Return of Organization Exempt From Income Tax

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

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

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable
- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization
- FAIR FOOD NETWORK

D Employer identification number
- 26-4143394

E Telephone number
- (734) 213-3999

F Name and address of principal officer
- ORAN B HESTERMAN
- 205 E WASHINGTON ST SUITE B
- ANN ARBOR, MI 48104

G Gross receipts $ 5,352,147

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

J Website:
- WWW.FAIRFOODNETWORK.ORG

K Form of organization
- Corporation

Part I Summary

1 Briefly describe the organization’s mission or most significant activities
- TO CREATE A FOOD SYSTEM THAT UPHOLDS THE FUNDAMENTAL RIGHT TO HEALTHY, FRESH AND SUSTAINABLY GROWN FOOD. WE WORK AT THE INTERSECTION OF FOOD SYSTEMS, SUSTAINABILITY AND EQUITY TO GUARANTEE ACCESS TO HEALTHY, FRESH AND SUSTAINABLY GROWN FOOD, ESPECIALLY IN UNDERSERVED COMMUNITIES

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)
- 3

4 Number of independent voting members of the governing body (Part VI, line 1b)
- 4

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)
- 5

6 Total number of volunteers (estimate if necessary)
- 6

7a Total unrelated business revenue from Part VIII, column (C), line 12
- 7a

7b Net unrelated business taxable income from Form 990-T, line 34
- 7b

8 Contributions and grants (Part VIII, line 1h)
- 3,506,818

9 Program service revenue (Part VIII, line 2g)
- 269,355

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)
- 11,645

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
- 5,017

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)
- 3,792,835

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
- 806,007

14 Benefits paid to or for members (Part IX, column (A), line 4)
- 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)
- 316,681

16a Professional fundraising fees (Part IX, column (A), line 11e)
- 0

17 Total fundraising expenses (Part IX, column (D), line 25)
- 0

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)
- 2,693,715

19 Revenue less expenses Subtract line 18 from line 12
- 1,099,120

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.

Date: 2013-05-10

Signature of officer

DORAN B HESTERMAN, CEO

Part III Paid Preparer Use Only

Print/Type preparer’s name
- DANIEL J. WARMELS & COMPANY

Preparer’s signature

Date: 2013-05-10

Check if self-employed

PTIN
- P00342215

Paid Preparer Use Only

Print/Type preparer’s name
- WARMELS & COMSTOCK PLLC

Firm’s EIN
- 38-3204593

Firm’s address
- 3505 COODIGE ROAD

EAST LANSING, MI 48823

Phone no (517) 351-5508

May the IRS discuss this return with the preparer shown above? (see instructions)
- Yes

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)
TO CREATE A FOOD SYSTEM THAT UPHOLDS THE FUNDAMENTAL RIGHT TO HEALTHY, FRESH AND SUSTAINABLY GROWN FOOD WE WORK AT THE INTERSECTION OF FOOD SYSTEMS, SUSTAINABILITY AND EQUITY TO GUARANTEE ACCESS TO HEALTHY, FRESH AND SUSTAINABLY GROWN FOOD, ESPECIALLY IN UNDERSERVED COMMUNITIES.

**Part III**

**Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III.

1. Briefly describe the organization's mission

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

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

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

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

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

   **4a**
   
   THE DOUBLE UP FOOD BUCKS (DUFB) PROGRAM ENCOURAGES SNAP (FOOD STAMP) RECIPIENTS TO SPEND THEIR MONEY ON HEALTHY, FRESH PRODUCE AT FARMERS MARKETS BY MATCHING THEIR SNAP EXPENDITURES UP TO $20 WITH TOKENS THAT CAN BE SPENT TO BUY MORE MICHIGAN-GROWN PRODUCE. IN 2012, DUFB EXPANDED TO 75 MARKETS STATEWIDE, UP FROM 54 IN 2011. BETWEEN JUNE AND NOVEMBER, SNAP CUSTOMERS VISITED PARTICIPATING FARMERS MARKETS OVER 85,000 TIMES AND COMBINED SNAP AND DUFB USE INCREASED 44% STATEWIDE COMPARED TO 2011. SNAP RECIPIENTS SPENT $1,012,633 IN SNAP FUNDS AND RECEIVED MORE THAN $874,822 WORTH OF MATCHING DOUBLE UP FOOD BUCKS. THE COMBINED SNAP AND DUFB FUNDS TOTAL MORE THAN $1.9 MILLION. IN 2013, WE ALSO PILOTED DUFB MOBILE PAYMENT IN CONJUNCTION WITH A KENT COUNTY INITIATIVE TO MAKE A VARIETY OF FEDERAL ASSISTANCE BENEFITS ELECTRONIC AND REDEEMABLE AT PARTICIPATING FARMERS' MARKETS. DUFB IS CERTAINLY ONE OF THE REASONS THAT SNAP SALES IN MICHIGAN ARE SIGNIFICANTLY HIGHER THAN IN ANY OTHER MIDWEST REGION STATE BY A SIGNIFICANT FACTOR AND THAT LOW INCOME FAMILIES IN MICHIGAN ARE GAINING GREATER ACCESS TO HEALTHY, FRESH FOOD. IN 2013, WE WILL BE FURTHER EXPANDING THE PROGRAM BY LAUNCHING THE DUFB GROCERY STORE PILOT, A PROGRAM TO GROW BEYOND FARMERS MARKETS TO GROCERY STORES IN DETROIT. EVALUATION RESULTS CONTINUE TO BE USED TO IMPROVE PROGRAM OUTCOMES AND TO INFORM THE REPLICATION OF THIS PROGRAM IN OTHER LOCATIONS. TWO MORE RELATED INITIATIVES ARE THE HEALTHY FOOD INCENTIVES CLUSTER EVALUATION, WHICH IS STUDYING SIMILAR INCENTIVE PROGRAMS AROUND THE COUNTRY, AND THE HEALTH IMPACT EVALUATION, WHICH IS TRACKING HEALTH INDICATORS AMONG DUFB PARTICIPANTS.

   **4b**
   
   IN SPRING 2012, FAIR FOOD NETWORK INTRODUCED THE STRENGTHENING DETROIT VOICES (SDV) INITIATIVE. SDV BRINGS TOGETHER COMMUNITY AND FOOD INDUSTRY LEADERS IN DETROIT TO EDUCATE LEADERS ABOUT POLICIES THAT WILL EXPAND REGIONAL FOOD SYSTEMS. THIS EXPANSION IS INTENDED TO CREATE ACCESS TO AFFORDABLE, HEALTHY FOODS IN URBAN AREAS. SDV IS, AT ITS MOST BASIC LEVEL, ABOUT EMPOWERING THE UNDERSERVED TO BECOME THEIR OWN BEST ADVOCATES. TWO HIGHLY SUCCESSFUL EVENTS IN 2012 WERE THE SDV PARTNER LUNCHEON IN NOVEMBER AND THE TELEPHONE TOWN HALL HELD IN DECEMBER, IN WHICH JUST UNDER 7,500 LOW-INCOME DETROITERS PARTICIPATED TO DISCUSS ISSUES OF HEALTHY FOOD ACCESS.

