

Return of Organization Exempt From Income Tax

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

2020

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

B Check if applicable:	C	D Employer identification number		
<input type="checkbox"/> Address change	GROUNDSWELL ACTION FUND 548 MARKET STREET #49734 SAN FRANCISCO, CA 94104	82-1172119		
<input type="checkbox"/> Name change		E Telephone number	510-444-5900	
<input type="checkbox"/> Initial return				
<input type="checkbox"/> Final return/terminated				
<input type="checkbox"/> Amended return				
<input type="checkbox"/> Application pending	F Name and address of principal officer: VANESSA DANIEL SAME AS C ABOVE	G Gross receipts \$ 3,976,666.		
		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions		
I Tax-exempt status:	<input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number ▶		
J Website: ▶	WWW.GROUNDSWELLACTIONFUND.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 2017	M State of legal domicile: CA		

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: GROUNDSWELL ACTION FUND PROVIDES AN EASY WAY FOR INDIVIDUAL DONORS TO RESOURCE THE STRONGEST 501(C) (4) GRASSROOTS ORGANIZING AND BASE BUILDING EFFORTS LED BY WOMEN OF COLOR, LOW-INCOME WOMEN, TRANSGENDER PEOPLE AND GENDER NON-CONFORMING PEOPLE ACROSS THE UNITED STATES.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	11
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5	Total number of individuals employed in calendar year 2020 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	3,795,295.	3,976,666.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,795,295.	3,976,666.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,670,000.
14		Benefits paid to or for members (Part IX, column (A), line 4)		
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	191,306.	299,342.
16a		Professional fundraising fees (Part IX, column (A), line 11e)		
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 80,895.		
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	219,283.	261,294.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,080,589.	4,270,636.	
19	Revenue less expenses. Subtract line 18 from line 12	1,714,706.	-293,970.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	3,720,929.	3,375,053.
	22	Net assets or fund balances. Subtract line 21 from line 20	281,675.	229,769.
			3,439,254.	3,145,284.

Part II Signature Block

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

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

May the IRS discuss this return with the preparer shown above? See instructions. Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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

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

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

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

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

4a (Code:) (Expenses \$ 4,038,909. including grants of \$ 3,710,000.) (Revenue \$)

GROUNDSWELL ACTION FUND MAKES GRANTS AND PROVIDES STAFF TECHNICAL ASSISTANCE TO NONPROFIT ORGANIZATIONS AND MOVEMENT LEADERS WHO ARE PAVING THE ROAD TO LIBERATION AND HARNESSING ELECTIONS AS PART OF A BROADER STRATEGY OF TRANSFORMATION AND POWER BUILDING. WHILE WE, AND OUR GRANTEE PARTNERS, UNDERSTAND THE IMPORTANCE OF WINNING INDIVIDUAL ELECTIONS OR POLICY FIGHTS, THE LONG-TERM PRIZE IS CREATING AND SUSTAINING A TRULY INCLUSIVE, PARTICIPATORY DEMOCRACY WITH LEADERS WHO COME FROM AND REFLECT OUR COMMUNITIES AND ARE ROOTED IN PROGRESSIVE VALUES OF INTERCONNECTEDNESS, STRUCTURAL INCLUSION, AN ECONOMY FOR THE COMMON GOOD, AND LIBERATION. WE ALSO RECOGNIZE THAT DEMOCRACY REQUIRES NOT JUST ROBUST ELECTIONS AND LEGISLATIVE PROCESSES, BUT ALSO PEOPLE IN THE STREETS READY AND ABLE TO HOLD POWER ACCOUNTABLE.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

GROUNDSWELL ACTION FUND PARTICIPATES ACTIVELY IN 10 DONOR NETWORKS, IN AN EFFORT TO EDUCATE FUNDERS ABOUT THE REPRODUCTIVE JUSTICE MOVEMENT AND TO RAISE THE VISIBILITY OF OUR GRANTEES. STAFF MAKE PRESENTATIONS AT DOZENS OF MEETINGS AND EVENTS ANNUALLY, AND REGULARLY HOST EDUCATIONAL EVENTS FOR THE PHILANTHROPIC COMMUNITY, TO UPLIFT GRANTEES AND TO CREATE OPPORTUNITIES FOR THEM TO BUILD RELATIONSHIPS WITH FUNDERS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses 4,038,909.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

