EXTENDED TO MARCH 15, 2024 Return of Organization Exempt From Income Tax

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.

OMB No. 1545-0047

Department of the Treasury

2023 A For the 2022 calendar year, or tax year beginning MAY 2022 and ending APR Check if applicable C Name of organization D Employer identification number X Address change HIGHFIELDS, INC. Name change 38-6099698 Doing business as Initial return Number and street (or P.O. box if mail is not delivered to street address) Room/suite E Telephone number Final return/ termin-ated 517-628-2287 5123 OLD PLANK ROAD 7,696,009. City or town, state or province, country, and ZIP or foreign postal code G Gross receipts \$ Amended ONONDAGA, MI 49264 H(a) Is this a group return return
Application
pending F Name and address of principal officer: BRIAN PHILSON Yes X No for subordinates? SAME AS C ABOVE **H(b)** Are all subordinates included? Yes Tax-exempt status: X 501(c)(3) 501(c) ((insert no.) 4947(a)(1) or 527 If "No," attach a list. See instructions WWW.HIGHFIELDS.ORG H(c) Group exemption number **K** Form of organization: X Corporation L Year of formation: 1962 M State of legal domicile: MI Trust Association Other Part I Summary Briefly describe the organization's mission or most significant activities: TO CREATE BRIGHT FUTURES Activities & Governance THEIR FAMILIES AND COMMUNITIES. if the organization discontinued its operations or disposed of more than 25% of its net assets. 2 Check this box 30 3 Number of voting members of the governing body (Part VI, line 1a) 30 Number of independent voting members of the governing body (Part VI, line 1b) 4 264 5 Total number of individuals employed in calendar year 2022 (Part V, line 2a) Total number of volunteers (estimate if necessary) 6 7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a **b** Net unrelated business taxable income from Form 990-T, Part I, line 11, 0. 7h **Prior Year Current Year** 1,844,590. 1,332,160. Contributions and grants (Part VIII, line 1h) 8 7,753,952. 6,162,153. Program service revenue (Part VIII, line 2g) 114,248. -39,243.Investment income (Part VIII, column (A), lines 3, 4, and 7d) 10 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 47,336. 52,259. 11 9,765,049 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 7,502,406. 12 Grants and similar amounts paid (Part IX, column (A), Jines 1-3) 0. 0. 0. 0. Benefits paid to or for members (Part IX, column (A), line 4) 14 6,934,381. 6,291,093. Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) **b** Total fundraising expenses (Part IX, column (D), line 25) Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 2,223,816. 2,032,801. 8,323,894. 9,158,197. Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 606,852. -821,488. Revenue less expenses. Subtract line 18 from line 12 **Beginning of Current Year End of Year** Ы 4,706,245. 4,206,410. Total assets (Part X, line 16) 2,056,914. 2,338,897 21 Total liabilities (Part X, line 26) 三年 2,649,331 1,867,513 Net assets or fund balances. Subtract line 21 from line 20 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. Signature of officer Date Sign BRIAN PHILSON, PRESIDENT/CEO Here Type or print name and title Date PTIN Print/Type preparer's name Preparer's signature BRANDY L. MIKULA, CP 10/03/23 self-employed P00645694 BRANDY L. MIKULA, CPA Paid MANER COSTERISAN PC Firm's EIN 38-2157642 Preparer Firm's name Firm's address 2425 E. GRAND RIVER, SUITE 1 Use Only Phone no. 517 - 323 - 7500 LANSING, MI 48912-3291 X Yes

No

May the IRS discuss this return with the preparer shown above? See instructions

6,651,252.

Form 990 (2022)

Form 990 (2022) HIGHFIELDS, INC. 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	1	Х	
2	Is the organization required to complete Schedule B, Schedule of Contributors? See instructions	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for			
	public office? If "Yes," complete Schedule C, Part I	3		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? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
	similar amounts as defined in Rev. Proc. 98-19? If "Yes," complete Schedule C, Part III	5		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? If "Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			l
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete			
	Schedule D, Part III	8		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?			٠.,
	If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in donor-restricted endowments		37	
	or in quasi endowments? If "Yes," complete Schedule D, Part V	10	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.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,	44.	х	
L	Part VI Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total	11a	Λ	
b		11b		x
С	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total	110		1
·	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		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? If "Yes," complete Schedule D, Part IX	11d		х
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		Х
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)? If "Yes," complete Schedule D, Part X	11f	Х	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes." complete			
	Schedule D, Parts XI and XII	12a	Х	
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? If "Yes," complete Schedule F, Parts I and IV	14b		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? If "Yes," complete Schedule F, Parts II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to	١		
	or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,	47		X
10	column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I. See instructions	17		├^
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines	18	Х	
19	1c and 8a? If "Yes," complete Schedule G, Part II	10	- 22	
ıσ	•	19		x
20a	complete Schedule G, Part III	20a		X
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
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? If "Yes," complete Schedule I, Parts I and II	21		x
			~~~	•

Form 990 (2022) HIGHFIELDS, INC.
Part IV Checklist of Required Schedules (continued)

	(bontinued)		Yes	No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on		165	NO
22	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		x
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current			
23	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete			
	, ,	23	х	1
04-	Schedule J	23	Λ	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			1
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete	l		v
	Schedule K. If "No," go to line 25a	24a		X
	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		$\vdash$
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			1
	any tax-exempt bonds?	24c		<u> </u>
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit			1
	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			1
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete			1
	Schedule L, Part I	25b		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%			1
	controlled entity or family member of any of these persons? If "Yes," complete Schedule L. Part II	26		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			1
	entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV,			
20	instructions for applicable filing thresholds, conditions, and exceptions):			
_	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If</i>			
а		00-		x
	"Yes," complete Schedule L, Part IV	28a		X
	A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV	28b		_^
С	A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? If			v
	"Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			l
	contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		Х
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete			1
	Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			1
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	<u> </u>	Х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and			
	Part V, line 1	34		Х
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		х
	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)? If "Yes," complete Schedule R, Part V, line 2	35b		1
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?	338		
55		36		x
37	If "Yes," complete Schedule R, Part V, line 2  Did the organization conduct more than 5% of its activities through an entity that is not a related organization	30		<del></del>
31		27		x
20	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	<del>                                     </del>	
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?		v	1
Pai	Note: All Form 990 filers are required to complete Schedule O 't V Statements Regarding Other IRS Filings and Tax Compliance	38	X	<u> </u>
ı a				
	Check if Schedule O contains a response or note to any line in this Part V		 T	
			Yes	No
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	-		
b				
С	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming			
	(gambling) winnings to prize winners?	1c	X	
23200	1 10 12 22	Form	990	(2022)

filed f  b If at le  3a Did th	Statements Regarding Other IRS Filings and Tax Compliance (continued)  r the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements,					age 5
filed f  b If at le  3a Did th	r the number of employees reported on Form W-3. Transmittal of Wage and Tax Statements					
filed f  b If at le  3a Did th	r the number of employees reported on Form W-3. Transmittal of Wage and Tax Statements.				Yes	No
<b>b</b> If at le						
3a Did th	for the calendar year ending with or within the year covered by this return	2a	264			
3a Did th	least one is reported on line 2a, did the organization file all required federal employment tax return	ns?		2b	Х	
	h			За		Х
<b>b</b> If "Ye	es," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule	O		3b		
	ny time during the calendar year, did the organization have an interest in, or a signature or other a		y over, a			
financ	cial account in a foreign country (such as a bank account, securities account, or other financial a	ccount	:)?	4a		X
<b>b</b> If "Ye	es," enter the name of the foreign country					
See ii	instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial A	ccount	s (FBAR).			
5a Was t	the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
<b>b</b> Did a	any taxable party notify the organization that it was or is a party to a prohibited tax shelter transac	ction?		5b		X
<b>c</b> If "Ye	es" to line 5a or 5b, did the organization file Form 8886-T?			5с		
	s the organization have annual gross receipts that are normally greater than \$100,000, and did th					
any c	contributions that were not tax deductible as charitable contributions?			6a		X
<b>b</b> If "Ye	es," did the organization include with every solicitation an express statement that such contributi	ons or	gifts			
	not tax deductible?	•	<b>.</b>	6b		
7 Orga	anizations that may receive deductible contributions under section 170(c).		4			
<b>a</b> Did th	ne organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and ser	vices pr	ovided to the payor?	7a	Х	
<b>b</b> If "Ye	es," did the organization notify the donor of the value of the goods or services provided?			7b	Х	
<b>c</b> Did th	he organization sell, exchange, or otherwise dispose of tangible personal property for which it was	as requ	ired			
to file	e Form 8282?	,		7с		X
<b>d</b> If "Ye	es," indicate the number of Forms 8282 filed during the year	7d				
e Did th	he organization receive any funds, directly or indirectly, to pay premiums on a personal benefit co	ontract	?	7e		X
<b>f</b> Did th	he organization, during the year, pay premiums, directly or indirectly, on a personal benefit contra	act?		7f		X
g If the	e organization received a contribution of qualified intellectual property, did the organization file Fo	rm 889	9 as required?	7g		<u> </u>
h If the	e organization received a contribution of cars, boats, airplanes, or other vehicles, did the organiza	tion file	a Form 1098-C?	7h		
8 Spon	nsoring organizations maintaining donor advised funds. Did a donor advised fund maintained	by the				
spons	soring organization have excess business holdings at any time during the year?			8		
=	nsoring organizations maintaining donor advised funds.					