   **4c**
   
   GOOD FOOD BATTLE CREEK (GFBC) WAS FORMED TO FACILITATE SHARING AND COLLABORATION BETWEEN DIVERSE COMMUNITY STAKEHOLDERS WORKING TO PROMOTE HEALTHY FOOD CHOICES THROUGH EDUCATION, SUPPORT OF LOCAL PRODUCERS, AND ACCESS TO GOOD FOOD FOR ALL PEOPLE. FFN WORKS WITH GFBC TO FACILITATE A WIDE RANGE OF ACTIVITIES BY ADMINISTERING A SMALL GRANTS PROGRAM AIMED AT PROVIDING FINANCIAL SUPPORT FOR THE FOOD SYSTEMS WORK, PROVIDING NETWORKING, COLLABORATION, CAPACITY BUILDING, AND LEADERSHIP DEVELOPMENT OPPORTUNITIES. FACILITATING A COMMUNITY FOOD ASSESSMENT TO OBTAIN A COMPREHENSIVE PICTURE OF THE STRENGTHS AND OPPORTUNITIES PRESENT IN THE COMMUNITY’S FOOD SYSTEM, AND ASSESSING, ARTICULATING, AND SHARING BEST PRACTICES FOR A FOOD JUSTICE AGENDA. TO DATE, GFBC HAS UNDERTAKEN A COMPREHENSIVE COMMUNITY FOOD ASSESSMENT (SCHEDULED TO BE COMPLETED IN SPRING 2013), PROVIDED FINANCIAL SUPPORT TO COMMUNITY EFFORTS FOCUSED ON EMPOWERING CITIZENS TO IMPROVE THE FOOD SYSTEM, HOSTED FILM NIGHTS AND OTHER EVENTS WHERE RESIDENTS HAVE THE OPPORTUNITY TO LEARN MORE ABOUT THE FAIR FOOD MOVEMENT, PROVIDED TRAVEL OPPORTUNITIES FOR RESIDENTS AND ADVOCATES TO NETWORK WITH OTHERS INVOLVED IN FOOD SYSTEM/FOOD JUSTICE WORK BOTH LOCALLY AND NATIONALLY, AND DEVELOPED A COMMUNICATION STRATEGY AIMED AT ENCOURAGING CITIZENS TO BECOME ACTIVE PARTICIPANTS IN IMPROVING THE QUALITY AND FAIRNESS OF THEIR FOOD SYSTEM.

   **4d**
   
   WORK COLLABORATIVELY WITH COMMUNITY ORGANIZATIONS AND FUNDERS TO CREATE INCREASED ACCESS TO HEALTHY AND SUSTAINABLY GROWN FOOD FOR RESIDENTS WHILE ALSO SUPPORTING LOCAL AGRICULTURE AND FOOD SYSTEMS.

   **4e**
   
   Total program service expenses: $3,244,799
### Part IV Checklist of Required Schedules

1. Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If “Yes,” complete Schedule A.  
   - Yes  
   - No

2. Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?  
   - Yes  
   - No

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.  
   - Yes  
   - No

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.  
   - Yes  
   - No

5. Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If “Yes,” complete Schedule C, Part III.  
   - Yes  
   - No

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.  
   - Yes  
   - No

7. Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If “Yes,” complete Schedule D, Part II.  
   - Yes  
   - No

8. Did the organization maintain collections of works of art, historical treasures, or other similar assets? If “Yes,” complete Schedule D, Part III.  
   - Yes  
   - No

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? If “Yes,” complete Schedule D, Part IV.  
   - Yes  
   - No

10. Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If “Yes,” complete Schedule D, Part V.  
    - Yes  
    - No

11. If the organization’s answer to any of the following questions is “Yes,” then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable  
    a. Did the organization report an amount for land, buildings, and equipment in Part X, line 10?  
       - Yes  
       - No
    b. Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If “Yes,” complete Schedule D, Part VII.  
       - Yes  
       - No
    c. Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If “Yes,” complete Schedule D, Part VIII.  
       - Yes  
       - No
    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.  
       - Yes  
       - No
    e. Did the organization report an amount for other liabilities in Part X, line 25? If “Yes,” complete Schedule D, Part X.  
       - Yes  
       - No

12a. Did the organization obtain separate, independent audited financial statements for the tax year?  
    If “Yes,” complete Schedule D, Parts XI and XII.  
    - Yes  
    - No

12b. 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.  
    - Yes  
    - No

13. Is the organization a school described in section 170(b)(1)(A)(ii)? If “Yes,” complete Schedule E.  
    - Yes  
    - No

14a. Did the organization maintain an office, employees, or agents outside of the United States?  
    - Yes  
    - No

14b. 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.  
    - Yes  
    - No

15. Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? If “Yes,” complete Schedule F, Parts II and IV.  
    - Yes  
    - No

16. Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? If “Yes,” complete Schedule F, Parts III and IV.  
    - Yes  
    - No

17. Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If “Yes,” complete Schedule G, Part I (see instructions).  
    - Yes  
    - No

18. Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If “Yes,” complete Schedule G, Part II.  
    - Yes  
    - No

19. Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If “Yes,” complete Schedule G, Part III.  
    - Yes  
    - No

20a. Did the organization operate one or more hospital facilities? If “Yes,” complete Schedule H.  
    - Yes  
    - No

20b. If “Yes” to line 20a, did the organization attach a copy of its audited financial statements to this return?  
    - Yes  
    - No
### Part IV Checklist of Required Schedules (continued)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>21</td>
<td>Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If “Yes,” complete Schedule I, Parts I and II.</td>
</tr>
<tr>
<td>22</td>
<td>Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If “Yes,” complete Schedule I, Parts I and III.</td>
</tr>
<tr>
<td>23</td>
<td>Did the organization answer “Yes” to Part VII, Section A, line 3, 4, or 5 about compensation of the organization’s current and former officers, directors, trustees, key employees, and highest compensated employees? If “Yes,” complete Schedule J.</td>
</tr>
<tr>
<td>24a</td>
<td>Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If “Yes,” answer lines 24b through 24d and complete Schedule K. If “No,” go to line 25.</td>
</tr>
<tr>
<td>24b</td>
<td>Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</td>
</tr>
<tr>
<td>24c</td>
<td>Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?</td>
</tr>
<tr>
<td>24d</td>
<td>Did the organization act as an “on behalf of” issuer for bonds outstanding at any time during the year?</td>
</tr>
<tr>
<td>25a</td>
<td>Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If “Yes,” complete Schedule L, Part I.</td>
</tr>
<tr>
<td>25b</td>
<td>Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization’s prior Forms 990 or 990-EZ? If “Yes,” complete Schedule L, Part I.</td>
</tr>
<tr>
<td>26</td>
<td>Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization’s tax year? If “Yes,” complete Schedule L, Part II.</td>
</tr>
<tr>
<td>27</td>
<td>Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If “Yes,” complete Schedule L, Part III.</td>
</tr>
<tr>
<td>28</td>
<td>Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)</td>
</tr>
<tr>
<td>a</td>
<td>A current or former officer, director, trustee, or key employee? If “Yes,” complete Schedule L, Part IV.</td>
</tr>
<tr>
<td>b</td>
<td>A family member of a current or former officer, director, trustee, or key employee? If “Yes,” complete Schedule L, Part IV.</td>
</tr>
<tr>
<td>c</td>
<td>An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If “Yes,” complete Schedule L, Part IV.</td>
</tr>
<tr>
<td>29</td>
<td>Did the organization receive more than $25,000 in non-cash contributions? If “Yes,” complete Schedule M.</td>
</tr>
<tr>
<td>30</td>
<td>Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If “Yes,” complete Schedule M.</td>
</tr>
<tr>
<td>31</td>
<td>Did the organization liquidate, terminate, or dissolve and cease operations? If “Yes,” complete Schedule M.</td>
</tr>
<tr>
<td>32</td>
<td>Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If “Yes,” complete Schedule N, Part I.</td>
</tr>
<tr>
<td>33</td>
<td>Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If “Yes,” complete Schedule R, Part I.</td>
</tr>
<tr>
<td>34</td>
<td>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.</td>
</tr>
<tr>
<td>35a</td>
<td>Did the organization have a controlled entity within the meaning of section 512(b)(13)?</td>
</tr>
<tr>
<td>35b</td>
<td>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.</td>
</tr>
<tr>
<td>36</td>
<td>Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If “Yes,” complete Schedule R, Part V, line 2.</td>
</tr>
<tr>
<td>37</td>
<td>Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If “Yes,” complete Schedule R, Part VI.</td>
</tr>
<tr>
<td>38</td>
<td>Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?</td>
</tr>
</tbody>
</table>

