	92,500	0			Program Support

(173) Tides Foundation PO Box 399389 San Francisco, CA 94139	51-0198509	501c3	110,000	0		Program Support
(174) Trans Queer Pueblo 1726 E Roosevelt St Phoenix, AZ 85006	81-3625797	501c3	110,000	0		Program Support
(175) TransfaithInterfaith Working J8 Shirley Lane Lawrenceville, NJ 08648	23-2842734	501c3	38,500	0		Program Support
(176) Transgender Gender- Variant 1320 Jesse Street San Francisco, CA 94103	85-3693121	501c3	130,000	0		Program Support
(177) Transgender Law Center PO Box 741803 Los Angeles, CA 90074	05-0544006	501c3	65,000	0		Program Support
(178) Tranz of Anarchii Inc 831 West 6th St Tracy, CA 95376	84-2041921	501c3	16,000	0		Program Support
(179) UltraViolet Education Fund 900 BRENTWOOD RD NE Washington, DC 20018	47-1872208	501c3	10,000	0		Program Support
(180) Unite for Reproductive and Ge 1012 14th St NW Suite 305 Washington, DC 20005	52-1772575	501c3	40,000	0		Program Support
(181) United for Respect 3 Vermella Way Union, NJ 07083	83-4485353	501c3	85,000	0		Program Support
(182) United Terr of Pacific Island 841 Central Ave NSuite C-106 Kent, WA 98032	84-3718915	501c3	135,000	0		Program Support
(183) Unspoken Treasure Society 2112 Northwest 214th Lane Brooker, FL 32622	83-3553019	501c3	10,700	0		Program Support
(184) Urban Rival Incdba City Life 284 Amory Street Jamaica Plain, MA 02130	04-2660311	501c3	80,000	0		Program Support
(185) URGE 734 15th St NW Suite 800 Washington, DC 20005	52-1772575	501c3	110,000	0		Program Support
(186) Uzazi Village 4232 Troost Ave Kansas City, MO 64110	46-0589830	501c3	115,000	0		Program Support
(187) Voter Empowerment Education & 1219 Juniata Street Pittsburgh, PA 15233	83-1376993	501c3	50,000	0		Program Support
(188) Washington CAN 1806 E Yesler Way Seattle, WA 98122	91-1206728	501c3	135,000	0		Program Support
(189) We Are Family 1801 Reynolds AvenueUnit B N Charleston, SC 29405	57-1008020	501c3	10,000	0		Program Support
(190) West Fund 3415 Montana Avenue El Paso, TX 79903	04-3236982	501c3	55,000	0		Program Support
(191) Western Native Voice 310 N 27th St Billings, MT 59103	45-3771715	510c3	135,000	0		Program Support
(192) Wichita Birth Justice Society 1540 N Broadway Ave Ste 203 Wichita, KS 67214	85-0736006	501c3	10,000	0		Program Support
(193) Women Engaged 3411 Hazelwood Drive Southwes Atlanta, GA 30311	58-1318198	501c3	135,500	0		Program Support
(194) Women with a Vision 1226 N Broad Street New Orleans, LA 70119	72-1202185	501c3	182,500	0		Program Support
(195) Womens Voices for the Earth 1031 33rd Street Denver, CO 80205	81-0501011	501c3	80,000	0		Program Support
(196) Workers Dignity Project 335 Whitsett Rd Nashville, TN 37210	45-3202280	501c3	95,000	0		Program Support
(197) Yanawana Herbalarios 1003 Creekview Dr San Antonio, TX 78219	46-0969842	501c3	12,500	0		Program Support
(198) YWCA of Greensboro 1807 E Wendover Ave Greensboro, NC 27405	56-0529936	501c3	10,700	0		Program Support
(199) Zayas Foundation Inc 422 East 72nd StreetApt 36C New York, NY 10021	83-2677592	501c3	26,250	0		Program Support

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . 199  
3 Enter total number of other organizations listed in the line 1 table . . . . . 0

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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	REQUIREMENTS	GRANT	ORGANIZATION RESPONSIBILITY	FINANCIAL ACCOUNTING, OTHER
(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	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.

Schedule I (Form 990) 2022

**Additional Data**

[Return to Form](#)

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.

2022

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Department of the Treasury Internal Revenue Service

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. Includes questions about travel, housing, and other benefits.

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat. No. 50053T Schedule J (Form 990) 2022

Schedule J (Form 990) 2022

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, (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 Aileen Hammond, Chanda Jones, Meenakshi Menon, Quanita Toffie, and Sheena Johnson.

