

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)

Department of the Treasury
 Internal Revenue Service

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization The Food Project, Inc. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 10 Lewis Street City or town, state or country, and ZIP + 4 Lincoln, MA 01773 F Name and address of principal officer: Dylan Sanders 10 Lewis St., Lincoln, MA 01773	D Employer identification number 04-3262532 E Telephone number (781) 259-8621 G Gross receipts \$ 3,641,617. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ www.thefoodproject.org		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1994 M State of legal domicile: MA

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>Refer to Schedule O, Page 28</u>																									
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.																									
	3 Number of voting members of the governing body (Part VI, line 1a)	22																								
	4 Number of independent voting members of the governing body (Part VI, line 1b)	22																								
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	211																								
	6 Total number of volunteers (estimate if necessary)	3238																								
	7a Total unrelated business revenue from Part VIII, column (C), line 12	-36,175.																								
	b Net unrelated business taxable income from Form 990-T, line 34	-7,543.																								
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th style="text-align: center;">Prior Year</th> <th style="text-align: center;">Current Year</th> </tr> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">3,205,273.</td> <td style="text-align: right;">3,077,885.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">465,517.</td> <td style="text-align: right;">507,810.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">10,306.</td> <td style="text-align: right;">23,872.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">-33,003.</td> <td style="text-align: right;">-36,175.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">3,648,093.</td> <td style="text-align: right;">3,573,392.</td> </tr> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	3,205,273.	3,077,885.	9 Program service revenue (Part VIII, line 2g)	465,517.	507,810.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,306.	23,872.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-33,003.	-36,175.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,648,093.	3,573,392.						
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Expenses		<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td style="text-align: right;">75,070.</td> <td style="text-align: right;">106,852.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td style="text-align: right;">2,231,543.</td> <td style="text-align: right;">2,335,486.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 438,125.</td> <td></td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td style="text-align: right;">1,140,557.</td> <td style="text-align: right;">1,193,981.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td style="text-align: right;">3,447,170.</td> <td style="text-align: right;">3,636,319.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td style="text-align: right;">200,923.</td> <td style="text-align: right;">-62,927.</td> </tr> </table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	75,070.	106,852.	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,231,543.	2,335,486.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 438,125.			17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,140,557.	1,193,981.	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,447,170.	3,636,319.	19 Revenue less expenses. Subtract line 18 from line 12	200,923.	-62,927.
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Part II Signature Block

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

Sign Here	Signature of officer Dylan Sanders, Treasurer Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name Heidi E. MacLean Preparer's signature Heidi E. MacLean Date 11/16/12 Check <input type="checkbox"/> if self-employed PTIN P00840184 Firm's name ▶ Tonneson & Company CPAs PC Firm's EIN ▶ 04-2943536 Firm's address ▶ 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208 Phone no. (781) 245-9999	

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

Application for Extension of Time To file an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. The Food Project, Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-3262532
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 10 Lewis Street	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Lincoln, MA 01773	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Lisbeth Cahill - The Food Project, Inc.

- The books are in the care of ▶ **10 Lewis Street - Lincoln, MA 01773**
 Telephone No. ▶ **(781) 259-8621** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **February 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

2. If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

123841
01-04-12



11/9/12 TONNESON & COMPANY CPAS PC 04-2943536
 401 EDGEWATER PLACE, STE 300, WAKEFIELD, MA 01880

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: Refer to Schedule O, Page 28

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

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

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 803,543. including grants of \$ 0.) (Revenue \$ 3,856.) Youth Leadership and Training Programs provide opportunities for youth in job readiness training, community service and leadership.

4b (Code:) (Expenses \$ 651,076. including grants of \$ 5,285.) (Revenue \$ 408,118.) Food Production and Enterprise Programs provide education and development for youth through the production and distribution of food and creation of food enterprises.

4c (Code:) (Expenses \$ 844,436. including grants of \$ 79,729.) (Revenue \$ 71,662.) Public Education and Outreach Programs provide opportunities for youth and the public to work in sustainable agriculture, pollution reduction and to feed the hungry.