**Note:** All Form 990 filers are required to complete Schedule O.
Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable 32

b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 0

c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? Yes

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 7

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) No

3a Did the organization have unrelated business gross income of $1,000 or more during the year? No

b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O No

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? No

b If "Yes," enter the name of the foreign country

See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? No

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? No

c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? No

6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? No

b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? No

7 Organizations that may receive deductible contributions under section 170(c).
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? No

b If "Yes," did the organization notify the donor of the value of the goods or services provided? No

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? No

d If "Yes," indicate the number of Forms 8282 filed during the year 7d

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? No

f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? No

g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? No

h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? No

8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the sponsoring organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? No

9 Sponsoring organizations maintaining donor advised funds.
a Did the organization make any taxable distributions under section 4966? No

b Did the organization make a distribution to a donor, donor advisor, or related person? No

10 Section 501(c)(7) organizations. Enter

a Initiation fees and capital contributions included on Part VIII, line 12 10a

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b

11 Section 501(c)(12) organizations. Enter

a Gross income from members or shareholders 11a

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b

12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a

b If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b

13 Section 501(c)(29) qualified nonprofit health insurance issuers.
a Is the organization licensed to issue qualified health plans in more than one state? No

Note: See the instructions for additional information the organization must report on Schedule O

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b

c Enter the amount of reserves on hand 13c

14a Did the organization receive any payments for indoor tanning services during the tax year? No

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

Form 990 (2012)
### Part VI  Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI.

#### Section A. Governing Body and Management

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Enter the number of voting members of the governing body at the end of the tax year.</td>
<td>6</td>
</tr>
<tr>
<td>1b</td>
<td>Enter the number of voting members included in line 1a, above, who are independent.</td>
<td>5</td>
</tr>
<tr>
<td>2</td>
<td>Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?</td>
<td>No</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?</td>
<td>No</td>
</tr>
<tr>
<td>4</td>
<td>Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?</td>
<td>No</td>
</tr>
<tr>
<td>5</td>
<td>Did the organization become aware during the year of a significant diversion of the organization's assets?</td>
<td>No</td>
</tr>
<tr>
<td>6</td>
<td>Did the organization have members or stockholders?</td>
<td>No</td>
</tr>
<tr>
<td>7a</td>
<td>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?</td>
<td>No</td>
</tr>
<tr>
<td>7b</td>
<td>Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?</td>
<td>No</td>
</tr>
<tr>
<td>8</td>
<td>Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>The governing body?</td>
<td>Yes</td>
</tr>
<tr>
<td>b</td>
<td>Each committee with authority to act on behalf of the governing body?</td>
<td>Yes</td>
</tr>
<tr>
<td>9</td>
<td>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 &quot;Yes,&quot; provide the names and addresses in Schedule O.</td>
<td>No</td>
</tr>
</tbody>
</table>

#### Section B. Policies

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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>10a</td>
<td>Did the organization have local chapters, branches, or affiliates?</td>
<td>No</td>
</tr>
<tr>
<td>10b</td>
<td>If &quot;Yes,&quot; 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?</td>
<td></td>
</tr>
<tr>
<td>11a</td>
<td>Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?</td>
<td>Yes</td>
</tr>
<tr>
<td>11b</td>
<td>Describe in Schedule O the process, if any, used by the organization to review this Form 990.</td>
<td></td>
</tr>
<tr>
<td>12a</td>
<td>Did the organization have a written conflict of interest policy? If &quot;No,&quot; go to line 13.</td>
<td>Yes</td>
</tr>
<tr>
<td>12b</td>
<td>Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?</td>
<td>Yes</td>
</tr>
<tr>
<td>12c</td>
<td>Did the organization regularly and consistently monitor and enforce compliance with the policy? If &quot;Yes,&quot; describe in Schedule O how this was done.</td>
<td>Yes</td>
</tr>
<tr>
<td>13</td>
<td>Did the organization have a written whistleblower policy?</td>
<td>Yes</td>
</tr>
<tr>
<td>14</td>
<td>Did the organization have a written document retention and destruction policy?</td>
<td>Yes</td>
</tr>
<tr>
<td>15</td>
<td>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?</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>The organization's CEO, Executive Director, or top management official.</td>
<td>Yes</td>
</tr>
<tr>
<td>b</td>
<td>Other officers or key employees of the organization.</td>
<td>No</td>
</tr>
<tr>
<td>16a</td>
<td>If &quot;Yes&quot; to line 15a or 15b, describe the process in Schedule O (see instructions).</td>
<td></td>
</tr>
<tr>
<td>16b</td>
<td>Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?</td>
<td>No</td>
</tr>
<tr>
<td>16c</td>
<td>If &quot;Yes,&quot; 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?</td>
<td></td>
</tr>
</tbody>
</table>

#### Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: MI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3) only) available for public inspection. Indicate how you made these available. Check all that apply: 
- [ ] Own website
- [ ] Another's website
- [ ] Upon request
- [ ] Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: THE ORGANIZATION 205 E WASHINGTON ST SUITE B ANN ARBOR, MI (734) 213-3999
### Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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

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

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

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average Hours per Week (List Any Hours for Related Organizations Below Dotted Line)</th>
<th>(C) Position (Do Not Check More Than One Box, Unless Person is Both an Officer and a Director/Trustee)</th>
<th>(D) Reportable Compensation from the Organization (W-2/1099-MISC)</th>
<th>(E) Reportable Compensation from Related Organizations (W-2/1099-MISC)</th>
<th>(F) Estimated Amount of Other Compensation from the Organization and Related Organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) JAMES ELLA JAMES</td>
<td>2.00 (X)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) RUDY MATHELIER</td>
<td>1.00 (X)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) DAN WARMELS</td>
<td>2.00 (X)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4) ISMAEL AHMED</td>
<td>1.00 (X)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5) DEWAYNE WELLS</td>
<td>1.00 (X)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6) ORAN B HESTERMAN</td>
<td>40.00 (X)</td>
<td></td>
<td>175,000</td>
<td></td>
<td>17,500</td>
</tr>
</tbody>
</table>
### Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week (list any hours for related organizations below dotted line)</th>
<th>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1b Sub-Total

c Total from continuation sheets to Part VII, Section A

d Total (add lines 1b and 1c)

<table>
<thead>
<tr>
<th>2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yes</td>
</tr>
<tr>
<td>3</td>
</tr>
</tbody>
</table>

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

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.