				9a		<u> </u>
	he sponsoring organization make a distribution to a donor, donor advisor, or related person?			9b		
	ion 501(c)(7) organizations. Enter:					
	tion fees and capital contributions included on Part VIII, line 12	10a				
	s receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
	ion 501(c)(12) organizations. Enter	ایرا				
	s income from members or shareholders	11a				
	s income from other sources. Do not net amounts due or paid to other sources against	ا ا				
	unts due or received from them.)	11b		40		
	ion 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form	1 1		12a		
	es," enter the amount of tax-exempt interest received or accrued during the year	12b				
	ion 501(c)(29) qualified nonprofit health insurance issuers.			40-		
	e organization licensed to issue qualified health plans in more than one state?			13a		
	e: See the instructions for additional information the organization must report on Schedule O.					
	r the amount of reserves the organization is required to maintain by the states in which the	13b				
	nization is licensed to issue qualified health plans	13b				
	r the amount of reserves on hand			14a		х
	es," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedu.			14b		<del></del>
	e organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuner			1-70		
13 1110	ss parachute payment(s) during the year?			15		x
exces	as parasitate partitioning and and rought					

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17

that would result in the imposition of an excise tax under section 4951, 4952 or 4953?

Is the organization an educational institution subject to the section 4968 excise tax on net investment income?

Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities

If "Yes," complete Form 6069.

If "Yes," complete Form 4720, Schedule O.

38-6099698 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. X Check if Schedule O contains a response or note to any line in this Part VI Section A. Governing Body and Management Yes No 30 **1a** Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O. 30 **b** Enter the number of voting members included on line 1a, above, who are independent Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other Х officer, director, trustee, or key employee? 2 Did the organization delegate control over management duties customarily performed by or under the direct supervision 3 X of officers, directors, trustees, or key employees to a management company or other person? 3 X Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 5 Did the organization become aware during the year of a significant diversion of the organization's assets? Did the organization have members or stockholders? 6 6 Х 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? Х 7a 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 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: Х a The governing body? 8a Х Each committee with authority to act on behalf of the governing body? 8b 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 Scheduk Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) Yes Nο 10a Did the organization have local chapters, branches, or affiliates? ...... 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? Х 11a Has the organization provided a complete copy of this Form 900 to all members of its governing body before filing the form? 11a **b** Describe on Schedule O the process, if any, used by the organization to review this Form 990. Х 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a Х b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes." describe Х on Schedule O how this was done ...... 12c Did the organization have a written whistleblower policy? Х 13 13 Did the organization have a written document retention and destruction policy? 14 Х 14 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? The organization's CEO, Executive Director, or top management official Х 15a Х Other officers or key employees of the organization 15b If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions. 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a Х taxable entity during the year? 16a 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? 16h Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed MI 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 X Own website X Another's website X Upon request 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. State the name, address, and telephone number of the person who possesses the organization's books and records

Form **990** (2022)

48264

EDWARD ST. JOHN - 517-628-2287 5123 OLD PLANK RD, ONONDAGA,

# 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.

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

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

(A)  Name and title	(B) Average hours per		not c	Pos	ition nore	than		(D)  Reportable compensation	(E) Reportable compensation	(F) Estimated amount of
	week (list any hours for related organizations below line)	stee or director		officer Officer			tee)	from the organization (W-2/1099-MISO/ 1099-NEC)	from related organizations (W-2/1099-MISC/ 1099-NEC)	other compensation from the organization and related organizations
(1) BRIAN PHILSON PRESIDENT/CEO	40.00			х				149,771.	0.	1 665
(2) TIMOTHY MONROE	40.00			Λ		H		149,//1.	0.	1,665.
VICE PRESIDENT	40.00			х		C		101,538.	0.	9,023.
(3) EDWARD ST. JOHN	40.00					)				
DIRECTOR OF FINANCE				X				88,163.	0.	20,217.
(4) FRAN LOOSE DIRECTOR	0.40	x						0.	0.	0.
(5) DR. CAROL BEALS	0.40	7	)					•	•	<u>.</u>
DIRECTOR	3.23	X						0.	0.	0.
(6) MABLE MARTIN-SCOTT	0.40									
DIRECTOR	10	Х						0.	0.	0.
(7) BRIAN GALLAGHER DIRECTOR	0.40	х						0.	0.	0.
(8) JOSH JELENEK	0.40	25						0.	0.	
DIRECTOR		Х						0.	0.	0.
(9) GERALD SAMBAER	0.40	.,							_	0
DIRECTOR	0 40	Х						0.	0.	0.
(10) BRANDIE F. EKREN DIRECTOR	0.40	Х						0.	0.	0.
(11) KEVIN SHAW	0.40								•	
DIRECTOR	0020	Х						0.	0.	0.
(12) TIM JOHNSON	0.40									
DIRECTOR		Х						0.	0.	0.
(13) ASHLEY HIGGINSON	0.40									
DIRECTOR		Х						0.	0.	0.
(14) CHAD KARSTEN	0.40	l								
DIRECTOR		Х					<u> </u>	0.	0.	0.
(15) TOM REDER, AIA DIRECTOR	0.40	х						0.	0.	0
(16) NANNETTE NORWOOD	0.40	Λ				$\vdash$	<del>                                     </del>	0.	U •	0.
DIRECTOR	0.40	Х						0.	0.	0.
(17) MATTHEW NOWAK	0.40	-22								<del>`</del>
DIRECTOR		х						0.	0.	0.
				•			•	•		Form 990 (2022)

232007 12-13-22

Form **990** (2022)

Form 990 (2022) HIGHFIEL	DS, INC.	•							38-6099	ספס	Pa	age ㅇ
Part VII Section A. Officers, Directors, Trus	stees, Key Em	ploy	ees,	and	l Hig	ghes	t C	ompensated Employee	s (continued)			
(A)	(B)				C)			(D)	(E)		(F)	
Name and title	Average	(do		Pos heck			one	Reportable	Reportable	Es	stimate	ed
	hours per	box	, unle	ss pei	rson i	s both	n an	compensation	compensation	an	mount o	of
	week		cer ar	nd a d	irecto	r/trus T	tee)	from	from related		other	
	(list any	ector						the	organizations	1	pensa	
	hours for	or dir	9			ated		organization	(W-2/1099-MISC/	1	rom the	
	related organizations	stee	truste		a	bens		(W-2/1099-MISC/	1099-NEC)		janizati	
	below	naltri	ional		ploye	ee e		1099-NEC)		I	d relate	
	line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			orga	anizatio	วทร
(18) KIYERRA LAKE	0.40	=	=	0	¥	工业	ш.					
DIRECTOR		Х						0.	0.			0.
(19) ROBERT SAXTON	0.40											
DIRECTOR		Х						0.	0.			0.
(20) REBECCA BEDNARSKI	0.40											
DIRECTOR		Х						0.	0.	<u> </u>		0.
(21) MARK DELUCA	0.40	l										
DIRECTOR		Х						0.	0.			0.
(22) JACOB SABINS, PE, LEED AP	0.40	l										_
DIRECTOR	0.40	Х						0.	0.			0.
(23) CARRIE FREEMAN	0.40	-										0
DIRECTOR CONTROL AND CONTROL OF THE PERSON O	0.40	Х						0.	0.			0.
(24) CAPT. ANTHONY STEWART	0.40	X						0.	0.			0.
DIRECTOR (25) DAN KORTE	0.40	Λ						0.	0.	<del>                                     </del>		<u> </u>
DIRECTOR	0.40	X						0.	0.			0.
(26) AMANDA DENNEY, CDE	0.40	^						0.	0.			<u> </u>
DIRECTOR	0.40	x				C		0.	0.			0.
1b Subtotal						1-		339,472.	0.	3	0,90	05.
c Total from continuation sheets to Part V	II. Section A							0.	0.	Ť	<u>. , , , , , , , , , , , , , , , , , , ,</u>	0.
d Total (add lines 1b and 1c)								339,472.	0.	3	0,90	05.