4d Other program services (Describe in Schedule O.) (Expenses \$ 482,376. including grants of \$ 21,838.) (Revenue \$ 24,174.)

4e Total program service expenses 2,781,431.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes 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

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 22 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 22		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 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: **Lisbeth Cahill - The Food Project, Inc. - (781) 259-8621**
10 Lewis Street, Lincoln, MA 01773

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

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

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

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

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

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.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Gene Benson Chair	2.00	X		X				0.	0.	0.
(2) Saulo Araujo Vice Chair	2.00	X		X				0.	0.	0.
(3) Dylan Sanders Treasurer	2.00	X		X				0.	0.	0.
(4) Danah Tench Clerk	2.00	X		X				0.	0.	0.
(5) Aviva Argote Trustee	1.00	X						0.	0.	0.
(6) Mark Barnett Trustee	1.00	X						0.	0.	0.
(7) Kendall Butler Trustee	1.00	X						0.	0.	0.
(8) Danny Chin Trustee	1.00	X						0.	0.	0.
(9) Rosemary Costello Trustee	1.00	X						0.	0.	0.
(10) Amanda Gorner Trustee	1.00	X						0.	0.	0.
(11) Hannah Sharpless Graff Trustee	1.00	X						0.	0.	0.
(12) Melissa Hoffer Trustee	1.00	X						0.	0.	0.
(13) Marcos Luna Trustee	1.00	X						0.	0.	0.
(14) Gordon MacFarland Trustee	1.00	X						0.	0.	0.
(15) Ezekiel Mercer-McDowall Trustee	1.00	X						0.	0.	0.
(16) Phillip Nguyen Trustee	1.00	X						0.	0.	0.
(17) Christopher Powell Trustee	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Dominique Powell Trustee	1.00	X					0.	0.	0.	
(19) Sharon Reilly Trustee	1.00	X					0.	0.	0.	
(20) Janet Selcer Trustee	1.00	X					0.	0.	0.	
(21) Lenore Gessner Travis Trustee	1.00	X					0.	0.	0.	
(22) Peter Von Mertens Trustee	1.00	X					0.	0.	0.	
(23) Margaret Williams Executive Director	40.00				X		134,936.	0.	914.	
(24) Susan MacDougall Interim Exec. Dir. / Managing Dir.	40.00				X		103,983.	0.	9,228.	
(25) Selvin Chambers Executive Director	40.00				X		0.	0.	0.	
1b Sub-total							238,919.	0.	10,142.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							238,919.	0.	10,142.	

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 **2**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3077885.					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		3077885.				
	Program Service Revenue	2 a <u>Sale of Grown Produce</u>	Business Code 445200	507,810.	507,810.		
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			507,810.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		8,641.			8,641.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	32,050.				
		(ii) Personal					
		b Less: rental expenses	68,225.				
	c Rental income or (loss)	-36175.					
	d Net rental income or (loss)		-36,175.		-36,175.		
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)	16,945.	-1,714.			
	d Net gain or (loss)		15,231.			15,231.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			3573392.	507,810.	-36,175.	23,872.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	106,852.	106,852.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	208,879.		208,879.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,777,197.	1,409,466.	79,744.	287,987.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	15,094.	9,451.	3,049.	2,594.
9 Other employee benefits	181,321.	116,400.	32,867.	32,054.
10 Payroll taxes	152,995.	108,961.	22,111.	21,923.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	47,031.	18,962.	22,746.	5,323.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	337,409.	291,047.	46,362.	
12 Advertising and promotion				
13 Office expenses	243,364.	197,742.	16,320.	29,302.
14 Information technology				
15 Royalties				
16 Occupancy	161,005.	105,849.	24,688.	30,468.
17 Travel	139,423.	136,496.	1,650.	1,277.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	87,780.	60,956.	6,237.	20,587.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	111,390.	104,977.	6,413.	
23 Insurance	5,755.		5,755.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Equipment rental and ma</u>	71,219.	56,442.	8,167.	6,610.
b <u>Seeds, plants and soil</u>	57,830.	57,830.		
c <u>Less allocated to renta</u>	-68,225.		-68,225.	
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	3,636,319.	2,781,431.	416,763.	438,125.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	357,120.	1	402,075.	
	2 Savings and temporary cash investments	1,790,848.	2	1,722,836.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	164,178.	4	75,798.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 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)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	83,139.	9	76,234.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,283,721.			
	b Less: accumulated depreciation	10b 738,790.	1,606,908.	10c	1,544,931.
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11		15		
16 Total assets. Add lines 1 through 15 (must equal line 34)		4,002,193.	16	3,821,874.	
Liabilities	17 Accounts payable and accrued expenses	142,160.	17	56,940.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	315,303.	23	294,054.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25		457,463.	26	350,994.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	3,187,681.	27	3,108,415.	
	28 Temporarily restricted net assets	90,383.	28	95,299.	
	29 Permanently restricted net assets	266,666.	29	267,166.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances		3,544,730.	33	3,470,880.	
34 Total liabilities and net assets/fund balances		4,002,193.	34	3,821,874.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,573,392.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,636,319.
3	Revenue less expenses. Subtract line 2 from line 1	3	-62,927.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,544,730.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-10,923.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,470,880.