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

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

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year 1 a 11 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
b	Enter the number of voting members included on line 1a, above, who are independent. 1 b 11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses on Schedule O.		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ CA
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records ▶
 CHANDA JONES-CFO 548 MARKET STREET #49734 SAN FRANCISCO CA 94104 510-444-5900

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SILVIA HENRIQUEZ CHAIR	1 0	X		X				0.	0.	0.
(2) CONNIE CAGAMPANG HELLER SECRETARY	1 0	X		X				0.	0.	0.
(3) RYE YOUNG TREASURER	1 0	X		X				0.	0.	0.
(4) KIERRA JOHNSON VICE CHAIR	0.5 0	X		X				0.	0.	0.
(5) LATOSHA BROWN DIRECTOR	1 0	X						0.	0.	0.
(6) JESSICA BYRD DIRECTOR	0.5 0	X						0.	0.	0.
(7) MICHELLE TREMILLO DIRECTOR	0.5 0	X						0.	0.	0.
(8) CHRISSIE CASTRO DIRECTOR	0.5 0	X						0.	0.	0.
(9) DAWN BOUDWIN DIRECTOR	1 0	X						0.	0.	0.
(10) MARGARET CHAPMAN POMPONIO DIRECTOR	0.5 0	X						0.	0.	0.
(11) DARONESHIA DUNCAN-BOYD DIRECTOR	1 0	X						0.	0.	0.
(12) VANESSA DANIEL EXEC DIRECTOR	3.5 0			X				0.	0.	0.
(13) JUDY THOMAS CFO	4 0			X				0.	0.	0.
(14)										

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

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

1 b Subtotal	0.	0.	0.
c Total from continuation sheets to Part VII, Section A	0.	0.	0.
d Total (add lines 1b and 1c)	0.	0.	0.

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 3,976,666.				
	g Noncash contributions included in lines 1a-1f	1 g				
	h Total. Add lines 1a-1f		3,976,666.			
Program Service Revenue	Business Code					
	2 a -----					
	b -----					
	c -----					
	d -----					
	e -----					
	f All other program service revenue					
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		6 b Less: rental expenses				
		6 c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		7 b Less: cost or other basis and sales expenses				
		7 c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
		8 b Less: direct expenses				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19						
	9 b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances						
	10 b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code					
	11 a -----					
	b -----					
	c -----					
	d All other revenue					
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		3,976,666.	0.	0.	0.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	3,710,000.	3,710,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	0.	0.	0.	0.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	218,805.	71,419.	95,996.	51,390.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9 Other employee benefits.	12,006.	3,222.	6,427.	2,357.
10 Payroll taxes.	68,531.	22,795.	29,142.	16,594.
11 Fees for services (nonemployees):				
a Management.				
b Legal.	8,321.	8,321.		
c Accounting.	1,831.		1,831.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	13,327.	8,266.	2,979.	2,082.
12 Advertising and promotion.				
13 Office expenses.	2,693.	577.	1,693.	423.
14 Information technology.	10,565.	5,436.	3,761.	1,368.
15 Royalties.				
16 Occupancy.				
17 Travel.	85.			85.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>PROGRAM TECHNICAL ASSISTANCE</u>	172,812.	172,812.		
b <u>COMMUNICATIONS</u>	30,035.	30,035.		
c <u>OTHER</u>	10,205.	2,427.	5,378.	2,400.
d <u>OTHER PERSONNEL RELATED COSTS</u>	6,257.	1,773.	3,188.	1,296.
e All other expenses.	5,163.	1,826.	437.	2,900.
25 Total functional expenses. Add lines 1 through 24e.	4,270,636.	4,038,909.	150,832.	80,895.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash – non-interest-bearing	1,670,731.	1	250,319.
	2 Savings and temporary cash investments		2	2,916,000.
	3 Pledges and grants receivable, net	2,047,509.	3	5,480.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	2,689.	9	193,754.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 9,500.		
	b Less: accumulated depreciation	10b	10c	9,500.
	11 Investments – publicly traded securities		11	
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 33)	3,720,929.	16	3,375,053.	
Liabilities	17 Accounts payable and accrued expenses	22,351.	17	7,357.
	18 Grants payable	250,000.	18	75,000.
	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	9,324.	25	147,412.
	26 Total liabilities. Add lines 17 through 25	281,675.	26	229,769.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	1,708,004.	27	2,622,367.
	28 Net assets with donor restrictions	1,731,250.	28	522,917.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	3,439,254.	32	3,145,284.
33 Total liabilities and net assets/fund balances	3,720,929.	33	3,375,053.	