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.

### Section B. Independent Contractors

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

<table>
<thead>
<tr>
<th>(A) Name and business address</th>
<th>(B) Description of services</th>
<th>(C) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Check if Schedule O contains a response to any question in this Part VIII.

<table>
<thead>
<tr>
<th>1a</th>
<th>Federated campaigns</th>
<th>1a</th>
</tr>
</thead>
<tbody>
<tr>
<td>1b</td>
<td>Membership dues</td>
<td>1b</td>
</tr>
<tr>
<td>1c</td>
<td>Fundraising events</td>
<td>1c</td>
</tr>
<tr>
<td>1d</td>
<td>Related organizations</td>
<td>1d</td>
</tr>
<tr>
<td>1e</td>
<td>Government grants (contributions)</td>
<td>277,649</td>
</tr>
<tr>
<td>1f</td>
<td>All other contributions, gifts, grants, and similar amounts not included above</td>
<td>4,875,043</td>
</tr>
<tr>
<td>1h</td>
<td>Total. Add lines 1a-1f</td>
<td>5,152,692</td>
</tr>
</tbody>
</table>

### Contributions, Gifts, Grants and Other Similar Amounts

<table>
<thead>
<tr>
<th>2a</th>
<th>CONTRACT SERVICE FEES</th>
<th>Business Code 541610</th>
<th>147,422</th>
<th>147,422</th>
</tr>
</thead>
<tbody>
<tr>
<td>2b</td>
<td>All other program service revenue</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2g</td>
<td>Total. Add lines 2a-2f</td>
<td>147,422</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Investment income (including dividends, interest, and other similar amounts)

| 3 | Investment income (including dividends, interest, and other similar amounts) | 12,759 | 12,759 |

### Income from investment of tax-exempt bond proceeds

### Royalties

<table>
<thead>
<tr>
<th>5</th>
<th>Royalties</th>
</tr>
</thead>
<tbody>
<tr>
<td>6a</td>
<td>Gross rents</td>
</tr>
<tr>
<td>6b</td>
<td>Less rental expenses</td>
</tr>
<tr>
<td>6c</td>
<td>Rental income or (loss)</td>
</tr>
<tr>
<td>6d</td>
<td>Net rental income or (loss)</td>
</tr>
</tbody>
</table>

### Net gain or (loss)

<table>
<thead>
<tr>
<th>8a</th>
<th>Gross income from fundraising events (not including</th>
</tr>
</thead>
<tbody>
<tr>
<td>7a</td>
<td>Gross amount from sales of assets other than inventory</td>
</tr>
<tr>
<td>7b</td>
<td>Less cost or other basis and sales expenses</td>
</tr>
<tr>
<td>7c</td>
<td>Gain or (loss)</td>
</tr>
<tr>
<td>7d</td>
<td>Net gain or (loss)</td>
</tr>
</tbody>
</table>

### Miscellaneous Revenue

<table>
<thead>
<tr>
<th>11a</th>
<th>MISCELLANEOUS INCOME</th>
<th>Business Code 561000</th>
<th>2,274</th>
<th>2,274</th>
</tr>
</thead>
<tbody>
<tr>
<td>12</td>
<td>Total revenue. See Instructions</td>
<td>5,315,147</td>
<td>162,455</td>
<td>5,315,147</td>
</tr>
<tr>
<td>Item</td>
<td>(A) Total expenses</td>
<td>(B) Program service expenses</td>
<td>(C) Management and general expenses</td>
<td>(D) Fundraising expenses</td>
</tr>
<tr>
<td>---------------------------------------------------------------------</td>
<td>--------------------</td>
<td>-------------------------------</td>
<td>------------------------------------</td>
<td>--------------------------</td>
</tr>
<tr>
<td>1 Grants and other assistance to governments and organizations in</td>
<td>1,161,777</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>the United States  See Part IV, line 21</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Grants and other assistance to individuals in the</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>United States  See Part IV, line 22</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Grants and other assistance to governments, organizations,</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>and individuals outside the United States  See Part IV, lines</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 and 16</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Benefits paid to or for members</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Compensation of current officers, directors, trustees, and</td>
<td>175,000</td>
<td>131,250</td>
<td>43,750</td>
<td></td>
</tr>
<tr>
<td>key employees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Compensation not included above, to disqualified persons (as</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>defined under section 4958(f)(1)) and persons described in</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>section 4958(c)(3)(B)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other salaries and wages</td>
<td>142,654</td>
<td>64,410</td>
<td>78,244</td>
<td></td>
</tr>
<tr>
<td>8 Pension plan accruals and contributions (include section</td>
<td>31,451</td>
<td>18,871</td>
<td>12,580</td>
<td></td>
</tr>
<tr>
<td>401(k) and 403(b) employer contributions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Other employee benefits</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Payroll taxes</td>
<td>27,266</td>
<td>16,359</td>
<td>10,907</td>
<td></td>
</tr>
<tr>
<td>11 Fees for services (non-employees)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Management</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Legal</td>
<td>28,809</td>
<td>23,102</td>
<td>5,707</td>
<td></td>
</tr>
<tr>
<td>c Accounting</td>
<td>9,510</td>
<td></td>
<td>9,510</td>
<td></td>
</tr>
<tr>
<td>d Lobbying</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Professional fundraising services  See Part IV, line 17</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Investment management fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Other (If line 11g amount exceeds 10% of line 25, column (A)</td>
<td>1,227,388</td>
<td>1,220,443</td>
<td>6,945</td>
<td></td>
</tr>
<tr>
<td>amount, list line 11g expenses on Schedule O )</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Advertising and promotion</td>
<td>110,128</td>
<td>110,128</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Office expenses</td>
<td>8,845</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 Information technology</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 Royalties</td>
<td>49,941</td>
<td>25,373</td>
<td>24,568</td>
<td></td>
</tr>
<tr>
<td>16 Occupancy</td>
<td>82,661</td>
<td>82,661</td>
<td></td>
<td></td>
</tr>
<tr>
<td>17 Travel</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Payments of travel or entertainment expenses for any federal,</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>state, or local public officials</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Conferences, conventions, and meetings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Interest</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Depreciation, depletion, and amortization</td>
<td>48,544</td>
<td>20,288</td>
<td>28,256</td>
<td></td>
</tr>
<tr>
<td>23 Insurance</td>
<td>2,917</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Other expenses Itemize expenses not covered above (List</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>miscellaneous expenses in line 24e  If line 24e amount exceeds 10%</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>of line 25, column (A) amount, list line 24e expenses on Schedule</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>0</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a PRINTING AND PUBLICATION</td>
<td>214,540</td>
<td>214,540</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b POSTAGE AND SHIPPING</td>
<td>123,069</td>
<td>122,673</td>
<td>396</td>
<td></td>
</tr>
<tr>
<td>c TELEPHONE</td>
<td>18,541</td>
<td>13,563</td>
<td>4,978</td>
<td></td>
</tr>
<tr>
<td>d SUPPLIES</td>
<td>14,616</td>
<td>6,063</td>
<td>8,553</td>
<td></td>
</tr>
<tr>
<td>e All other expenses</td>
<td>11,670</td>
<td>4,453</td>
<td>7,217</td>
<td></td>
</tr>
<tr>
<td>25 Total functional expenses  Add lines 1 through 24e</td>
<td>3,489,327</td>
<td>3,244,799</td>
<td>244,528</td>
<td></td>
</tr>
<tr>
<td>26 Joint costs  Complete this line only if the organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>reported in column (B) joint costs from a combined educational</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>campaign and fundraising solicitation  Check here if following</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SOP 98-2 (ASC 958-720)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Part X  Balance Sheet**

Check if Schedule O contains a response to any question in this Part X.