Part XII Financial Statements and Reporting

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

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

Form 990 (2011)

COPY

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization **The Food Project, Inc.** Employer identification number **04-3262532**

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).**
- 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)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (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 - Other
- 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?

	Yes	No
(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?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,733,677.	2,698,507.	2,961,469.	3,239,755.	3,133,270.	14,766,678.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,733,677.	2,698,507.	2,961,469.	3,239,755.	3,133,270.	14,766,678.
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)						3,502,641.
6 Public support. Subtract line 5 from line 4.						11,264,037.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	2,733,677.	2,698,507.	2,961,469.	3,239,755.	3,133,270.	14,766,678.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	94,890.	79,417.	67,588.	51,456.	40,691.	334,042.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						15,100,720.
12 Gross receipts from related activities, etc. (see instructions)					12	2,290,692.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	74.59	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	73.59	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. 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			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. 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			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule A Identification of Excess Contributions Included on Part II, Line 5

2011

**** Do Not File ****

***** Not Open to Public Inspection *****

Contributor's Name	Total Contributions	Excess Contributions
Anonymous	1,093,199.	791,185.
Eos Foundation	1,400,000.	1,097,986.
High Meadows Foundation	1,503,285.	1,201,271.
Cedar Tree Foundation	320,000.	17,986.
Boston Public Health Commission	696,227.	394,213.
Total Excess Contributions to Schedule A, Part II, Line 5		3,502,641.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

The Food Project, Inc.

Employer identification number

04-3262532

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization The Food Project, Inc.	Employer identification number 04-3262532
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	High Meadows Foundation 2 Commonwealth Avenue Boston, MA 02116	\$ 340,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Boston Public Health Commission 1010 Massachusetts Avenue, 2nd Floor Boston, MA 02118	\$ 269,176.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Anonymous 10 Lewis Street Lincoln, MA 01773	\$ 190,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Eos Foundation 537 Main Street, Suite 12 Harwich Port, MA 02646	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Mabel Louise Riley Foundation 77 Summer Street, Suite 8 Boston, MA 02110	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization The Food Project, Inc.	Employer identification number 04-3262532
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization The Food Project, Inc.	Employer identification number 04-3262532
---	---

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

The Food Project, Inc.

Employer identification number

04-3262532

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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 XIV, 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 XIV, the text of the footnote to its financial statements that describes these items.

b 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):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 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 XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	311,893.	282,588.	272,459.	266,146.	
b Contributions	500.		20.	500.	
c Net investment earnings, gains, and losses	10,072.	29,305.	10,109.	5,813.	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	322,465.	311,893.	282,588.	272,459.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 0.00 %
 - b Permanent endowment 100.00 %
 - c Temporarily restricted endowment 0.00 %
- 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:
- | | Yes | No |
|---|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | | |

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		691,620.		691,620.
b Buildings		987,367.	391,021.	596,346.
c Leasehold improvements		191,220.	56,502.	134,718.
d Equipment		413,514.	291,267.	122,247.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,544,931.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1-10.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1-10.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes, followed by rows 2-11.

FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,573,392.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,636,319.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-62,927.
4	Net unrealized gains (losses) on investments	4	-10,923.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-10,923.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-73,850.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	3,686,079.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-10,923.
b	Donated services and use of facilities	2b	55,385.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	68,225.
e	Add lines 2a through 2d	2e	112,687.
3	Subtract line 2e from line 1	3	3,573,392.
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 XIV.)	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	3,573,392.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	3,759,929.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	55,385.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	68,225.
e	Add lines 2a through 2d	2e	123,610.
3	Subtract line 2e from line 1	3	3,636,319.
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 XIV.)	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	3,636,319.

Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part V, line 4: The Organization's primary objective is preservation

of capital together with current income that will provide for the support of current activities. To satisfy its long-term rate-of-return objectives, the Organization primarily relies on fixed income investments typically comprised of certificates of deposit.

Part X, Line 2: In determining the recognition of uncertain tax

positions, the Organization recognizes the financial statement impact of a

Part XIV Supplemental Information (continued)

tax position when it is more likely than not that the position will be sustained upon examination by a taxing authority. As of June 30, 2012, the Organization has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

Part XII, Line 2d - Other Adjustments:

Rental Property Expenses 68,225.

Part XIII, Line 2d - Other Adjustments:

Rental Property Expenses 68,225.

COPY

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

The Food Project, Inc.

Employer identification number
04-3262532

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to 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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Food Project, Inc. - North Shore - 120 Munroe Street - Lynn, MA 01901	04-3262532	501(c)(3)	106,852.	0.	Book		To support The Food Project - North Shore program activities.

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

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

Schedule I (Form 990) (2011)

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.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization **The Food Project, Inc.** Employer identification number **04-3262532**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>Food</u>)	X	7	19,726.	Book
26 Other ▶ (<u>Entertainment</u>)	X	1	19,000.	Book
27 Other ▶ (<u>Services</u>)	X	13	13,090.	Book
28 Other ▶ (<u>Miscellaneous</u>)	X	9	3,569.	Book

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

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

The Food Project, Inc.

Employer identification number

04-3262532

Form 990, Part I, Line 1, Description of Organization Mission:

To create a thoughtful and productive community of youth and adults from diverse backgrounds who work together to build a sustainable food system. This community produces healthy food for residents of the city and suburbs, provides youth leadership opportunities, and inspires and supports others to create change in their own communities.

Form 990, Part III, Line 4d, Other Program Services:

Real Food Challenge - The mission of the Real Food Challenge (RFC) is to harness the power of youth and universities to build a healthy, fair, and green food economy by shifting college food purchases away from industrial agriculture towards local, sustainable, and fair sources.

Expenses \$ 482,376. including grants of \$ 21,838. Revenue \$ 24,174.

Form 990, Part VI, Section B, line 11: The Organization's Treasurer and Business Manager are responsible for overseeing the preparation of IRS Form 990 (990). The 990 and its supporting schedules were prepared by the public accounting firm, Tonneson + Co (Tonneson), responsible for auditing the Organization's financial statements. Tonneson's work was based on information provided to them during the course of the audit by the Organization's accounting department, plus additional work requested specific to the 990. The Board Treasurer, Business Manager, Board President and Managing Director performed a detailed review of the completed 990 and reported the results of its review to the Board of Trustees. The Board of Trustees then voted to approve the Form 990. Each

Name of the organization The Food Project, Inc.	Employer identification number 04-3262532
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member of the Organization's Board of Trustees received a copy of the 990 prior to filing the form with the IRS.

Form 990, Part VI, Section B, Line 12c: The Board of Trustees requires regular annual statements from trustees, officers, employees, and individuals serving on Board committees, and other designated individuals, which will require such individuals to disclose any existing or potential conflict of interest and to inform the Board of Trustees in the event a potential conflict of interest may arise. The Board of Trustees may also provide for such corrective action as it deems appropriate by reason of a failure to disclose such conflict of interest, which may include removal from a position or office. Disclosure forms shall be updated annually or sooner if changed circumstances require disclosure. All persons subject to this policy are expected to update their Conflict of Interest Disclosure Statement at any time during the year that the information requested on the form changes. The administration and maintenance of the Conflict of Interest Disclosure Statement shall be the responsibility of the President/Chair of the Board of Trustees, or his/her designee.