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	3,976,666.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,270,636.
3	Revenue less expenses. Subtract line 2 from line 1	3	-293,970.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	3,439,254.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	3,145,284.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3 a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3 b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2020

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.

Open to Public Inspection

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

Name of the organization

Employer identification number

GROUNDSWELL ACTION FUND

82-1172119

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

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

Part II Conservation Easements.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-9 regarding conservation easements and monitoring.

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

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

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

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange program
- e Other _____

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

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

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

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

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

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

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

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. Yes No

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		9,500.		9,500.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				9,500.

Part VII Investments – Other Securities.

N/A

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

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

Part VIII Investments – Program Related.

N/A

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

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets.

N/A

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15.)	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO GROUNDSWELL	147,412.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	147,412.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	33,672,653.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2 a		
	b Donated services and use of facilities	2 b		
	c Recoveries of prior year grants	2 c		
	d Other (Describe in Part XIII.) SEE PART XIII	2 d	29,695,987.	
	e Add lines 2a through 2d	2 e		29,695,987.
3	Subtract line 2e from line 1		3	3,976,666.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4 a		
	b Other (Describe in Part XIII.)	4 b		
	c Add lines 4a and 4b	4 c		
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	3,976,666.

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

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

1	Total expenses and losses per audited financial statements		1	20,670,799.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2 a		
	b Prior year adjustments	2 b		
	c Other losses	2 c		
	d Other (Describe in Part XIII.) SEE PART XIII	2 d	16,400,163.	
	e Add lines 2a through 2d	2 e		16,400,163.
3	Subtract line 2e from line 1		3	4,270,636.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4 a		
	b Other (Describe in Part XIII.)	4 b		
	c Add lines 4a and 4b	4 c		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	4,270,636.

Part XIII Supplemental Information.

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

PART X - FASB ASC 740 FOOTNOTE

INCOME TAXES

FINANCIAL STATEMENT PRESENTATION FOLLOWS THE RECOMMENDATIONS OF ASC 740, INCOME TAXES. UNDER ASC 740, GROUNDSWELL ACTION FUND 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.

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

MANAGEMENT BELIEVES THAT GROUNDSWELL ACTION FUND HAS ADEQUATELY EVALUATED ITS CURRENT TAX POSITIONS AND HAS CONCLUDED THAT AS OF DECEMBER 31, 2020, GROUNDSWELL ACTION FUND DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE OR AN ACCRUAL FOR A TAX LIABILITY WOULD BE NECESSARY.

GROUNDSWELL ACTION FUND HAS RECEIVED NOTIFICATION FROM THE INTERNAL REVENUE SERVICE AND THE STATE OF CALIFORNIA THAT IT QUALIFIES FOR TAX-EXEMPT STATUS UNDER SECTION 501(C)(4) 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 ACTION FUND MAY PERIODICALLY RECEIVE UNRELATED BUSINESS INCOME REQUIRING THE ORGANIZATION TO FILE SEPARATE TAX RETURNS UNDER FEDERAL AND STATE STATUTES. UNDER SUCH CONDITIONS, GROUNDSWELL ACTION FUND CALCULATES AND ACCRUES THE APPLICABLE TAXES PAYABLE.

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

GROUNDSWELL CHANGE UNAMORTIZED DISCOUNT	\$	4,236.
GROUNDSWELL FUND REVENUE		29,691,752.
ROUNDING		-1.
	TOTAL \$	<u>29,695,987.</u>