<table>
<thead>
<tr>
<th></th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Cash—non-interest-bearing</td>
<td>1,949,228</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>2,152,440</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.</td>
<td>5</td>
</tr>
<tr>
<td>6</td>
<td>Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees’ beneficiary organizations (see instructions). Complete Part II of Schedule L.</td>
<td>6</td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td>7</td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td>8</td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>9</td>
</tr>
<tr>
<td>10a</td>
<td>Land, buildings, and equipment (cost or other basis). Complete Part VI of Schedule D.</td>
<td>10a 200,367</td>
</tr>
<tr>
<td>10b</td>
<td>Accumulated depreciation</td>
<td>125,766</td>
</tr>
<tr>
<td>11</td>
<td>Investments—publicly traded securities</td>
<td>11</td>
</tr>
<tr>
<td>12</td>
<td>Investments—other securities. See Part IV, line 11</td>
<td>12</td>
</tr>
<tr>
<td>13</td>
<td>Investments—program-related. See Part IV, line 11</td>
<td>13</td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td>50,353</td>
</tr>
<tr>
<td>15</td>
<td>Other assets. See Part IV, line 11.</td>
<td>15</td>
</tr>
<tr>
<td>16</td>
<td>Total assets. Add lines 1 through 15 (must equal line 34).</td>
<td>16 4,256,335</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>17 28,380</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td>18</td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td>19</td>
</tr>
<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
<td>20</td>
</tr>
<tr>
<td>21</td>
<td>Escrow or custodial account liability. Complete Part IV of Schedule D.</td>
<td>21</td>
</tr>
<tr>
<td>22</td>
<td>Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.</td>
<td>22</td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td>23</td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td>24</td>
</tr>
<tr>
<td>25</td>
<td>Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.</td>
<td>25</td>
</tr>
<tr>
<td>26</td>
<td>Total liabilities. Add lines 17 through 25.</td>
<td>26 28,380</td>
</tr>
</tbody>
</table>

---

**Organizations that follow SFAS 117 (ASC 958), check here ☑ and complete lines 27 through 29, and lines 33 and 34.**

<table>
<thead>
<tr>
<th></th>
<th>(A)</th>
<th>(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>27</td>
<td>Unrestricted net assets</td>
<td>801,718</td>
</tr>
<tr>
<td>28</td>
<td>Temporarily restricted net assets</td>
<td>3,426,237</td>
</tr>
<tr>
<td>29</td>
<td>Permanently restricted net assets</td>
<td></td>
</tr>
</tbody>
</table>

---

**Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.**

<table>
<thead>
<tr>
<th></th>
<th>(A)</th>
<th>(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>30</td>
<td>Capital stock or trust principal, or current funds</td>
<td>30</td>
</tr>
<tr>
<td>31</td>
<td>Paid-in or capital surplus, or land, building or equipment fund</td>
<td>31</td>
</tr>
<tr>
<td>32</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td>32</td>
</tr>
<tr>
<td>33</td>
<td>Total net assets or fund balances</td>
<td>4,227,965</td>
</tr>
<tr>
<td>34</td>
<td>Total liabilities and net assets/fund balances</td>
<td>4,256,335</td>
</tr>
</tbody>
</table>
### Part XI  Reconciliation of Net Assets

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (must equal Part VIII, column (A), line 12)</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (must equal Part IX, column (A), line 25)</td>
</tr>
<tr>
<td>3</td>
<td>Revenue less expenses Subtract line 2 from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))</td>
</tr>
<tr>
<td>5</td>
<td>Net unrealized gains (losses) on investments</td>
</tr>
<tr>
<td>6</td>
<td>Donated services and use of facilities</td>
</tr>
<tr>
<td>7</td>
<td>Investment expenses</td>
</tr>
<tr>
<td>8</td>
<td>Prior period adjustments</td>
</tr>
<tr>
<td>9</td>
<td>Other changes in net assets or fund balances (explain in Schedule O)</td>
</tr>
<tr>
<td>10</td>
<td>Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))</td>
</tr>
</tbody>
</table>

### Part XII  Financial Statements and Reporting

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Accounting method used to prepare the Form 990</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Cash</td>
<td>Accrual</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Were the organization’s financial statements compiled or reviewed by an independent accountant?</td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>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</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Separate basis</td>
</tr>
<tr>
<td>2b</td>
<td>Were the organization’s financial statements audited by an independent accountant?</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>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</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Separate basis</td>
</tr>
<tr>
<td>2c</td>
<td>If &quot;Yes,&quot; to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O</td>
<td></td>
</tr>
<tr>
<td>3a</td>
<td>As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?</td>
<td>No</td>
</tr>
<tr>
<td>3b</td>
<td>If &quot;Yes,&quot; did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits</td>
<td></td>
</tr>
</tbody>
</table>
**Public Charity Status and Public Support**

**SCHEDULE A**

*Form 990 or 990EZ*

**Department of the Treasury**

**Internal Revenue Service**

**2012**

**Name of the organization**

FAIR FOOD NETWORK

**Employer identification number**

26-4143394

---

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

**The organization is not a private foundation because it is** *(For lines 1 through 11, check only one box.)*

1. □ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2. □ A school described in section 170(b)(1)(A)(ii). *(Attach Schedule E)*
3. □ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4. □ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ____________________________
5. □ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). *(Complete Part II.)*
6. □ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). *(Complete Part II.)*
7. □ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vii). *(Complete Part II.)*
8. □ A community trust described in section 170(b)(1)(A)(vii) *(Complete Part II.)*
9. □ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. **See section 509(a)(2).** *(Complete Part III.)*
10. □ 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 more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). **See section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h:
   - a □ Type I
   - b □ Type II
   - c □ Type III - Functionally integrated
   - d □ Type III - Non-functionally integrated

**e** By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

**f** If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.

**g** Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
   - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? **Yes** □ **No** □
   - (ii) A family member of a person described in (i) above? **Yes** □ **No** □
   - (iii) A 35% controlled entity of a person described in (i) or (ii) above? **Yes** □ **No** □

**h** Provide the following information about the supported organization(s)

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

---

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

### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received (Do not include any &quot;unusual grants&quot;)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Total. Add lines 1 through 3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Public support. Subtract line 5 from line 4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Net income from unrelated business activities, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Total support (Add lines 7 through 10)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Gross receipts from related activities, etc (see instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>12</td>
</tr>
<tr>
<td>13 First five years. If the Form 990 is for the organization’s first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 |
| 15 Public support percentage for 2011 Schedule A, Part II, line 14 | 15 |