2 Total number of individuals (including but i			liste	d at	ove	) wh	o re	ceived more than \$100,	000 of reportable			
compensation from the organization		1.	<u> </u>									2
											Yes	No
3 Did the organization list any former officer	, director, trust	ee, k	кеу е	empl	oye	e, or	hig	hest compensated emp	loyee on			
line 1a? If "Yes," complete Schedule J for										3		Х
4 For any individual listed on line 1a, is the s												
and related organizations greater than \$15	0,000? If "Yes,	," co	mple	ete S	Sche	edule	J fo	or such individual		4	Х	
5 Did any person listed on line 1a receive or	accrue comper	nsati	on fi	rom	any	unre	elate	ed organization or individ	dual for services			7.7

3	Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on			
	line 1a? If "Yes," complete Schedule J for such individual	3		Х
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? If "Yes," complete Schedule J for such individual	4	Х	
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	5		Х

#### **Section B. Independent Contractors**

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	NONE	<b>(B)</b> Description of services	(C) Compensation

Total number of independent contractors (including but not limited to those listed above) who received more than 

Form 990 (2022)

Canal   Cana	Form 990 HIGHFIE	LDS, INC.								38-609	9698
(27) AARON DAVIS (28) ELISABETH YSIDER (29) AARON DAVIS (27) AARON DAVIS (27) AARON DAVIS (28) AARON DAVIS (29) AARON DAVIS (20) AARON DAVIS (	Part VII   Section A. Officers, Directors, 1	rustees, Key Er	nplo	yee	s, ar	nd H	lighe	est	Compensated Employe	ees (continued)	
Name and title									1		(F)
Nours   Per   Week (list any hours for related organizations below line)   29											
		1 -	(cl					ly)			
(list any burns for related organizations   (list any burns for		per							<u> </u>	from related	other
(27) AARON DAVIS		I	_				yee				
(27) AARON DAVIS			recto				em plc			(W-2/1099-MISC)	
(27) AARON DAVIS		I	ordi	99			sated		(W-2/1099-MISC)		
(27) AARON DAVIS		I	ustee.	l trust		99	n pen s				
(27) AARON DAVIS			dual t	ıtiona	_	nploy	stcor	-			Organizations
(27) AARON DAVIS			Individ	Institu	Office	Key er	Highe	Forme			
DIRECTOR  (28) ELISABETH YEIDER  0.40 X  0. 0. 0. 0. 0. (27) SAM DAVIS  0.40 X X  0. 0. 0. 0. 0. (30) FETER TRATT  0.40 X  131 ROBERT EASTERLY  0.40 X  132) ANNE BROWN  0.40 CHAIRPERSON  0.40 X X X  0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0	(27) AARON DAVIS	0.40									
(28) ELISABETH YEIDER DIRECTOR  (29) SAM DAVIS (29) SAM DAVIS (29) SAM DAVIS (29) SAM DAVIS (20) FETER TRATT (20) CAU (20) CAU (21) RECRETARY (21) ROBERT FASTERLY (21) ROBERT FASTERLY (22) ANNE BROWN (23) ANNE BROWN (23) ERIKA FUSSMAN (24) CAU (25) CAU (26) CAU (27) CAU (28) CAU (28) CAU (29) CAU (20) CAU (20) CAU (21) CAU (22) CAU (23) CAU (24) CAU (25) CAU (26) CAU (27) CAU (27) CAU (28) CAU (28) CAU (20) CAU (2		0020	x						0.	0.	0.
DIRECTOR  (29) SAM DAVIS SECRETARY  (30) PETER TRATT  (30) PETER TRATT  (31) ROBERT EASTERLY  (31) ROBERT EASTERLY  (32) ANNE BROWN  (32) ANNE BROWN  (33) ERIKA FUSSMAN  (33) ERIKA FUSSMAN  (34) CHAIRPERSON  (37) CHAIRPERSON  (38) ERIKA FUSSMAN  (39) ERICA FUSSMAN  (30) ERICA FUSSMAN  (31) ROBERT EASTERLY  (32) ANNE BROWN  (33) ERIKA FUSSMAN  (34) CHAIRPERSON  (35) ERIKA FUSSMAN  (36) CO.  (37) CO.  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (40) CHAIRPERSON  (40) CHAIRPERSON  (40) CHAIRPERSON  (40) CHAIRPERSON  (40) CHAIRPERSON  (40)		0.40							•		
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SECRETARY  (30) PETER TRATT  (0.40)  (X X X 0.0.0.0.0.  (31) ROBERT EASTERLY  (32) ANNE BROWN  (32) ANNE BROWN  (33) ERIKA FUSSMAN  (23) PAST CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (30) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (30) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (40) CHAIRPERSON  (		0.40							•		
(30) PETER TRATT  (31) ROBERT EASTERLY  (31) ROBERT EASTERLY  (31) ROBERT EASTERLY  (32) ANNE BROWN  (33) ERIKA FUSSMAN  PAST CHAIRPERSON  (33) ERIKA FUSSMAN  (34) CHAIRPERSON  (35) ERIKA FUSSMAN  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) ERIKA FUSSMAN  (39) CHAIRPERSON  (39) CHAIRPERSON  (30) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) ERIKA FUSSMAN  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAIRPERSON  (39) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (31) CHAIRPERSON  (32) CHAIRPERSON  (33) CHAIRPERSON  (34) CHAIRPERSON  (35) CHAIRPERSON  (36) CHAIRPERSON  (37) CHAIRPERSON  (38) CHAIRPERSON  (39) CHAI		0020	x		x				0.	0.	0.
X	(30) PETER TRATT	0.40								1	<b>5</b> •
(31) ROBERT EASTERLY CHAIRPERSON ELECT  X X X  0. 0. 0. 0. (32) ANNE BROWN (33) ERIKA FUSSMAN PAST CHAIRPERSON  X X X  0. 0. 0. 0. (0. (0. (0. (0. (0. (0. (0.	TREASURER	7.10	х		x				٥	0.	0.
X   X   0   0   0   0   0   0   0   0		0.40								, , , , , , , , , , , , , , , , , , ,	
32   ANNE BROWN			x		x				_ 03	0.	0.
CHAIRPERSON X X 0. 0. 0. 0. (33) ERIKA FUSSMAN DAST CHAIRPERSON X X X 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.		0.40								•	
(33) ERIKA FUSSMAN PAST CHAIRPERSON  X X  0. 0. 0. 0.	CHAIRPERSON		х		х				0.	0.	0.
PAST CHAIRPERSON X X 0. 0. 0. 0.	(33) ERIKA FUSSMAN	0.40									
	PAST CHAIRPERSON		х		х			١.	0.	0.	0.
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Form 990 (2022) HIGHFIELDS, INC.
Part VIII Statement of Revenue

		Check if Schedule O contains a response of	or note to any lin	e in this Part VIII			
				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt	Unrelated	Revenue excluded from tax under
					function revenue	business revenue	sections 512 - 514
<b>10</b> 10	4.	Foderated compaigns 4.					
nts st		Federated campaigns 1a					
Contributions, Gifts, Grants and Other Similar Amounts		Membership dues 1b	165 060				
S, (			165,068.				
a gi	d	Related organizations 1d					
is,	е	Government grants (contributions) 1e	907,448.				
Š	f	All other contributions, gifts, grants, and					
the the		similar amounts not included above <b>1f</b>	259,644.				
ĘQ	g	Noncash contributions included in lines 1a-1f 1g \$					
an Co	h	Total. Add lines 1a-1f		1,332,160.			
			Business Code				
	2 a	FEES FROM GOVT AGENCIE	900099	6,149,993.	6.149.993.		
Š		OTHER INCOME	900099	12,160.	12,160.		
je s	c		20002				
E S							
gra Be	d				•		
Program Service Revenue	е						
Δ.		All other program service revenue		C 160 1F3	<b>(</b> )		
$\longrightarrow$	g	Total. Add lines 2a-2f		6,162,153.			
	3	Investment income (including dividends, intere	st, and				
		other similar amounts)		3,577			3,577.
	4	Income from investment of tax-exempt bond p	roceeds	16			
	5	Royalties					
		(i) Real	(ii) Personal				
	6 a	Gross rents 6a		~			
	b	Less: rental expenses 6b					
		Rental income or (loss) 6c					
		Net rental income or (loss)					
		Gross amount from sales of (i) Securities	(ii) Other				
	, a	assets other than inventory 7a 114,493.					
	<b>L</b>	,	<del>\                                    </del>				
	b	Less: cost or other basis					
Ž		and sales expenses 76 157,313.					
ther Revenue	С	Gain or (loss) 7c - 42, 820		42 020			42 020
ĕ		Net gain or (loss)		-42,820.			-42,820.
je i	8 a	Gross income from fundraising events (not					
Ò		including \$165,068. of					
		contributions reported on line 1c). See					
			83,626.				
	b	Less: direct expenses8b	36,290.				
	С	Net income or (loss) from fundraising events		47,336.			47,336.
	9 a	Gross income from gaming activities. See					
		Part IV, line 199a					
	b	Less: direct expenses 9b					
		Net income or (loss) from gaming activities					
		Gross sales of inventory, less returns					
		and allowances 10a					
	h	Less: cost of goods sold 10b					
		J					
$\rightarrow$	С	Net income or (loss) from sales of inventory	Business Code				
<u>S</u>			Business Code				
eor Te	11 a						
lan en	b						
Miscellaneous Revenue	С						
Mis		All other revenue					
	е	Total. Add lines 11a-11d					
	12	Total revenue. See instructions		7,502,406.	6,162,153.	0.	8,093.

# Form 990 (2022) HIGHFIELDS, INC. Part IX Statement of Functional Expenses

Sect	on 501(c)(3) and 501(c)(4) organizations must comp	olete all columns. All othe	er organizations must con	nplete column (A).	