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

GROUNDSWELL EXPENSES	\$	16,400,164.
ROUNDING		-1.
	TOTAL \$	<u>16,400,163.</u>

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

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

OMB No. 1545-0047

2020

**Open to Public
Inspection**

Name of the organization

GROUNDSWELL ACTION FUND

Employer identification number

82-1172119

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) APEN ACTION ----- 400 CAPITOL MALL ----- SACRAMENTO, CA 95814	45-4027112	501 (C) (4)	80,000.	0.			PROGRAM SUPPORT
(2) BLACK PROGRESSIVE ACTION COAL ----- 700 13TH STREET STE 600 ----- WASHINGTON, DC 20005	81-1514760	501 (C) (4)	105,000.	0.			PROGRAM SUPPORT
(3) BLACK WOMEN FOR WELLNESS ----- 4340 11TH AVENUE ----- LOS ANGELES, CA 90008	95-4624707	501 (C) (3)	50,000.	0.			PROGRAM SUPPORT
(4) BLACK YOUTH PROJECT ----- 4217 S HALSTED STREET NO 2 ----- CHICAGO, IL 60609	47-4435527	501 (C) (4)	50,000.	0.			PROGRAM SUPPORT
(5) CHIRLA ACTION FUND ----- 2533 WEST THIRD STREET STE 10 ----- LOS ANGELES, CA 90057	95-4421521	501 (C) (3)	75,000.	0.			PROGRAM SUPPORT
(6) COLOR ----- PO BOX 40991 ----- DENVER, CO 80204	84-1569021	501 (C) (3)	50,000.	0.			PROGRAM SUPPORT
(7) JOBS WITH JUSTICE ----- 209 GOLDEN GATE AVE ----- SAN FRANCISCO, CA 94102	46-3971162	501 (C) (3)	90,000.	0.			PROGRAM SUPPORT
(8) MIJENTE ----- 1229 E EDGEMONT AVE ----- PHOENIX, AZ 85006	81-3459266	501 (C) (4)	130,000.	0.			PROGRAM SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. ▶ **13**
- 3 Enter total number of other organizations listed in the line 1 table. ▶ **31**

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

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

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

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

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

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

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

*ORGANIZATIONAL LEADERSHIP THAT REFLECTS THE DIVERSITY OF THIS BASE;

CLIENT 20173B

GROUNDSWELL ACTION FUND

82-1172119

11/09/21

03:47PM

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

*CLEAR MECHANISMS FOR LEADERSHIP DEVELOPMENT;

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

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

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

*INNOVATION IN FRAMING AND THOUGHT LEADERSHIP;

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

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

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

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

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

GROUNDSWELL FUND CONDUCTS PRE-GRANT INQUIRIES OF APPLICANT ORGANIZATIONS TO DETERMINE THEIR ABILITY TO CARRY OUT THE PROPOSED ACTIVITIES IN A COMPLIANT MANNER; REQUIRES ALL GRANTEES TO SIGN A GRANT AGREEMENT IN WHICH GRANTEES PROMISE TO USE FUNDS IN A MANNER THAT COMPLIES WITH IRC SECTION 501(C) (4) 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) (4) AND THE GRANT AGREEMENT.

Continuation Sheet for Schedule I (Form 990)

2020

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

Continuation Page 1 of 4

Name of the organization GROUNDSWELL ACTION FUND	Employer identification number 82-1172119
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments.(Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
MONTANA NATIVE VOTE PO BOX 2433 BILLINGS, MT 59103	45-3771715	501 (C) (4)	60,000.				PROGRAM SUPPORT
NEO PHILANTHROPY ACTION FUND 45 WEST 36TH STREET 6TH FLOOR NEW YORK, NY 10018	80-0444461	501 (C) (4)	80,000.				PROGRAM SUPPORT
NEW VIRGINIA MAJORITY EDUC 3801 MOUNT VERNON AVENUE ALEXANDRIA, VA 22305	27-1705920	501 (C) (3)	90,000.				PROGRAM SUPPORT
SIXTEEN THIRTY FUND 1201 CONNECTICUT AVE NW STE 3 WASHINGTON, DC 20036	26-4486735	501 (C) (4)	105,000.				PROGRAM SUPPORT
TEXAS ORGANIZING PROJECT PO BOX 120296 SAN ANTONIO, TX 78212	27-1481855	501 (C) (3)	130,000.				PROGRAM SUPPORT
NEW FLORIDA MAJORITY 8330 BISCAYNE BLVD MIAMI, FL 33138	27-0167620	501 (C) (4)	110,000.				PROGRAM SUPPORT
TRANS UNITED 1741 LANIER PL NW APT 33 WASHINGTON, DC 20009	26-3728794	501 (C) (3)	90,000.				PROGRAM SUPPORT
WEST VIRGINIA FREE PO BOX 11042 CHARLESTON, WV 25339	55-0715930	501 (C) (3)	60,000.				PROGRAM SUPPORT
BLACK VOTERS MATTER FUND 3645 MARKETPLACE BLVD EAST POINT, GA 30344	82-3835203	501 (C) (3)	105,000.				PROGRAM SUPPORT
THE EQUITY ALLIANCE FUND PO BOX 331821 NASHVILLE, TN 37203	81-5394158	501 (C) (3)	80,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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