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions
### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received</td>
<td>1,439,880</td>
<td>3,111,844</td>
<td>3,506,818</td>
<td>5,152,692</td>
<td>13,211,234</td>
<td></td>
</tr>
<tr>
<td>2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose</td>
<td>15,457</td>
<td>102,137</td>
<td>274,372</td>
<td>149,696</td>
<td>541,662</td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Total. Add lines 1 through 5</td>
<td>1,455,337</td>
<td>3,213,981</td>
<td>3,781,190</td>
<td>5,302,388</td>
<td>13,752,896</td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7c Add lines 7a and 7b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Public support (Subtract line 7c from line 6)</td>
<td>13,752,896</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) 2012</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td>1,455,337</td>
<td>3,213,981</td>
<td>3,781,190</td>
<td>5,302,388</td>
<td>13,752,896</td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td>3,463</td>
<td>11,201</td>
<td>11,645</td>
<td>12,759</td>
<td>39,068</td>
<td></td>
</tr>
<tr>
<td>10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c Add lines 10a and 10b</td>
<td>3,463</td>
<td>11,201</td>
<td>11,645</td>
<td>12,759</td>
<td>39,068</td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Total support. (Add lines 9, 10c, 11, and 12)</td>
<td>1,458,800</td>
<td>3,225,182</td>
<td>3,792,835</td>
<td>5,315,147</td>
<td>13,791,964</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C. Computation of Public Support Percentage

- Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | 99.720 % |
- Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | 99.690 % |

### Section D. Computation of Investment Income Percentage

- Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | 0.280 % |
- Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | 0.310 % |

- **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. |
- **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. |
- Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.
**Part IV  Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

<table>
<thead>
<tr>
<th>Facts And Circumstances Test</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<tr>
<td></td>
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<tr>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<tr>
<td></td>
</tr>
</tbody>
</table>

Schedule A (Form 990 or 990-EZ) 2012
**Political Campaign and Lobbying Activities**

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

- Complete if the organization is described below.
- Attach to Form 990 or Form 990-EZ.
- See separate instructions.

For 2012

Open to Public Inspection

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

1. Provide a description of the organization's direct and indirect political campaign activities in Part IV
2. Political expenditures
   - $ 0
3. Volunteer hours
   - 0

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

1. Enter the amount of any excise tax incurred by the organization under section 4955
   - $ 0
2. Enter the amount of any excise tax incurred by organization managers under section 4955
   - $ 0
3. If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
   - Yes ☐ No ☐
4a. Was a correction made?
   - Yes ☐ No ☐
   
   b. If "Yes," describe in Part IV

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

1. Enter the amount directly expended by the filing organization for section 527 exempt function activities
   - $ 0
2. Enter the amount of the filing organization's funds contributed to other organizations for section 527
   - $ 0
3. Total exempt function expenditures  Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b
   - $ 0
4. Did the filing organization file Form 1120-POL for this year?
   - Yes ☐ No ☐

5. Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

<table>
<thead>
<tr>
<th>(a) Name</th>
<th>(b) Address</th>
<th>(c) EIN</th>
<th>(d) Amount paid from filing organization's funds</th>
<th>(e) Amount of political contributions received and promptly and directly delivered to a separate political organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Part II-A
Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

<table>
<thead>
<tr>
<th>Check</th>
<th>if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Check</td>
<td>if the filing organization checked box A and &quot;limited control&quot; provisions apply</td>
</tr>
</tbody>
</table>

#### Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

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

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

#### Lobbying Expenditures During 4-Year Averaging Period

<table>
<thead>
<tr>
<th>Column</th>
<th>Description</th>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2009</th>
<th>(b) 2010</th>
<th>(c) 2011</th>
<th>(d) 2012</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
<td>Lobbying nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Lobbying ceiling amount (150% of line 2a, column(e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Total lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Grassroots nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Grassroots ceiling amount (150% of line 2d, column (e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Grassroots lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Part II-B**  Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

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

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

1. During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of
   a. Volunteers?
   b. Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?
   c. Media advertisements?
   d. Mailings to members, legislators, or the public?
   e. Publications, or published or broadcast statements?
   f. Grants to other organizations for lobbying purposes?
   g. Direct contact with legislators, their staffs, government officials, or a legislative body?
   h. Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?
   i. Other activities?
   j. Total Add lines 1c through 1i
2a. If "Yes," enter the amount of any tax incurred under section 4912
2b. If "Yes," enter the amount of any tax incurred by organization managers under section 4912
2c. If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>8,772</td>
</tr>
</tbody>
</table>

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

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

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

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

**Part IV**  Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>EXPLANATION OF LOBBYING ACTIVITIES</td>
<td>PART II-B, LINE 1</td>
<td>MEETING WITH LEGISLATORS AND STAFF TO DISCUSS THE MERITS OF FARM BILL PROPOSALS AND TO ASSIST IN DRAFTING OF BILL LANGUAGE. APPEAR AT PRESS EVENTS WITH LEGISLATIVE OFFICIALS TO DISCUSS FARM BILL PROPOSALS</td>
</tr>
</tbody>
</table>
**Supplemental Financial Statements**

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

<table>
<thead>
<tr>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Total number at end of year</td>
<td></td>
</tr>
<tr>
<td>2 Aggregate contributions to (during year)</td>
<td></td>
</tr>
<tr>
<td>3 Aggregate grants from (during year)</td>
<td></td>
</tr>
<tr>
<td>4 Aggregate value at end of year</td>
<td></td>
</tr>
<tr>
<td>5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?</td>
<td>Yes</td>
</tr>
<tr>
<td>6 Did the organization inform all grantors, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?</td>
<td>Yes</td>
</tr>
</tbody>
</table>

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
- Preservation of land for public use (e.g., recreation or education)
- Preservation of an 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 qualified conservation contribution in the form of a conservation easement on the last day of the tax year

<table>
<thead>
<tr>
<th>Held at the End of the Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a</td>
</tr>
<tr>
<td>2b</td>
</tr>
<tr>
<td>2c</td>
</tr>
<tr>
<td>2d</td>
</tr>
</tbody>
</table>

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? | Yes | No |

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? | Yes | No |

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

(a) Revenues included in Form 990, Part VIII, line 1

(b) Assets included in Form 990, Part X
**Part III** Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
   - Public exhibition  
   - Scholarly research  
   - Loan or exchange programs  
   - Preservation for future generations

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

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

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

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

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

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c</td>
</tr>
<tr>
<td>1d</td>
</tr>
<tr>
<td>1e</td>
</tr>
<tr>
<td>1f</td>
</tr>
</tbody>
</table>

2a Did the organization include an amount on Form 990, Part X, line 21?
   - Yes  
   - No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII...

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

1a Beginning of year balance ... 
   - (a) Current year  
   - (b) Prior year  
   - (c) Two years back  
   - (d) Three years back  
   - (e) Four years back

b Contributions ... 
   - (a) Cost or other basis (investment)  
   - (b) Cost or other basis (other)  
   - (c) Accumulated depreciation  
   - (d) Book value

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
   a Board designated or quasi-endowment ➤
   b Permanent endowment ➤
   c Temporarily restricted endowment ➤
   The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
   (i) unrelated organizations ...  
   Yes  
   No
   (ii) related organizations ...  
   3a(ii)

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ...
   - Yes  
   - No

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

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

<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Land</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Buildings</td>
<td></td>
<td>9,065</td>
<td>614</td>
<td>8,451</td>
</tr>
<tr>
<td>c Leasehold improvements</td>
<td></td>
<td>117,549</td>
<td>84,763</td>
<td>32,786</td>
</tr>
<tr>
<td>d Equipment</td>
<td></td>
<td>73,753</td>
<td>40,389</td>
<td>33,364</td>
</tr>
<tr>
<td>e Other</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>150,787</td>
<td>145,148</td>
<td>114,802</td>
</tr>
</tbody>
</table>

Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ➤

74,601
### Part VII Investments—Other Securities

<table>
<thead>
<tr>
<th>(a) Description of security or category (including name of security)</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Financial derivatives</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Other

<table>
<thead>
<tr>
<th>Total. (Column (b) must equal Form 990, Part X, col (B) line 12)</th>
</tr>
</thead>
</table>

### Part VIII Investments—Program Related

<table>
<thead>
<tr>
<th>(a) Description of investment type</th>
<th>(b) Book value</th>
<th>(c) Method of valuation Cost or end-of-year market value</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Total. (Column (b) must equal Form 990, Part X, col (B) line 13)</th>
</tr>
</thead>
</table>

### Part IX Other Assets

<table>
<thead>
<tr>
<th>(a) Description</th>
<th>(b) Book value</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Total. (Column (b) must equal Form 990, Part X, col (B) line 15)</th>
</tr>
</thead>
</table>

### Part X Other Liabilities

<table>
<thead>
<tr>
<th>(a) Description of liability</th>
<th>(b) Book value</th>
</tr>
</thead>
</table>

Federal income taxes

<table>
<thead>
<tr>
<th>Total. (Column (b) must equal Form 990, Part X, col (B) line 25)</th>
</tr>
</thead>
</table>

2. Fin 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.
### Part XI  Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1. Total revenue, gains, and other support per audited financial statements ........................................... 1  5,315,270
2. Amounts included on line 1 but not on Form 990, Part VIII, line 12
   a. Net unrealized gains on investments ...................................................... 2a
   b. Donated services and use of facilities ..................................................... 2b  123
   c. Recoveries of prior year grants .............................................................. 2c
   d. Other (Describe in Part XIII) .................................................................... 2d
   e. Add lines 2a through 2d ............................................................................ 2e  123
3. Subtract line 2e from line 1 ........................................................................... 3  5,315,147
4. Amounts included on Form 990, Part VIII, line 12, but not on line 1
   a. Investment expenses not included on Form 990, Part VIII, line 7b .......... 4a
   b. Other (Describe in Part XIII) .................................................................... 4b
   c. Add lines 4a and 4b .................................................................................. 4c  0
5. Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) ........................................... 5  5,315,147

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

1. Total expenses and losses per audited financial statements ................................. 1  3,498,823
2. Amounts included on line 1 but not on Form 990, Part IX, line 25
   a. Donated services and use of facilities ....................................................... 2a
   b. Prior year adjustments ............................................................................ 2b
   c. Other losses ............................................................................................. 2c
   d. Other (Describe in Part XIII) .................................................................... 2d  9,496
   e. Add lines 2a through 2d ............................................................................ 2e  9,496
3. Subtract line 2e from line 1 ............................................................................ 3  3,489,327
4. Amounts included on Form 990, Part IX, line 25, but not on line 1:
   a. Investment expenses not included on Form 990, Part VIII, line 7b .......... 4a
   b. Other (Describe in Part XIII) .................................................................... 4b
   c. Add lines 4a and 4b .................................................................................. 4c  0
5. Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) ........................................... 5  3,489,327

### Part XIII  Supplemental Information

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

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>PART XII, LINE 2D - OTHER ADJUSTMENTS</td>
<td></td>
<td>TEMPORARY BOOK / TAX DIFFERENCE</td>
</tr>
</tbody>
</table>
**Part I  General Information on Grants and Assistance**

1. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees’ eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  

2. Describe in Part IV the organization’s procedures for monitoring the use of grant funds in the United States.

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

<table>
<thead>
<tr>
<th>(a) Name and address of organization or government</th>
<th>(b) EIN</th>
<th>(c) IRC Code section if applicable</th>
<th>(d) Amount of cash grant</th>
<th>(e) Amount of non-cash assistance</th>
<th>(f) Method of valuation (book, FMV, appraisal, other)</th>
<th>(g) Description of non-cash assistance</th>
<th>(h) Purpose of grant or assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>See Additional Data Table</td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

2. Enter total number of section 501(c)(3) and government organizations listed in the line 1 table. ......................................................... 36

3. Enter total number of other organizations listed in the line 1 table. .........................................................
### Part III  Grants and Other Assistance to Individuals in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

<table>
<thead>
<tr>
<th>(a) Type of grant or assistance</th>
<th>(b) Number of recipients</th>
<th>(c) Amount of cash grant</th>
<th>(d) Amount of non-cash assistance</th>
<th>(e) Method of valuation (book, FMV, appraisal, other)</th>
<th>(f) Description of non-cash assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part IV  Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Schedule J (Form 990)**

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

- Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
- Attach to Form 990. See separate instructions.

<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>FAIR FOOD NETWORK</td>
<td>26-4143394</td>
</tr>
</tbody>
</table>

### Part I  Questions Regarding Compensation

<table>
<thead>
<tr>
<th></th>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a: Complete Part III to provide any relevant information regarding these items.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>First-class or charter travel</td>
<td>Housing allowance or residence for personal use</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Travel for companions</td>
<td>Payments for business use of personal residence</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Tax identification and gross-up payments</td>
<td>Health or social club dues or initiation fees</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Discretionary spending account</td>
<td>Personal services (e.g., maid, chauffeur, chef)</td>
<td></td>
</tr>
<tr>
<td>1b</td>
<td>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If &quot;No,&quot; complete Part III to explain.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Indicate which, if any, of the following the filing organization used to establish the 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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Compensation committee</td>
<td>Written employment contract</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Independent compensation consultant</td>
<td>Compensation survey or study</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Form 990 of other organizations</td>
<td>Approval by the board or compensation committee</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Receive a severance payment or change-of-control payment?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>Participate in, or receive payment from, an equity-based compensation arrangement?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td>5</td>
<td>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The organization?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>Any related organization?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; to line 5a or 5b, describe in Part III.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The organization?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>Any related organization?</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td></td>
<td>If &quot;Yes,&quot; to line 6a or 6b, describe in Part III.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If &quot;Yes,&quot; describe in Part III.</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td>8</td>
<td>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If &quot;Yes,&quot; describe in Part III.</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td>9</td>
<td>If &quot;Yes&quot; to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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 in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

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

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>(C) Retirement and other deferred compensation</th>
<th>(D) Nontaxable benefits</th>
<th>(E) Total of columns (B)(i)-(D)</th>
<th>(F) Compensation reported as deferred in prior Form 990</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORAN B HESTERMAN CEO AND PRESIDENT</td>
<td>(i) 175,000</td>
<td>0</td>
<td>0</td>
<td>17,500</td>
<td>0</td>
</tr>
</tbody>
</table>
## Part III  Supplemental Information

Complete this part to 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.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
</table>

Schedule J (Form 990) 2012
## Supplemental Information to Form 990 or 990-EZ

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

Attach to Form 990 or 990-EZ.