Form 990, Part VI, Section B, Line 15: The Chair and Vice-Chair of the Board of Trustees, who are not employees of the Organization or related to any employees of the Organization, meets annually to review the Executive Director's compensation. As part of their review, the Chair and Vice-Chair of the Board of Trustees evaluates various criteria including, but not limited to, the Organization's goals and objectives, the Executive Director's performance, and comparative third-party compensation data.

Form 990, Part VI, Section C, Line 19: The Organization's governing

Name of the organization The Food Project, Inc.	Employer identification number 04-3262532
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documents, conflict of interest policy, financial statements and Form 990 are immediately made available to the public by calling the organization's office, walking into the organization's office or mailing in a request to the organization. Also, the Form 990 and financial statements are available through the Massachusetts Attorney General's office/website and Guidestar.

Form 990, Part XI, line 5, Changes in Net Assets:

Net unrealized losses on investments: -10,923.

COPY

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990 Page 10

990

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	Land	Various	NC	.000	HY		691,620.				691,620.			0.	
12	Buildings	Various	SL	30.00		16	708,391.				708,391.	223,080.		23,613.	246,693.
13	Building Improvements	Various	SL	10.00		16	278,976.				278,976.	116,645.		27,683.	144,328.
14	Leasehold Improvements	Various	SL	10.00		16	191,220.				191,220.	37,412.		19,090.	56,502.
15	Vehicles and Equipment	Various	SL	5.00		16	413,514.				413,514.	261,824.		29,443.	291,267.
				.000	HY	16									
	* 990 Page 10 Total Other						2,283,721.				2,283,721.	638,961.		99,829.	738,790.

COPY

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

June 30, 2012

Prepared for	The Food Project, Inc. 10 Lewis Street Lincoln, MA 01773
Prepared by	Tonneson & Company CPAs PC 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208
Amount due or refund	No amount is due.
Make check payable to	No amount is due.
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	May 15, 2013
Special Instructions	<p>The return should be signed and dated.</p> <p>We recommend all mailings to taxing authorities be made by certified mail, return receipt requested. Please retain the receipt as proof of timely filing.</p> <p>Please review your return for completeness and accuracy.</p> <p>A copy of the return is enclosed for your files. We suggest that you retain the copy indefinitely.</p> <p>We sincerely appreciate the opportunity to serve you. Please contact us if you have any questions at 781-245-9999.</p>

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2011

Department of the Treasury Internal Revenue Service

For calendar year 2011 or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing organization name (The Food Project, Inc.), address (10 Lewis Street, Lincoln, MA 01773), and tax year information.

H Describe the organization's primary unrelated business activity. Unrelated Debt-Financed Income

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of Lisbeth Cahill - The Food Project, Telephone number (781) 259-8621

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts, Cost of goods sold, Unrelated debt-financed income, etc.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

Table with 4 columns: Line number, Description, Amount, and Total. Rows include Compensation of officers, Salaries and wages, Repairs and maintenance, etc.

Application for Extension of Time to File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. The Food Project, Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-3262532
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 10 Lewis Street	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Lincoln, MA 01773	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Lisbeth Cahill - The Food Project, Inc.

- The books are in the care of ▶ **10 Lewis Street - Lincoln, MA 01773**
Telephone No. ▶ **(781) 259-8621** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **May 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form 8868 (Rev. 1-2012)

123841 01-04-12
[Signature]
11/9/12
TONNESON & COMPANY CPAS PC 04-2943536
401 EDGEWATER PLACE, STE 300, WAKEFIELD, MA 01880