Continuation Page 2 of 4

Name of the organization GROUNDSWELL ACTION FUND	Employer identification number 82-1172119
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
NEW GEORGIA PROJECT ACTION FD 165 COURTLAND ST #A-231 ATLANTA, GA 30303	82-1348307	501 (C) (3)	140,000.				PROGRAM SUPPORT
TIDES ADVOCACY FUND 1014 TORNEY AVE SAN FRANCISCO, CA 94129	94-3153687	501 (C) (4)	305,000.				PROGRAM SUPPORT
CARE IN ACTION 45 BROADWAY, SUITE 320 NEW YORK, NY 10006	46-4605470	501 (C) (4)	105,000.				PROGRAM SUPPORT
WORKING FAMILIES ORGANIZATION 81 PROSPECT ST BROOKLYN, NY 11201	20-4994004	501 (C) (4)	80,000.				PROGRAM SUPPORT
CENTER FOR EMPOWERED POLITICS 1042 GRANT AVE, STE 5 SAN FRANCISCO, CA 94133	45-3084134	501 (C) (4)	90,000.				PROGRAM SUPPORT
NM NATIVE VOTE PO BOX 35698 ALBUQUERQUE, NM 87176	83-1860603	501 (C) (4)	60,000.				PROGRAM SUPPORT
ONE FAIR ACTION PLAN 275 SEVENTH AVE STE 1703 NEW YORK, NY 10001	46-5249734	501 (C) (4)	90,000.				PROGRAM SUPPORT
WASHINGTON COMMUNITY ACTION 1806 E YESLER WAY SEATTLE, WA 98122	91-1206728	501 (C) (4)	60,000.				PROGRAM SUPPORT
ALLIANCE FOR YOUTH ACTION 915 5TH ST NW WASHINGTON, DC 20001	46-2914731	501 (C) (4)	105,000.				PROGRAM SUPPORT
API POLITICAL ALLIANCE 5010 WALTON AVE PHILADELPHIA, PA 19143	85-0685612	501 (C) (4)	65,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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

Continuation Page 3 of 4

Name of the organization GROUNDSWELL ACTION FUND	Employer identification number 82-1172119
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Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
ASIAN AMERICAN ADVOCACY FUND 5680 OAKBROOK PKWY # 148 NORCROSS, GA 30093	83-1198242	501 (C) (4)	120,000.				PROGRAM SUPPORT
CULTURAL ENGAGEMENT LAB 1330 BROADWAY NO. 300 OAKLAND, CA 94612	26-1764185	501 (C) (4)	70,000.				PROGRAM SUPPORT
DREAM DEFENDER C/O 1014 TORNEY AVE SAN FRANCISCO, CA 94129	94-3153687	501 (C) (4)	70,000.				PROGRAM SUPPORT
EQUALITY NC PO BOX 28768 RALEIGH, NC 27611	02-0662714	501 (C) (4)	70,000.				PROGRAM SUPPORT
FORTALEZA 2321 CRABTREE BLVD STE 105 RALEIGH, NC 27604		501 (C) (4)	40,000.				PROGRAM SUPPORT
FORWARD TOGETHER ACTION 300 FRANK H. OGAWA PLAZA, 700 OAKLAND, CA 94612	94-3311784	501 (C) (3)	50,000.				PROGRAM SUPPORT
MOTHERING JUSTICE ACTION FUND 17320 LIVERNOIS DETROIT, MI 48221	82-2828323	501 (C) (4)	50,000.				PROGRAM SUPPORT
FREEDOM ACTION NOW 2030 SOUTH PARK ST MADISON, WI 53713	84-3944949	501 (C) (4)	30,000.				PROGRAM SUPPORT
LIVING UNITED FOR CHANGE INAZ 5716 N 19TH AVE PHOENIX, AZ 85015	27-1398645	501 (C) (4)	80,000.				PROGRAM SUPPORT
NEW AMERICAN LEADERS ACTION F 25 W 39TH STREET 14TH FLOOR NEW YORK, NY 10018	83-1769970	501 (C) (4)	50,000.				PROGRAM SUPPORT