	Check if Schedule O contains a respon	7.53			
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	<b>(B)</b> Program service expenses	(C) Management and general expenses	<b>(D)</b> Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
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	387,739.		387,739.	
6	Compensation not included above to disqualified				
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	4,924,272.	4,509,159.	313,099.	102,014.
8	Pension plan accruals and contributions (include			~V'	
	section 401(k) and 403(b) employer contributions)		121 122		
9	Other employee benefits	563,921.	434,108.	98,034.	31,779.
10	Payroll taxes	415,161.	367,352	40,412.	7,397.
11	Fees for services (nonemployees):		.01		
а	Management		.(0		
b	Legal	20.000		20.050	
С	Accounting	39,068.		39,068.	
d	Lobbying	. (			
е	Professional fundraising services. See Part IV, line 17	0.05	)	0.053	
f	Investment management fees	8,853.		8,853.	
g	Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch 0.)	279,264.	105,931.	173,142.	191.
12	Advertising and promotion	30,119.	2,108.	25,601.	2,410.
13	Office expenses	494,805.	406,834.	79,507.	8,464.
14	Information technology				
15	Royalties		222 - 11		
16	Occupancy	373,030.	288,541.	84,489.	
17	Travel	261,651.	245,247.	15,586.	818.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	43,874.	32,076.	9,200.	2,598.
20	Interest	88,422.		88,422.	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	277,344.	178,053.	99,291.	
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.)				
а	SPECIFIC ASSISTANCE	86,247.	78,321.	7,614.	312.
b	MISCELLANEOUS EXPENSES	48,177.	3,522.	41,149.	3,506.
С	SPECIAL EVENT	1,947.			1,947.
d					
е	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	8,323,894.	6,651,252.	1,511,206.	161,436.
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 if following SOP 98-2 (ASC 958-720)				
					Earm 990 (2022

12451019 755817 204030

		Check if Schedule O contains a response or note	e to anv l	ine in this Part X			
		2 22 2.2			<b>(A)</b> Beginning of year		(B) End of year
	1	Cash - non-interest-bearing			3,060.	1	2,800.
	2	Savings and temporary cash investments			448,063.	2	134,063.
	3	Pledges and grants receivable, net			278,791.	3	245,820.
	4	Accounts receivable, net			528,741.	4	518,132.
	5	Loans and other receivables from any current or					
		trustee, key employee, creator or founder, subst	antial coi	ntributor, or 35%			
		controlled entity or family member of any of thes	e person	S		5	
	6	Loans and other receivables from other disqualif	ied perso	ons (as defined			
		under section 4958(f)(1)), and persons described		6			
ţ	7	Notes and loans receivable, net				7	
Assets	8	Inventories for sale or use				8	
ĕ	9	Prepaid expenses and deferred charges			38,068.	9	59,581.
	10a	Land, buildings, and equipment: cost or other					
		basis. Complete Part VI of Schedule D	10a	6,754,925.			
	b	Less: accumulated depreciation		4,373,583.	2,531,123.	10c	2,381,342.
	11	Investments - publicly traded securities		878,399.	11	864,672.	
	12	Investments - other securities. See Part IV, line 1		12			
	13	Investments - program-related. See Part IV, line 1	( )	13			
	14	Intangible assets		14			
	15	Other assets. See Part IV, line 11		4 1 4	4 506 045	15	4 006 410
	16	Total assets. Add lines 1 through 15 (must equa			4,706,245.	16	4,206,410.
	17	Accounts payable and accrued expenses			503,974.	17	495,834.
	18	Grants payable			67,500.	18	258,990.
	19	Deferred revenue			67,300.	19	230,990.
	20	Tax-exempt bond liabilities		- \		20	
	21	Escrow or custodial account liability. Complete F				21	
Liabilities	22	Loans and other payables to any current or form trustee, key employee, creator or founder, subst					
₽Ĭ		controlled entity or family member of any of thes				22	
Lia	23	Secured mortgages and notes payable to unrela	. 11		1,485,440.	23	1,584,073.
	24	Unsecured notes and loans payable to unrelated			1,103,110	24	1,301,073.
	25	Other liabilities (including federal income tax, pay				27	
		parties, and other liabilities not included on lines					
		of Schedule D		sompleto Fall A		25	
	26	Total liabilities. Add lines 17 through 25			2,056,914.	26	2,338,897.
		Organizations that follow FASB ASC 958, che	ck here	X			,
es		and complete lines 27, 28, 32, and 33.					
anc	27				1,845,860.	27	1,108,688.
Bal	28	Net assets with donor restrictions			803,471.	28	758,825.
pu		Organizations that do not follow FASB ASC 9					
Ţ		and complete lines 29 through 33.					
S	29	Capital stock or trust principal, or current funds				29	
set	30	Paid-in or capital surplus, or land, building, or eq	uipment	fund		30	
Net Assets or Fund Balances	31	Retained earnings, endowment, accumulated in				31	
Se .	32	Total net assets or fund balances			2,649,331.	32	1,867,513.
	33	Total liabilities and net assets/fund balances			4,706,245.	33	4,206,410.

Form **990** (2022)

	1990 (2022) HIGHF FELLOS, INC.	50	000000	Pa	ige 🛂
Pa	rt 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	7,50	$\frac{12,4}{2}$	06.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,32		
3	Revenue less expenses. Subtract line 2 from line 1	3			88.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	2,64		
5	Net unrealized gains (losses) on investments	5	3	9,6	<u>70.</u>
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,				
<b>D</b> -	column (B))	10	1,86	7,5	<u> 13.</u>
Ра	rt XII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any line in this Part XII			T	T
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				
	If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule	Ο.			l
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		<u>2a</u>		<u> </u>
	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?		2b	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:				
	X Separate basis Consolidated basis Both consolidated and separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the			37	
	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 Scho	edule O	)·		
за	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the			v	
	Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		3a	X	<del>                                     </del>
D	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits? If the organization did not undergo the required audit or audits?	ea aua	l l	х	
	or audits, explain why on Schedule O and describe any steps taken to undergo such audits		3b		(2022)
	.·.C)		Forn	1 990	(2022)
	Public				
	Y				

#### **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.

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

#### **Employer identification number** Name of the organization HIGHFIELDS 38-6099698 INC. Reason for Public Charity Status. (All organizations must complete this part.) See instructions. Part I The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.) A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990).) A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). 3 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, 4 city, and state: An organization operated for the benefit of a college or university owned or operated by a governmental unit described in 5 section 170(b)(1)(A)(iv). (Complete Part II.) 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 8 9 An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or 10 X An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 11 An organization organized and operated exclusively for the benefit of to perform the functions of, or to carry out the purposes of one or 12 more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g. Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving а the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B. Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having b control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C. Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, С its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E. Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V. Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization. Enter the number of supported organizations Provide the following information about the supported organization(s)

g Floride the following information	il about the supporte	d organization(3).				
(i) Name of supported	(ii) EIN	(iii) Type of organization	(iv) Is the orga in your govern	anization listed	(v) Amount of monetary	(vi) Amount of other
organization		(described on lines 1-10	Yes	No	support (see instructions)	support (see instructions)
		above (see instructions))	162	NO		
			<u> </u>			
			<u> </u>			
			1	-		
			<u> </u>	<del> </del>		
Total						
LUA For Benerwork Reduction Act N				000004 40		dula A /Earm 000\ 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 fails to qualify under the tests listed below, please complete Part III.)

Se	ction A. Public Support		<u> </u>				
Cale	ndar year (or fiscal year beginning in)	(a) 2018	<b>(b)</b> 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly				\		
	supported organization) included					1	
	on line 1 that exceeds 2% of the					<b>"</b>	
	amount shown on line 11,				~ () <b>~</b>		
	column (f)						
	Public support. Subtract line 5 from line 4.						
	ction B. Total Support		T			T	T
	ndar year (or fiscal year beginning in)	(a) 2018	<b>(b)</b> 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7	Amounts from line 4						
8	Gross income from interest,			C			
	dividends, payments received on						
	securities loans, rents, royalties,						
	and income from similar sources						
9	Net income from unrelated business		. 62				
	activities, whether or not the						
	business is regularly carried on	_					
10	Other income. Do not include gain	_ `					
	or loss from the sale of capital	C s					
	assets (Explain in Part VI.)	110					
	<b>Total support.</b> Add lines 7 through 10	<b>W</b> .					