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
36 Trusts Taxable at Trust Rates. See instructions for tax computation.
37 Proxy tax. See instructions
38 Alternative minimum tax
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)
40b Other credits (see instructions)
40c General business credit. Attach Form 3800
40d Credit for prior year minimum tax (attach Form 8801 or 8827)
40e Total credits. Add lines 40a through 40d
41 Subtract line 40e from line 39
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)
43 Total tax. Add lines 41 and 42
44a Payments: A 2010 overpayment credited to 2011
44b 2011 estimated tax payments
44c Tax deposited with Form 8868
44d Foreign organizations: Tax paid or withheld at source (see instructions)
44e Backup withholding (see instructions)
44f Credit for small employer health insurance premiums (Attach Form 8941)
44g Other credits and payments: Form 2439 Form 4136 Other
45 Total payments. Add lines 44a through 44g
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.
3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year
2 Purchases
3 Cost of labor
4a Additional section 263A costs
4b Other costs (attach schedule)
5 Total. Add lines 1 through 4b
6 Inventory at end of year
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here
Signature of officer
Date
Treasurer
Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
Print/Type preparer's name Heidi E. MacLean
Preparer's signature Heidi E. MacLean
Date 11/16/12
Check if self-employed
PTIN P00840184
Firm's name Tonneson & Company CPAs PC
Firm's EIN 04-2943536
Firm's address Wakefield, MA 01880-6208
Phone no. (781) 245-9999

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total 0.		Total 0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule) Statement 1	(b) Other deductions (attach schedule) Statement 2
(1) Nonresidential Property		32,050.	25,263.	42,962.
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1) 304,679.	1,461,020.	20.85%	6,682.	14,225.
(2)		%		
(3)		%		
(4)		%		
Totals			6,682.	14,225.
Total dividends-received deductions included in column 8				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).	
			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

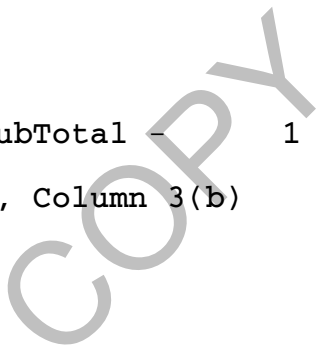
1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T Schedule E - Depreciation Deduction Statement 1

Description	Activity Number	Amount	Total
Depreciation		25,263.	
- SubTotal -	1		25,263.
Total of Form 990-T, Schedule E, Column 3(a)			25,263.

Form 990-T Schedule E - Other Deductions Statement 2

Description	Activity Number	Amount	Total
Professional Fees		4,700.	
Equipment Related Expenses		6,380.	
Occupancy		27,117.	
Licenses, Permits & Taxes		3,745.	
Utilities		561.	
Supplies		392.	
Networking		67.	
- SubTotal -	1		42,962.
Total of Form 990-T, Schedule E, Column 3(b)			42,962.



2011 DEPRECIATION AND AMORTIZATION REPORT

Nonresidential Property

E- 1

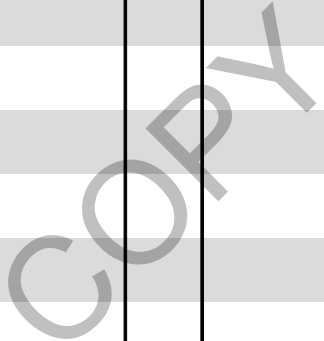
Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	Land- 10 Lewis St.	04/11/01	L				387,120.				387,120.			0.	
2	Building (Depn on Commercial Rental Portion Only)- 10 Le	04/11/01	SL	39.00		MM17	577,891.				577,891.	149,055.		14,818.	163,873.
3	Land - 177 Concord Road	10/01/04	L				304,500.				304,500.			0.	
4	Building (Depn on Commercial Rental Portion Only)- 177 C	10/01/04	SL	39.00		MM17	130,500.				130,500.	22,586.		3,346.	25,932.
5	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	07/01/04	SL	39.00		MM17	23,450.				23,450.	4,209.		601.	4,810.
6	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	12/31/04	SL	39.00		MM17	46,760.				46,760.	7,795.		1,199.	8,994.
7	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	02/01/05	SL	39.00		MM17	2,090.				2,090.	346.		54.	400.
8	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	07/01/05	SL	39.00		MM17	11,800.				11,800.	1,842.		303.	2,145.
9	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	09/01/05	SL	39.00		MM17	5,191.				5,191.	777.		133.	910.
10	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	12/28/06	SL	39.00		MM17	5,218.				5,218.	603.		134.	737.
16	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	07/01/07	SL	39.00		MM17	51,600.				51,600.	5,292.		1,323.	6,615.
17	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	08/16/07	SL	39.00		MM17	7,650.				7,650.	751.		196.	947.
18	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	06/30/08	SL	39.00		MM17	25,730.				25,730.	1,980.		660.	2,640.
19	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	07/01/08	SL	39.00		MM17	66,720.				66,720.	5,133.		1,711.	6,844.
20	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	09/24/09	SL	39.00		MM17	10,500.				10,500.	471.		269.	740.
21	LAND & BLDG IMPROVEMENTS - 10 LEWIS ST.	06/30/10	SL	39.00		MM17	7,420.				7,420.	190.		190.	380.
22	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	12/31/10	SL	39.00		MM17	6,400.				6,400.	82.		164.	246.
24	LAND & BLDG IMPROVEMENTS - 177 CONCORD ROAD	09/30/11	SL	39.00		MM19I	8,447.				8,447.			162.	162.