<table>
<thead>
<tr>
<th>Identifier</th>
<th>Return Reference</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>FORM 990, PART VI, SECTION B, LINE 11</td>
<td>FORM 990 IS REVIEWED BY CEO AND ONE DIRECTOR</td>
<td></td>
</tr>
<tr>
<td>FORM 990, PART VI, SECTION B, LINE 12C</td>
<td>INTERESTED PERSONS ANNUALLY SIGN A STATEMENT IDENTIFYING ANY POTENTIAL CONFLICTS OF INTEREST</td>
<td></td>
</tr>
<tr>
<td>FORM 990, PART VI, SECTION B, LINE 15A</td>
<td>THE BOARD TREASURER REVIEWED SALARY ANALYSES OF LIKE POSITIONS IN PHILANTHROPY AND THE NONPROFIT SECTOR, REVIEWED SALARY HISTORY OF PRESIDENT, AND A RESOLUTION WAS CREATED AND VOTED ON BY THE FULL BOARD DURING A REGULAR MEETING, STIPULATING COMPENSATION FOR PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>FORM 990, PART VI, SECTION C, LINE 19</td>
<td>AVAILABLE UPON REQUEST</td>
<td></td>
</tr>
<tr>
<td>OTHER FEES</td>
<td>FORM 990, PART IX, LINE 11G</td>
<td>CONTRACT SERVICES: PROGRAM SERVICE EXPENSES 1,220,443 MANAGEMENT AND GENERAL EXPENSES 6,945 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,227,388</td>
</tr>
<tr>
<td>CHANGES IN NET ASSETS OR FUND BALANCES</td>
<td>FORM 990, PART XI, LINE 9</td>
<td>TEMPORARY BOOK / TAX DIFFERENCE -9,496</td>
</tr>
</tbody>
</table>
### Depreciation and Amortization

#### (Including Information on Listed Property)

**Part I**  Election To Expense Certain Property Under Section 179

**Note:** If you have any listed property, complete Part V before you complete Part I.

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Maximum amount (see instructions)</td>
<td>500,000</td>
</tr>
<tr>
<td>2</td>
<td>Total cost of section 179 property placed in service (see instructions)</td>
<td>2,000,000</td>
</tr>
<tr>
<td>3</td>
<td>Threshold cost of section 179 property before reduction in limitation (see instructions)</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-</td>
<td>0</td>
</tr>
<tr>
<td>5</td>
<td>Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) Description of property</th>
<th>(b) Cost (business use only)</th>
<th>(c) Elected cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Listed property Enter the amount from line 29</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Tentative deduction Enter the smaller of line 5 or line 8</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Carrying over of disallowed deduction from line 13 of your 2011 Form 4562</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Carrying over of disallowed deduction to 2013 Add lines 9 and 10, less line 12</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.

#### Part II  Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

| (a) Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) |  |
| (b) Property subject to section 168(f)(1) election |  |
| (c) Other depreciation (including ACRS) |  |

#### Part III  MACRS Depreciation (Do not include listed property) (See instructions.)

**Section A**

| (a) MACRS deductions for assets placed in service in tax years beginning before 2012 | 24,193 |
| (b) If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |  |

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

<table>
<thead>
<tr>
<th>(a) Classification of property</th>
<th>(b) Month and year placed in service</th>
<th>(c) Basis for depreciation (business/investment use only—see instructions)</th>
<th>(d) Recovery period</th>
<th>(e) Convention</th>
<th>(f) Method</th>
<th>(g) Depreciation deduction</th>
</tr>
</thead>
<tbody>
<tr>
<td>19a 3-year property</td>
<td></td>
<td>2,125</td>
<td>70</td>
<td>HY</td>
<td>200 DB</td>
<td>76</td>
</tr>
<tr>
<td>19b 5-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19c 7-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19d 10-year property</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>19e 15-year property</td>
<td></td>
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<tr>
<td>19f 20-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19g 25-year property</td>
<td></td>
<td>25 yrs</td>
<td></td>
<td>S/L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19h Residential rental property</td>
<td></td>
<td>27.5 yrs</td>
<td>MM</td>
<td>S/L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19i Nonresidential real property</td>
<td></td>
<td>27.5 yrs</td>
<td>MM</td>
<td>S/L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2012-08</td>
<td></td>
<td>1,945</td>
<td>39 yrs</td>
<td>MM</td>
<td>S/L</td>
<td>19</td>
</tr>
</tbody>
</table>

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

<table>
<thead>
<tr>
<th>(a) Class life</th>
<th>(b) Recovery period</th>
<th>(c) Convention</th>
<th>(d) Method</th>
<th>(e) Depreciation deduction</th>
</tr>
</thead>
<tbody>
<tr>
<td>20a Class life</td>
<td></td>
<td>S/L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20b 12-year</td>
<td></td>
<td>12 yrs</td>
<td>S/L</td>
<td></td>
</tr>
<tr>
<td>20c 40-year</td>
<td></td>
<td>40 yrs</td>
<td>MM</td>
<td>S/L</td>
</tr>
</tbody>
</table>

#### Part IV  Summary (see instructions)

| (a) Listed property Enter amount from line 28 |  |
| (b) Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 24,288 |
| (c) For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs |  |

Cat No 12906N Form 4562 (2012)
**Part V**  
**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

### Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>24a</td>
<td>Do you have evidence to support the business/investment use claimed?</td>
<td>☐</td>
</tr>
<tr>
<td>24b</td>
<td>If &quot;Yes,&quot; is the evidence written?</td>
<td>☐</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>(a) Type of property (list vehicles first)</th>
<th>(b) Date placed in service</th>
<th>(c) Business/investment use percentage</th>
<th>(d) Cost or other basis</th>
<th>(e) Basis for depreciation (business/investment use only)</th>
<th>(f) Recovery period</th>
<th>(g) Method/Convention</th>
<th>(h) Depreciation/deduction</th>
<th>(i) Elected section 179 cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>25</td>
<td>Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provide vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

<table>
<thead>
<tr>
<th></th>
<th>(a) Vehicle 1</th>
<th>(b) Vehicle 2</th>
<th>(c) Vehicle 3</th>
<th>(d) Vehicle 4</th>
<th>(e) Vehicle 5</th>
<th>(f) Vehicle 6</th>
</tr>
</thead>
<tbody>
<tr>
<td>30</td>
<td>Total business/investment miles driven during the year (do not include commuting miles)</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Total commuting miles driven during the year</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Total other personal (noncommuting) miles driven</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Total miles driven during the year Add lines 30 through 32</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Was the vehicle available for personal use during off-duty hours?</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>35</td>
<td>Was the vehicle used primarily by a more than 5% owner or related person?</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>36</td>
<td>Is another vehicle available for personal use?</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>37</td>
<td>Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?</td>
<td>☐</td>
</tr>
<tr>
<td>38</td>
<td>Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners</td>
<td>☐</td>
</tr>
<tr>
<td>39</td>
<td>Do you treat all use of vehicles by employees as personal use?</td>
<td>☐</td>
</tr>
<tr>
<td>40</td>
<td>Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?</td>
<td>☐</td>
</tr>
<tr>
<td>41</td>
<td>Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)</td>
<td>☐</td>
</tr>
</tbody>
</table>

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

### Part VI—Amortization

<table>
<thead>
<tr>
<th></th>
<th>(a) Description of costs</th>
<th>(b) Date amortization begins</th>
<th>(c) Amortizable amount</th>
<th>(d) Code section</th>
<th>(e) Amortization period or percentage</th>
<th>(f) Amortization for this year</th>
</tr>
</thead>
<tbody>
<tr>
<td>42</td>
<td>Amortization of costs that begins during your 2012 tax year (see instructions)</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>43</td>
<td>DUFB MOBILE APPLICAT 2012-08-10 34,308 36M</td>
<td>4,765</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>44</td>
<td>Total Add amounts in column (f) See the instructions for where to report</td>
<td>☐</td>
<td>☑</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>44</td>
<td>☑</td>
<td>☑</td>
<td>24,257</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Form 4562(2012)