	Gross receipts from related activities,					12	
13	First 5 years. If the Form 990 is for the		rst, second, third,	fourth, or fifth tax y	ear as a section 5	501(c)(3)	
80	organization, check this box and stop						
	etion C. Computation of Publi			(6)			0.4
	Public support percentage for 2022 (I					14	%
	Public support percentage from 2021					15	<u>%</u>
102	33 1/3% support test - 2022. If the						
L	stop here. The organization qualifies						
L	33 1/3% support test - 2021. If the	•		•		•	
17-	and <b>stop here.</b> The organization qual						
1/8	10% -facts-and-circumstances test and if the organization meets the fact	-	-				
	meets the facts-and-circumstances te		•	•		· ·	
L	10% -facts-and-circumstances test	-			-		
i.	more, and if the organization meets the	_	-				1070 OI
	organization meets the facts-and-circ		•				
12	Private foundation. If the organization				•		e
ıu	ate roundation. It the organization	AL GIG HOL GHECK A	DON OH III E 10, 10	رم, ۱۰۵, ۱۱۵, ۱۱۱۸	, or look triis DUX a	300 11131111011011	·

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.)

Sec	etion A. Public Support	elow, please comp	icte i art ii.j				
	ndar year (or fiscal year beginning in)	(a) 2018	<b>(b)</b> 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
	Gifts, grants, contributions, and membership fees received. (Do not	(-) (-)	(-) -0 10	(-) ====	, , , , , , , , , , , , , , , , , , , ,	\-/ ====	(-)
	include any "unusual grants.")	988,972.	380,986.	1705101.	1844590.	1332160.	6251809.
2	Gross receipts from admissions, merchandise sold or services per- formed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	7932050.	8052028.	6779396.	7753952.	6162153.	36679579.
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organ- ization's benefit and either paid to or expended on its behalf						
	The value of services or facilities furnished by a governmental unit to the organization without charge	0001000	0.422204.4	0.40.4.40.5	007	T404212	40004000
	Total. Add lines 1 through 5	8921022.	8433014.	8484497.	9598542.	7494313.	42931388.
	Amounts included on lines 1, 2, and 3 received from disqualified persons				)		0.
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					4485238.	4485238.
c	Add lines 7a and 7b			S		4485238.	4485238.
	Public support. (Subtract line 7c from line 6.)						38446150.
	ction B. Total Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2018	<b>(b)</b> 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
	Amounts from line 6	8921022.	8433014.	8484497.	9598542.	7494313.	42931388.
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	51,613.	40,957.	45,997.	11,906.	3,577.	154,050.
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	10/10					
	Add lines 10a and 10b  Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on	51,613.	40,957.	45,997.	11,906.	3,577.	154,050.
	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)  Total support. (Add lines 9, 10c, 11, and 12.)	69,587. 9042222.	56,345. 8530316.	57,178. 8587672.	70,074. 9680522.	83,626. 7581516.	336,810. 43422248.
	First 5 years. If the Form 990 is for the						
•	check this box and <b>stop here</b>	· ·				. , . ,	· —
Sec	ction C. Computation of Publi						
15	Public support percentage for 2022 (I	ine 8, column (f), d	ivided by line 13, c	olumn (f))		15	88.54 %
	Public support percentage from 2021					16	98.90 %
Sec	ction D. Computation of Inves	tment Income	Percentage				
17	Investment income percentage for 20	<b>)22</b> (line 10c, colun	nn (f), divided by lir	ne 13, column (f))		17	.35 %
	Investment income percentage from					18	.40 %
19a	33 1/3% support tests - 2022. If the						
b	more than 33 1/3%, check this box are 33 1/3% support tests - 2021. If the	=	-	•	•		
	line 18 is not more than 33 1/3%, che	ck this box and <b>st</b>	op here. The orga	nization qualifies a	s a publicly suppo	rted organization	
	Private foundation. If the organization	المادا ممام فمما لمثلم مر		ar 10h ahaali th	is how and see inst	w.iatiana	

#### Part IV Supporting Organizations

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

#### Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 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 **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- **3a** 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** 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 **Part VI** when and how the organization made the determination.
- c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- 4a Was any supported organization not organized in the United States ("foreign supported organization")?

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

  If "Yes." complete Part I of Schedule L (Form 990).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
  - b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes." provide detail in Part VI.
- c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.
  - **b** Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
4		
1		
2		
20		
3a		
3b		
3с		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
-		
9b		
9c		
00		
10a		
10b		

Par	t IV	Supporting Organizations (continued)			
				Yes	No
11	Has t	the organization accepted a gift or contribution from any of the following persons?			
а	A per	rson who directly or indirectly controls, either alone or together with persons described on lines 11b and			
	11c b	pelow, the governing body of a supported organization?	11a		
b	A fan	nily member of a person described on line 11a above?	11b		
С	A 359	% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide			
	detail	il in Part VI.	11c		
Sect	ion	B. Type I Supporting Organizations			
				Yes	No
1	Did th	he governing body, members of the governing body, officers acting in their official capacity, or membership of one or			
		e supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers,			
		tors, or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) tively operated, supervised, or controlled the organization's activities. If the organization had more than one supported			
		nization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the			
	-	orted organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1		
2	Did th	he organization operate for the benefit of any supported organization other than the supported			
	orgar	nization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in			
	Part '	VI how providing such benefit carried out the purposes of the supported organization(s) that operated,			
_	supe	rvised, or controlled the supporting organization.	2		
Sect	ion	C. Type II Supporting Organizations			
				Yes	No
1	Were	a majority of the organization's directors or trustees during the tax year also a majority of the directors			
	or tru	ustees of each of the organization's supported organization(s)? If "No," describe in Part VI now control			
	or ma	anagement of the supporting organization was vested in the same persons that controlled or managed			
	the s	upported organization(s).	1		
Sect	ion	D. All Type III Supporting Organizations			
				Yes	No
		he organization provide to each of its supported organizations, by the last day of the fifth month of the			
		nization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax			
		(ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the			
		nization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
		e any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported			
		nization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how			
		organization maintained a close and continuous working relationship with the supported organization(s).	2		
		eason of the relationship described on line 2, above, did the organization's supported organizations have a			
	-	ficant voice in the organization's investment policies and in directing the use of the organization's			
		me or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's	3		
Sect		orted organizations played in this regard  E. Type III Functionally Integrated Supporting Organizations	<u> </u>		
		ck 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.			
С		The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see ins	struction	s).	
2	Activ	ities Test. Answer lines 2a and 2b below.		Yes	No
а	Did s	substantially all of the organization's activities during the tax year directly further the exempt purposes of			
	the s	supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify			
	those	e supported organizations and explain how these activities directly furthered their exempt purposes,			
		the organization was responsive to those supported organizations, and how the organization determined			
	that t	these activities constituted substantially all of its activities.	2a		
b	Did th	he activities described on line 2a, above, constitute activities that, but for the organization's involvement,			
	one c	or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in			
	Part	VI the reasons for the organization's position that its supported organization(s) would have engaged in			
		e activities but for the organization's involvement.	2b		
		nt of Supported Organizations. Answer lines 3a and 3b below.			
		he organization have the power to regularly appoint or elect a majority of the officers, directors, or			
		ees of each of the supported organizations? If "Yes" or "No" provide details in Part VI.	3a		
b		he organization exercise a substantial degree of direction over the policies, programs, and activities of each			
	ot its	supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or			
collection of gross income or for management, conservation, or			
maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
Aggregate fair market value of all non-exempt-use assets (see			
instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
<b>b</b> Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors	0		
(explain in detail in Part VI):	V		
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount,			
see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 0.035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
Adjusted net income for prior year (from Section A, line 8, column A)	1		
2 Enter 0.85 of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to			
emergency temporary reduction (see instructions).	6		
7 Check here if the current year is the organization's first as a non-functionally in	ntegra	ited Type III supporting organ	nization (see

Schedule A (Form 990) 2022

instructions).

Schedule A (Form 990) 2022

e Excess from 2022

232028 12-09-22 Schedule A (Form 990) 2022

#### Schedule B

Department of the Treasury Internal Revenue Service

(Form 990)

Schedule of Contributors
Attach to Form 990 or Form 990-PF.

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

OMB No. 1545-0047

**2022** 

Name of the organization

**Employer identification number** 

HIGHFIELDS, INC.

38-6099698

Organization type (check one):

Filers of: Section:

Form 990 or 990-EZ X 501(c)( 3 ) (enter number) organization

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

527 political organization

Form 990-PF 501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

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

#### **General Rule**

X 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 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), 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 (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2022)

Name of organization

Employer identification number

# HIGHFIELDS, INC.

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
1		\$\$55,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$ 15,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$7,500.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	010110	\$	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5		\$6,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

# HIGHFIELDS, INC.

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	I space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8		\$ 30,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	Nume, address, and 2n +4	\$7,500.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10_	Pulojic *	\$10,299.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11_		\$6,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No. 12	Name, address, and ZIP + 4	\$10,000.	Person X Payroll Noncash
			(Complete Part II for noncash contributions.)
223452 11-15	-22		Schedule B (Form 990) (2022)

Name of organization

Employer identification number

# HIGHFIELDS, INC.

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	T	T
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 25,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14		\$ <b>50,000.</b>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16	010110	\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
18		\$5,000.	Person X Payroll Noncash (Complete Part II for

Name of organization

Employer identification number

HIGHFIELDS, INC.