Continuation Sheet for Schedule I (Form 990)

2020

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

Continuation Page **4** of **4**

Name of the organization

GROUNDSWELL ACTION FUND

Employer identification number

82-1172119

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
<u>ORGANIZERS IN LAND OF ENCHANT</u> <u>411 BELLAMAH NW</u> <u>ALBUQUERQUE , NM 87102</u>	27-1275724	501 (C) (4)	70,000.				PROGRAM SUPPORT
<u>OUR VOICE OUR VOTE ARIZONA</u> <u>1241 E WASHINGTON ST #103</u> <u>PHOENIX, NM 85034</u>	82-3222019	501 (C) (4)	70,000.				PROGRAM SUPPORT
<u>SISTERS LEAD SISTERS VOTE</u> <u>712 H STREET NE UNITY 663</u> <u>WASHINGTON, DC 20002</u>	82-5413976	501 (C) (4)	50,000.				PROGRAM SUPPORT
<u>SIX ACTION</u> <u>PO BOX 260230</u> <u>MADISON, WI 53726</u>	20-3169871	501 (C) (4)	100,000.				PROGRAM SUPPORT
<u>SOCIAL IMPACT ACTION FUND</u> <u>PO BOX 164659</u> <u>LITTLE ROCK, AR 72216</u>	84-2888375	501 (C) (4)	70,000.				PROGRAM SUPPORT
<u>VOCES DE LA FRONTERA ACTION</u> <u>1027 S 5TH STREET</u> <u>MILWAUKEE, WI 53204</u>	02-0759160	501 (C) (4)	80,000.				PROGRAM SUPPORT

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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

▶ Attach to Form 990 or 990-EZ.

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

2020

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

GROUNDSWELL ACTION FUND

Employer identification number

82-1172119

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

GROUNDSWELL ACTION FUND PROVIDES AN EASY WAY FOR INDIVIDUAL DONORS TO RESOURCE THE STRONGEST 501(C)(4) GRASSROOTS ORGANIZING AND BASE BUILDING EFFORTS LED BY WOMEN OF COLOR, LOW-INCOME WOMEN, TRANSGENDER PEOPLE AND GENDER NON-CONFORMING PEOPLE ACROSS THE UNITED STATES.

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

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

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

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

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

THERE ARE NO EXECUTIVES RECEIVING COMPENSATION DIRECTLY FROM GROUNDSWELL ACTION FUND.

Name of the organization

GROUNDSWELL ACTION FUND

Employer identification number

82-1172119

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

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

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

ALL OF THE ORGANIZATION'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND OTHER LEGAL FILINGS ARE MAINTAINED IN A SECURE ENVIRONMENT AND HELD AVAILABLE FOR INSPECTION BY TAX AUTHORITIES AND THE GENERAL PUBLIC. TAX RETURNS ARE POSTED ANNUALLY TO WWW.GUIDESTAR.ORG (WHERE THEY ARE AVAILABLE FOR VIEWING AS ELECTRONIC COPIES) AND ARE ALSO AVAILABLE UPON REQUEST.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

GROUNDSWELL ACTION FUND

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2020

Open to Public Inspection

Employer identification number

82-1172119

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ----- ----- -----					
(2) ----- ----- -----					
(3) ----- ----- -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) GROUNDSWELL FUND 548 MARKET STREET #49734 SAN FRANCISCO, CA 94104 47-4003615	SUPPORTING REPRODUCTIVE JUSTICE	CA	501C3	SEC 170 (B) (1) (A) (VI)	GROUNDSWELL FUND		X
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
1 a		X
1 b		X
1 c		X
1 d	X	
1 e		X
1 f		X
1 g		X
1 h		X
1 i		X
1 j		X
1 k		X
1 l		X
1 m		X
1 n	X	
1 o	X	
1 p		X
1 q		X
1 r		X
1 s		X

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	GROUNDSWELL FUND	D	147,412.	COST BASIS
(2)	GROUNDSWELL FUND	O	305,599.	ACTUAL COST
(3)				
(4)				
(5)				
(6)				

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

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

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

Part VII Supplemental Information

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