2011 DEPRECIATION AND AMORTIZATION REPORT

Nonresidential Property

E- 1

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* Total 990-T Sch E Depr						1,678,987.				1,678,987.	201,112.		25,263.	226,375.



Depreciation and Amortization
 (Including Information on Listed Property)

E- 1

2011
 Attachment
 Sequence No. 179

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return: **The Food Project, Inc.**
 Business or activity to which this form relates: **Nonresidential Property**
 Identifying number: **04-3262532**

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.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

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.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	25,101.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	09 /11	8,447.	39 yrs.	MM	S/L	162.
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	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 instr.	22	25,263.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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.)

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use. 26 Property used more than 50% in a qualified business use. 27 Property used 50% or less in a qualified business use. 28 Add amounts in column (h), lines 25 through 27. 29 Add amounts in column (i), line 26.

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 provided 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.

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year. Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

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.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use?

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

42 Amortization of costs that begins during your 2011 tax year: 43 Amortization of costs that began before your 2011 tax year 44 Total. Add amounts in column (f). See the instructions for where to report

2011 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - The Food Project, Inc.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	Land	Varies	NC	.000		691,620.			691,620.			0.
12	Buildings	Varies	SL	30.00	16	708,391.			708,391.	223,080.		23,613.
	Building											
13	Improvements	Varies	SL	10.00	16	278,976.			278,976.	116,645.		27,683.
	Leasehold											
14	Improvements	Varies	SL	10.00	16	191,220.			191,220.	37,412.		19,090.
	Vehicles and											
15	Equipment	Varies	SL	5.00	16	413,514.			413,514.	261,824.		29,443.
	* 990 Page 10 Total											
	Other					2,283,721.			2,283,721.	638,961.		99,829.
1	Land- 10 Lewis St.	0411	01L			387,120.			387,120.			0.
	Building (Depn on											
2	Commercial Rental P	0411	01SL	39.00	17	577,891.			577,891.	149,055.		14,818.
	Land - 177 Concord											
3	Road	1001	04L			304,500.			304,500.			0.
	Building (Depn on											
4	Commercial Rental P	1001	04SL	39.00	17	130,500.			130,500.	22,586.		3,346.
	LAND & BLDG											
5	IMPROVEMENTS - 10 L	0701	04SL	39.00	17	23,450.			23,450.	4,209.		601.
	LAND & BLDG											
6	IMPROVEMENTS - 177	1231	04SL	39.00	17	46,760.			46,760.	7,795.		1,199.
	LAND & BLDG											
7	IMPROVEMENTS - 177	0201	05SL	39.00	17	2,090.			2,090.	346.		54.
	LAND & BLDG											
8	IMPROVEMENTS - 177	0701	05SL	39.00	17	11,800.			11,800.	1,842.		303.
	LAND & BLDG											
9	IMPROVEMENTS - 177	0901	05SL	39.00	17	5,191.			5,191.	777.		133.
	LAND & BLDG											
10	IMPROVEMENTS - 10 L	1228	06SL	39.00	17	5,218.			5,218.	603.		134.
	LAND & BLDG											
16	IMPROVEMENTS - 10 L	0701	07SL	39.00	17	51,600.			51,600.	5,292.		1,323.