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
19		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
20		\$	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
21		\$ 7,500.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
22_	Pulitic ,	\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
23		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
24		\$10,000.	Person X Payroll Noncash
			(Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HIGHFIELDS, INC.

Part I	art 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		
25		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
26		s	Person X Payroll Noncash (Complete Part II for noncash contributions.)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
27		\$5,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
28	010110	\$10,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
29		\$ 27,634.	Person X Payroll Noncash (Complete Part II for noncash contributions.)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
30		\$ 774,850.	Person X Payroll Noncash (Complete Part II for noncash contributions.)		

Name of organization

Employer identification number

# HIGHFIELDS, INC.

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	space is needed.	T
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31		\$104,964.	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		*	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	010110	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for
			noncash contributions.)  Schedule B (Form 990) (20

Page 3

Name of organization Employer identification number

HIGHFIELDS, INC.

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	dditional 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. rom	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		* CO67	
(a) No. rom art I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	-
(a) No. rom art I	(b)  Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. rom art I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
$ \left[$			
		\$	Schedule B (Form 990) (2)

Page 4

Name of organization **Employer identification number** HIGHFIELDS, 38-6099698 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 info. once.) \$ Use duplicate copies of Part III if additional space is needed. (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

#### **SCHEDULE D** (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements
Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
Attach to Form 990.

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

OMB No. 1545-0047 Inspection

Name of the organization

HIGHFIELDS, INC.

**Employer identification number** 38-6099698

Par			s or Accounts. Complete if the
	organization answered "Yes" on Form 990, Part IV, lin	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	(a) Bener daviesa idilde	(b) Farias and sensi assessines
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor advisors in v	writing that the assets held in donor adv	rised funds
	are the organization's property, subject to the organization's	_	
6	Did the organization inform all grantees, donors, and donor a		
	for charitable purposes and not for the benefit of the donor o		
Par	t II Conservation Easements. Complete if the org	ganization answered "Yes" on Form 990	), Part IV, line 7.
1	Purpose(s) of conservation easements held by the organization	on (check all that apply).	$\sim$
	Preservation of land for public use (for example, recrea	' =	of a historically important land area
	Protection of natural habitat	Preservation	of a certified historic structure
	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a qualif	fied conservation contribution in the for	
	day of the tax year.	.01	Held at the End of the Tax Year
	Total number of conservation easements		
	Number of conservation easements on a certified historic structure of the		2c
d	Number of conservation easements included in (c) acquired a		04
2	historic structure listed in the National Register		
3	Number of conservation easements modified, transferred, release	eased, extinguished, or terminated by the	ne organization during the tax
4	year Number of states where property subject to conservation eas	sement is located	
5	Does the organization have a written policy regarding the per		<del>_</del> f
	violations, and enforcement of the conservation easements it		
6	Staff and volunteer hours devoted to monitoring, inspecting,		
			-
7	Amount of expenses incurred in monitoring, inspecting, hand	dling of violations, and enforcing conser	vation easements during the year
8	Does each conservation easement reported on line 2(d) abov	e satisfy the requirements of section 17	O(h)(4)(B)(i)
	and section 170(h)(4)(B)(ii)?		Yes No
9	In Part XIII, describe how the organization reports conservation	on easements in its revenue and expens	se statement and
	balance sheet, and include, if applicable, the text of the footn	note to the organization's financial state	ments that describes the
Day	organization's accounting for conservation easements.	Mark Historical Transcruss or /	Other Cimiles Accets
Par	t III Organizations Maintaining Collections of	·	other Similar Assets.
	Complete if the organization answered "Yes" on Form		
1a	If the organization elected, as permitted under FASB ASC 95	•	
	of art, historical treasures, or other similar assets held for pub	, ,	•
	service, provide in Part XIII the text of the footnote to its finar		
D	If the organization elected, as permitted under FASB ASC 95		
	art, historical treasures, or other similar assets held for public	exhibition, education, or research in id	rtherance of public service,
	provide the following amounts relating to these items:		¢
	(i) Revenue included on Form 990, Part VIII, line 1		
2	If the organization received or held works of art, historical trea	asures or other similar assets for finance	
_	the following amounts required to be reported under FASB A		nai gain, provido
а	Revenue included on Form 990, Part VIII, line 1		\$
	Assets included in Form 990, Part X		
	For Paperwork Reduction Act Notice, see the Instructions		Schedule D (Form 990) 2022

Pai	rt III   Organizations Maintaining C	ollections of Art	t, Historical Tre	asures, or	Other	Similar A	ssets	(continue	d)		
3	Using the organization's acquisition, accession	on, and other records	s, check any of the f	ollowing that	make siç	gnificant use	of its				
	collection items (check all that apply):										
а	Public exhibition	d	Loan or exc	hange prograi	m						
b	Scholarly research	е	Other								
С	c Preservation for future generations										
4	Provide a description of the organization's co	ollections and explain	n how they further th	e organizatior	n's exem	pt purpose i	in Part	XIII.			
5	During the year, did the organization solicit o	r receive donations o	of art, historical treas	sures, or other	similar a	assets					
	to be sold to raise funds rather than to be ma							Yes	No		
Pal	rt IV Escrow and Custodial Arrang		ete if the organizatio	n answered "\	Yes" on I	Form 990, P	art IV,	line 9, or			
	reported an amount on Form 990, Par										
1a	Is the organization an agent, trustee, custodi										
	on Form 990, Part X?							Yes	No		
b	If "Yes," explain the arrangement in Part XIII	and complete the fol	lowing table:					Amount			
	Decimals belong					4.		Amount			
C	Beginning balance										
	Additions during the year					1d			-		
e •	Distributions during the year					1e 1f					
f 2a	Ending balance  Did the organization include an amount on Fe				nt liabilit	_		Yes	No		
	If "Yes," explain the arrangement in Part XIII.		•			.y:	∟	_ 163	140		
	rt V Endowment Funds. Complete i					0.					
	·	(a) Current year	(b) Prior year	(c) Two years		(d) Three year	s back	(e) Four ye	ars back		
1a	Beginning of year balance	872,280.	1,064,505.		,688.	992,837. 1,008,805					
b	Contributions	-	•	0			-				
С	Net investment earnings, gains, and losses	-13,493.	-133,653.	290	290,79233,885. 50,532.						
d	Grants or scholarships	925.	58,572.	108	,975.	76	76,264. 66,500				
е	Other expenditures for facilities		20								
	and programs		<b>(()</b>								
f	Administrative expenses										
g	End of year balance	857,862.	872,280.	1,064	,505.	882	,688.	99	92,837.		
2	Provide the estimated percentage of the curr		(line 1g, column (a)	) held as:							
а	Board designated or quasi-endowment	40.9000	_%								
b	Permanent endowment 59.1000	%									
С	Term endowment0000	%									
	The percentages on lines 2a, 2b, and 2c sho										
3а	Are there endowment funds not in the posse	ssion of the organiza	ition that are held an	nd administere	ed for the	9		-			
	organization by:	,						Y			
	(i) Unrelated organizations							3a(i) 2			
								3a(ii)	<u> </u>		
	If "Yes" on line 3a(ii), are the related organiza							3b			
4 Pai	Describe in Part XIII the intended uses of the rt VI Land, Buildings, and Equipm		wment funds.								
ı u	Complete if the organization answere		Part IV line 11a S	ee Form 990	Part X I	ine 10					
	Description of property	(a) Cost or o		or other		cumulated	Т	(d) Book v	aluo		
	Description of property	basis (investn			٠,	reciation	1 ' '				
10	Land	,		6,164.	400			176	164.		
b	Buildings			4,332.	3.2	65,294		1,849,			
C	Leasehold improvements			2,758.		85,931			827.		
d	Equipment			9,966.		02,690			276.		
	Other			1,705.		19,668			037.		
	I. Add lines 1a through 1e. (Column (d) must e							2,381,			
	o (Seidini (a) Musico	C 000, 1 W/L/	<u> </u>	<u>-</u>				D (Form 9			

Schedule D (Form 990) 2022 HIGHFIELDS,	INC.	38	-6099698 Page 3
Part VII Investments - Other Securities.			<u> </u>
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	d-of-year market value
(1) Financial derivatives			
(2) Closely held equity interests			
(3) Other			
(A)			
(B)			
(C)			
(D)			
(E)			
(F)			
(G)			
(H)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)			
Part VIII Investments - Program Related.	Į.		
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	d-of-vear market value
(1)	, ,		
(2)			
(3)		- 04	
(4)		- C.O.	
(5)			
(6)			
(7)		(4)	
(8)			
(9)		<b>*</b>	
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)	G		
Part IX Other Assets.	10.		