6 Vanessa Daniel Former Executive Director	(i)	255,145			684		255,829	
	(ii)	-----	-----	-----	-----	-----	-----	-----
7 Victoria Mojarro Program Dir-GAF	(i)	135,994			5,625	28,368	169,987	
	(ii)	-----	-----	-----	-----	-----	-----	-----
8 Wen Brovold Dir Comms & Donor	(i)	147,125			4,780	42,120	194,025	
	(ii)	-----	-----	-----	-----	-----	-----	-----

Schedule J (Form 990) 2022

Schedule J (Form 990) 2022

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) 2022

Additional Data

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SCHEDULE M (Form 990)

Noncash Contributions

OMB No. 1545-0047

2022

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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 shows 2 securities with a value of 2,816,388 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. 30a: During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years... 31: Does the organization have a gift acceptance policy... 32a: Does the organization hire or use third parties... 33: If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

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) (2022)**

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## Additional Data

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Software Version: 2023-15-0



**efile Public Visual Render** | **ObjectID: 202302589349302255 - Submission: 2023-09-15** | **TIN: 47-4003615**

**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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2022**

Open to Public Inspection

Name of the organization  
Groundswell Fund

Employer identification number

47-4003615

Return Reference	Explanation
Form 990, Part VI, Section B, Line 11b	FORM 990 IS PREPARED BY AN OUTSIDE TAX PROFESSIONAL. THE FORM IS THEN REVIEWED BY THE ORGANIZATION'S MANAGEMENT, THE CFO, AND THE EXECUTIVE DIRECTOR. THIS GROUP OF INDIVIDUALS THEN DISCUSSES THE CONTENTS OF THE RETURN WITH THE OUTSIDE TAX PROFESSIONAL. AFTER A FULL REVIEW, THE FINAL VERSION OF THE TAX RETURN IS PROVIDED TO ALL MEMBERS OF THE ORGANIZATION'S VOTING BODY. A REPRESENTATIVE OF MANAGEMENT AUTHORIZES THE FINAL FORM 990 WHICH IS THEN E-FILED WITH THE INTERNAL REVENUE SERVICE.
Form 990, Part VI, Section B, Line 12c	MEMBERS OF THE BOARD OF DIRECTORS REVIEW ALL POTENTIAL CONFLICTS OF INTEREST AT LEAST ANNUALLY. ALL PERSONNEL AND BOARD MEMBERS ARE REQUIRED TO DISCLOSE (IN WRITING) POTENTIAL CONFLICTS AND ANY RELATED PARTY AFFILIATIONS. LOANS BETWEEN THE ORGANIZATION AND MEMBERS OF MANAGEMENT AND THE BOARD ARE STRICTLY PROHIBITED. THE ORGANIZATION SEEKS FULL TRANSPARENCY ON ALL RELATIONSHIPS. ANY POTENTIAL CONFLICTS (IN FACT OR APPEARANCE) ARE DISCUSSED OPENLY AND RESOLVED IN ACCORDANCE WITH THE ORGANIZATION'S POLICIES AND PROCEDURES.
Form 990, Part VI, Section B, Line 15a	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, Section B, Line 15b	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, Section C, Line 19	ALL OF THE ORGANIZATION'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND OTHER LEGAL FILINGS ARE MAINTAINED IN A SECURE ENVIRONMENT AND HELD AVAILABLE FOR INSPECTION BY TAX AUTHORITIES AND THE GENERAL PUBLIC. TAX RETURNS ARE ALSO AVAILABLE UPON REQUEST.
Form 990, Part XI, Line 9	Change in unamortized discount = \$22335
Form 990, Part XI, Line 9	Consolidation rounding = -\$1
Related Party Compensation	IRS Instructions (page 7) specifically require a tax-exempt organization to reflect compensation of individuals who are also providing services to a sister or related entity: Reporting information from third parties. Some lines request information that the organization may need to obtain from third parties, such as compensation paid by related organizations. In compliance with this request, this tax return provides such information. The Organization shares staff and certain other expenses with Groundswell Fund (the Fund), an IRC section 501(c)(3) organization, pursuant to a written cost-sharing agreement. Under the agreement, Fund employees conduct activities on behalf of the Organization, and the Organization promptly reimburses the Fund for all associated expenses, including the allocable share of employment taxes. The Fund pays all required employment taxes for its employees, and issues the relevant IRS forms.

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

Cat. No. 51056K

Schedule O (Form 990) 2022

**Additional Data**

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Software ID: 22015553

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2022

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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) 2022

Schedule R (Form 990) 2022

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, dividends, 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.