Complete if the organization answered "Yes"	on Form 990 Part IV line	11d See Form 990 Part X line 15	
	Description	Tra. Georgin Goo, Farth, line To.	(b) Book value
	Description		(b) Book value
<u>(1)</u>			
(2)	$\overline{}$		
(3)			
(4)	)		
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Column (b) must equal Form 990, Part X, col. (B) lin	e 15.)		
	an Farma 000 Deet IV/ line	. 11 11. Car Farma 000 Dart V line 05	
Complete if the organization answered "Yes"	on Form 990, Part IV, line	11e or 11f. See Form 990, Part X, line 25	
1. (a) Description of liability			(b) Book value
(1) Federal income taxes			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)	<del></del>		

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

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

Schedule D (Form 990) 2022

(9)

Schedule D (Form 990) 2022 HIGHFIELDS, INC.		38-	6099698 _{Page} 4
Part XI Reconciliation of Revenue per Audited Financial	Statements With Revenue p		
Complete if the organization answered "Yes" on Form 990, Part I	V, line 12a.		
1 Total revenue, gains, and other support per audited financial statements		1	7,569,513.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a Net unrealized gains (losses) on investments	2a   39,6	570.	
<b>b</b> Donated services and use of facilities			
c Recoveries of prior year grants			
d Other (Describe in Part XIII.)	2d 36,2	290.	
e Add lines 2a through 2d		2e	75,960.
3 Subtract line 2e from line 1		3	7,493,553.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a Investment expenses not included on Form 990, Part VIII, line 7b	4a 8,8	353.	
<b>b</b> Other (Describe in Part XIII.)	4b		
c Add lines 4a and 4b		4c	8,853.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line	e 12.)	5	7,502,406.
Part XII Reconciliation of Expenses per Audited Financial	Statements With Expenses	per Returi	າ.
Complete if the organization answered "Yes" on Form 990, Part I	V, line 12a.		
1 Total expenses and losses per audited financial statements		1	8,351,331.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		<i>\</i>	
a Donated services and use of facilities	2a	•	
<b>b</b> Prior year adjustments	2b		
c Other losses	2c		
d Other (Describe in Part XIII.)	2d 36,2	290.	
e Add lines 2a through 2d	$\alpha$ .	2e	36,290.
3 Subtract line 2e from line 1		3	8,315,041.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a Investment expenses not included on Form 990, Part VIII, line 7b	4a 8,8	353.	
<b>b</b> Other (Describe in Part XIII.)	4b		
c Add lines 4a and 4b	<u> </u>	4c	8,853.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I. li	ne 18.)	5	8,323,894.
Part XIII Supplemental Information.			
Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a a lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide		/, line 4; Part >	K, line 2; Part XI,
illies 20 and 4b, and 1 at All, lines 20 and 4b. Also complete this part to provid	de arry additional information.		
PART V, LINE 4:			
THE ORGANIZATION USES THE ENDOWMENT FUN	DS TO HELP PROVIDE	A PRED	ICTABLE
CEDENA OF PRINTING TOP PROCESSION AND ACCUS	TT TO C		
STREAM OF FUNDING FOR PROGRAMMATIC ACTI	VITIES.		
PART X, LINE 2:			
IN THE PREPARATION OF TAX RETURNS, TAX	POSTTIONS ARE TAKE	N BASED	ON
III IIII IIIIIIIIIIIIIIIIIIIIIIIIIIIII	TODITIONS INC. IIII	. DIIDLD	011
INTERPRETATION OF FEDERAL, STATE AND LO	CAL INCOME TAX LAWS	S. MANA	GEMENT
PERIODICALLY REVIEWS AND EVALUATES THE	STATUS OF UNCERTAIN	N TAX PO	OSITIONS
			<del>-</del>
AND MAKES ESTIMATES OF AMOUNTS, INCLUDI	NG INTEREST AND PE	NALTIES	,
ULTIMATELY DUE OR OWED. NO AMOUNTS HAVE	BEEN IDENTIFIED, (	OR RECO	RDED, AS

REMAIN OPEN FOR EXAMINATION BY THE VARIOUS TAXING AUTHORITIES FOR A PERIOD Schedule D (Form 990) 2022

UNCERTAIN TAX POSITIONS. FEDERAL, STATE AND LOCAL TAX RETURNS GENERALLY

#### **SCHEDULE G** (Form 990)

Department of the Treasury Internal Revenue Service

### **Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 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 www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

Employer identification number 38-6099698

HIGHFIE	LDS, INC.			38-6099	698			
Part I Fundraising Activities. required to complete this par	Complete if the organization ansv	wered "Yes" or	n Form 990, Part IV, li	ne 17. Form 990-EZ	filers are not			
1 Indicate whether the organization rais		ving activities.	Check all that apply.					
a Mail solicitations								
<b>b</b> Internet and email solicitations	b Internet and email solicitations f Solicitation of government grants							
<b>c</b> Phone solicitations	<b>g</b> Speci	al fundraising	events					
d In-person solicitations								
2 a Did the organization have a written of	or oral agreement with any individu	al (including of	fficers, directors, trust	tees, or				
key employees listed in Form 990, P	art VII) or entity in connection with	professional fu	undraising services?	Yes	No No			
<b>b</b> If "Yes," list the 10 highest paid indiv	viduals or entities (fundraisers) purs	suant to agreer	ments under which th	e fundraiser is to be	e			
compensated at least \$5,000 by the	organization.			A				
(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						
			0,					
		5						
		$\Theta^{-}$						
	.50	<u> </u>						
	$O_{12}$							
V								
Total								
List all states in which the organization or licensing.				it is exempt from re	gistration			
or noonomy.								
LHA For Paperwork Reduction Act Noti	ice, see the Instructions for Form	า 990 or 990-E	: <b>∠.</b>	Schedule	G (Form 990) 2022			

232081 10-27-22

**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

		of fundraising event contributions and gro	oss income on Form 990	-EZ, lines 1 and 6b. List e	vents with gross receipt	s greater than \$5,000.
			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
			COLE CIMING	STRENGTHENIN G FAMILIES B	NONE	(add col. (a) through
					(total number)	col. <b>(c)</b> )
æ			(event type)	(event type)	(total number)	
Revenue	1	Gross receipts	80,210.	168,484.		248,694.
	2	Less: Contributions	10,576.	154,492.		165,068.
	3	Gross income (line 1 minus line 2)	69,634.	13,992.		83,626.
	4	Cash prizes				
"	5	Noncash prizes				
Direct Expenses	6	Rent/facility costs			4	
rect E	7	Food and beverages			$\frac{6}{3}$	
⊡	٥	Entartainment			<b>J</b> '	
	8	Entertainment Other direct expenses	22,298.	13,992.		36,290.
	10					36,290.
	11	•		(2)		47,336.
Pa	ırt l			990. Part IV. line 19. or r	eported more than	27,7555
		\$15,000 on Form 990-EZ, line 6a.			1	
			(a) Diama	(b) Pull tabs/instant	(-) Oll	(d) Total gaming (add
Revenue			(a) Bingo	bingo/progressive bingo	(c) Other gaming	col. (a) through col. (c))
eve.						
ď	1	Gross revenue	~0			
			1,69			
S	2	Cash prizes				
Expenses						
ρe	3	Noncash prizes	~ · ·			
Direct E	4	Rent/facility costs				
ä	•					
	5	Other direct expenses				
			Yes %	Yes %	Yes %	
	6	Volunteer labor	No	No	No	
		Direct expense summary. Add lines 2 through				
	′	birect expense summary. Add lines 2 tillough	13 iii colulliii (u)			
	8	Net gaming income summary. Subtract line 7	from line 1, column (d)			
	_					
		ter the state(s) in which the organization condu				
		the organization licensed to conduct gaming ac				Yes No
b	IT "	No," explain:				
	_					
10-	\//-	ere any of the organization's gaming licenses re	wokod suspended si te	rminated during the tax v	voar?	Yes No
						Yes No
,	. 11	Yes," explain:				
	_					
	_					

Schedule G (Form 990) 2022

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Sch	edule G (Form 990) 2022 HIGHFIELDS, INC.	88-6099698	Page 3
11	Does the organization conduct gaming activities with nonmembers?	Yes	No
	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:	1 1	
	The organization's facility		<u>%</u>
	An outside facility		<u>%</u>
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name		
	Name		
	Address		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	Yes	No
k	of "Yes," enter the amount of gaming revenue received by the organization \$ and the amount	unt	
	of gaming revenue retained by the third party \$		
c	If "Yes," enter name and address of the third party:		
	Name		
	Address		
	Address		
16	Gaming manager information:		
	Name		
	Gaming manager compensation \$		
	Description of continuous and ideal		
	Description of services provided		
	Director/officer Employee Independent contractor		
	Mandatory distributions:		
á	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	Yes	No
ŀ	retain the state gaming license?  Denter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the same of the state of the stat		140
•	organization's own exempt activities during the tax year \$		
Pa	rt IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); a	nd Part III, lines 9, 9	9b, 10b,
	15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.		

Schedule G (Form 990)

### SCHEDULE J (Form 990)

**Compensation Information** 

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.

2022

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

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

HIGHFIELDS, INC.

**Questions Regarding Compensation** 

Employer identification number 38-6099698

			Yes	No
	Check the appropriate box(es) if the organization provided any of the follow	-		
	Part VII, Section A, line 1a. Complete Part III to provide any relevant inform			
		sing allowance or residence for personal use		
	•	ments for business use of personal residence		
	0 11 7	Ith or social club dues or initiation fees		
	Discretionary spending account Pers	sonal services (such as maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a wr	itten policy regarding payment or		
	reimbursement or provision of all of the expenses described above? If "No	," complete Part III to explain1	)	
2	Did the organization require substantiation prior to reimbursing or allowing	expenses incurred by all directors,		
	trustees, and officers, including the CEO/Executive Director, regarding the	items checked on line 1a?		
}	Indicate which, if any, of the following the organization used to establish the	ne compensation of the organization's		
	CEO/Executive Director. Check all that apply. Do not check any boxes for	methods used by a related organization to		
	establish compensation of the CEO/Executive Director, but explain in Part	III.		
	Compensation committee Writ	ten employment contract		
		npensation survey or study		
	Form 990 of other organizations X App	roval by the board or compensation committee		
ı	During the year, did any person listed on Form 990, Part VII, Section A, lin	e 1a, with respect to the filing		
	organization or a related organization:			
а	Receive a severance payment or change-of-control payment?	4:	3	X
b	Participate in or receive payment from a supplemental nonqualified retirem	nent plan? 4	)	X
	Participate in or receive payment from an equity-based compensation arra			X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable am	ounts for each item in Part III.		
	Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must con	mplete lines 5-9.		
	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization	zation pay or accrue any compensation		
	contingent on the revenues of:			
а	The organization?	5:	a	X
	Any related organization?		)	X
	If "Yes" on line 5a or 5b, describe in Part III.			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization	zation pay or accrue any compensation		
	contingent on the net earnings of:			
а	The organization?	6	a	X
b	Any related organization?	61	<b>)</b>	X
	If "Yes" on line 6a or 6b, describe in Part III.			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization	zation provide any nonfixed payments		
	not described on lines 5 and 6? If "Yes," describe in Part III	7		X
	Were any amounts reported on Form 990, Part VII, paid or accrued pursua			
	initial contract exception described in Regulations section 53.4958-4(a)(3)?			Х
	If "Yes" on line 8, did the organization also follow the rebuttable presumpt			
	Regulations section 53.4958-6(c)?			

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

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 aren't listed on Form 990, Part VII.

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

		(B) Breakdown of W	I-2 and/or 1099-MISo compensation	C and/or 1099-NEC	(C) Retirement and other deferred	(D) Nontaxable benefits	(B)(i)-(D) in column (B	
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation			reported as deferred on prior Form 990
(1) BRIAN PHILSON	(i)	149,771.	0.	0.	0 🛦	1,665.	151,436.	0.
PRESIDENT/CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)				)			
	(i)				.(7)			
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i) (ii)							
	(II)					I	I	I

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.
$CO_{\ell}$
;;C *

### 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 Form 990-EZ.

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

2022 Open to Public Inspection

OMB No. 1545-0047

Name of the organization

HIGHFIELDS, INC.

Employer identification number 38-6099698

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
THE INGHAM ACADEMY IS AN ALTERNATIVE SCHOOL FOR COURT INVOLVED YOUTH
WHO ARE ON PROBATION THROUGH THE 30TH JUDICIAL COURT. THE PROGRAM IS
DONE IN PARTNERSHIP WITH THE COURT, THE ISD AND HIGHFIELDS. HIGHFIELDS
PROVIDES BEHAVIORAL SUPPORT AND INTERVENTION FOR THE YOUTH TAKING PART
IN THE PROGRAM. DURING THE FY HIGHFIELDS INTEGRATED A SUPPORT ZONE INTO
THE PROGRAM TO PROVIDE A SAFE PLACE FOR YOUTH WHO WERE STRUGGLING IN
THE CLASSROOM SETTING TO BETTER GET THE HELP NEEDED TO RETURN TO THE
CLASSROOM IN A SHORTER TIME FRAME. ADDITIONAL TREATMENT GROUPS,
BEHAVIOR PLANS, AND MINDFULNESS ACTIVITIES WERE INTEGRATED AS A PART OF
THIS.
DURING THE FY, THE NAME OF THE EVENING REPORTING PROGRAM WAS CHANGE
FROM PRIDE TO HORIZONS. LIKE THE ACADEMY, HORIZONS TAKE PLACE IN THE
INGHAM COUNTY FAMILY CENTER HIGHFIELDS PROVIDES THIS SERVICE UNDER A
CONTRACT WITH THE 30TH JUDICIAL COURT. THE PROGRAM IS OFFER WEEKDAYS
THROUGHOUT THE YEAR: M-W-F IS FOR UP TO 20 HIGH RISK YOUTH; T-TH IS FOR
MODERATE RISK. HIGHFIELDS PROVIDES THE STAFFING FOR THE PROGRAM,
INCLUDING ALL DIRECT SERVICES, AND TREATMENT. DURING THE FY, HIGHFIELDS
BEGAN USING THE EVIDENCE-BASED PROGRAM MORAL RECOGNITION AS ITS MODEL
FOR COGNITIVE BEHAVIORAL GROUPS PROVIDED FOR PARTICIPATING YOUTH.
EXPENSES \$ 819,416. INCLUDING GRANTS OF \$ 0. REVENUE \$ 857,771.
BREAKTHROUGH IS HIGHFIELDS EXPERIENTIAL EDUCATION PROGRAM THAT HAS
SERVED BUSINESSES, COLLEGES, UNIVERSITIES, SCHOOLS, AND YOUTH GROUPS

FOR MANY YEARS. THROUGH THE USE EXPERIENTIAL ACTIVITIES PARTICIPANTS

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

Schedule O (Form 990) 2022

Schedule O (Form 990) 2022 Page 2

Name of the organization HIGHFIELDS, INC.

Employer identification number 38-6099698

LEARN COMMUNICATION, PROBLEM SOLVING, TEAM BUILDING, CONFLICT

RESOLUTION, LEADERSHIP. DURING THE FY BREAKTHROUGH CONTINUED TO BE ON A

LIMITED SCHEDULE DUE TO THE CONTINUATION OF THE PHE, AND STAFFING. THE

PROGRAM DID HOLD NUMBER OF GROUPS FOR REPEAT CUSTOMERS DURING THE YEAR.

HIGHFIELDS COMPLETED ITS NATIONAL COA REACCREDITATION IN 2023 FOR ALL

ITS SERVICES AND RECEIVED EXPEDITED STATUS WITH NO REMEDIATION

REQUIRED.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 4,550.

FORM 990, PART VI, SECTION B, LINE 11B:

THE 990 IS REVIEWED BY THE FINANCE & PERSONNEL COMMITTEE AND SUMMARIZED FOR ACTION AT THE BOARD LEVEL. AT THAT TIME THE 990 IS MADE AVAILABLE TO THE ENTIRE BOARD. THE 990 IS FILED AFTER THE BOARD HAS HAD THE CHANCE TO REVIEW THE 990 AND VOTE ON ITS APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C:

THE BOARD ANNUALLY SIGNS A CONFLICT OF INTEREST STATEMENT. THE POLICY
REQUIRES THAT ANY CONFLICT BE BROUGHT TO THE ATTENTION OF THE BOARD. ONCE
THE CONFLICT IS BROUGHT TO THE ATTENTION OF THE BOARD, THE RELEVANT BOARD
OR COMMITTEE MEMBER SHALL EXCUSE HIM/HERSELF FROM THE DISCUSSION OF THE
MATTER. IN ADDITION, THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS,
OR ANY BOARD COMMITTEE, SHALL REFLECT THAT THE POTENTIAL CONFLICT OF
INTEREST WAS DISCLOSED, THAT THE INTERESTED PERSON DID NOT PARTICIPATE IN
THE VOTING ON SUCH MATTER, AND WAS NOT PRESENT DURING THE DISCUSSION OF
SUCH MATTER.

FORM 990, PART VI, SECTION B, LINE 15:

<u>Schedule O (Form 990) 2022</u> Page **2** 

Name of the organization HIGHFIELDS, INC.	Employer identification number 38-6099698
THE EXECUTIVE COMMITTEE, WHICH IS A SUBCOMMITTEE OF THE BO	ARD, REVIEWS AND
MAKES DECISIONS ON THE PRESIDENT'S SALARY AND BENEFITS. TH	IS REVIEW
INCLUDES A MARKET STUDY OF SIMILAR ORGANIZATIONS COMPILED	BY THE MICHIGAN
FEDERATION FOR CHILDREN AND FAMILIES EVERY TWO YEARS THAT	INCLUDES A CEO
SALARY AND BENEFITS STUDY.	
	_
FORM 990, PART VI, SECTION C, LINE 19:	
ALL ITEMS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.	
109	
C)	
.0/10	
ON	