2011 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - The Food Project, Inc.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
17	Land & BLDG IMPROVEMENTS - 10	L081607	SL	39.00	17	7,650.			7,650.	751.		196.
18	Land & BLDG IMPROVEMENTS - 10	L063008	SL	39.00	17	25,730.			25,730.	1,980.		660.
19	Land & BLDG IMPROVEMENTS - 10	L070108	SL	39.00	17	66,720.			66,720.	5,133.		1,711.
20	Land & BLDG IMPROVEMENTS - 10	L092409	SL	39.00	17	10,500.			10,500.	471.		269.
21	Land & BLDG IMPROVEMENTS - 10	L063010	SL	39.00	17	7,420.			7,420.	190.		190.
22	Land & BLDG IMPROVEMENTS - 177	123110	SL	39.00	17	6,400.			6,400.	82.		164.
24	Land & BLDG IMPROVEMENTS - 177	093011	SL	39.00	19I	8,447.			8,447.			162.
	* Total 990-T Sch E Depr					1,678,987.			1,678,987.	201,112.		25,263.

TAX RETURN FILING INSTRUCTIONS

MASSACHUSETTS FORM PC

FOR THE YEAR ENDING

..... June 30, 2012

Prepared for	The Food Project, Inc. 10 Lewis Street Lincoln, MA 01773
Prepared by	Tonneson & Company CPAs PC 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208
Amount due or refund	Balance due of \$500
Make check payable to	Commonwealth of Massachusetts
Mail tax return and check (if applicable) to	Non-Profit Organizations/Public Charities Div Office of the Attorney General One Ashburton Place Boston, MA 02108
Return must be mailed on or before	February 15, 2013
Special Instructions	<p>Form PC must be signed and dated by the authorized individual(s). Also be sure that all the necessary attachments are included with Form PC before filing.</p> <p>Include the organization's Massachusetts Attorney General six-digit account number and "2011 Form PC" on the remittance. Also include the organization's fiscal year end date in this format (06/12).</p> <p>We recommend all mailings to taxing authorities be made by certified mail, return receipt requested. Please retain the receipt as proof of timely filing.</p> <p>Please review your return for completeness and accuracy.</p> <p>A copy of the return is enclosed for your files. We suggest that you retain the copy indefinitely.</p> <p>We sincerely appreciate the opportunity to serve you. Please contact us if you have any questions at 781-245-9999.</p>

The Commonwealth of Massachusetts
OFFICE OF THE ATTORNEY GENERAL
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION
ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

(617) 727-2200, ext. 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 07/01/11 to 06/30/12

Attorney General's Account #: 033693

Federal ID #: 04-3262532

When did the organization first engage in charitable work in Massachusetts? 10/08/1994

Has the organization applied for or been granted IRS tax exempt status? [X] Yes [] No

If yes, date of application OR date of determination letter: 06/16/95

IRS Exemption under 501(c): 3

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? [X] Yes [] No

Check all items attached (if applicable)
[X] Schedule A-1
[X] Schedule A-2
[] Schedule RO
[] Probate Account
[X] Copy of IRS Return
[X] Audited Financial Statements/Review
[X] Filing Fee
[] Amended Articles/By-Laws

Organization Data

Name: The Food Project, Inc.

Mailing Address: 10 Lewis Street

City: Lincoln State: MA ZIP: 01773

Phone Number: (781) 259-8621 Fax Number: (781) 259-9659

Email: Website: www.thefoodproject.org

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions. Enter up to 2 codes from Table 3 for your organization's main purpose(s)

Table with 4 columns: Category, Code, Category, Code. Rows include County (Table 1) with code 9, and Type of Organization (Table 2) with code 11. Organization Purpose Code 1 is 8, and Organization Purpose Code 2 is 30.

Please check box if final return prior to dissolution: []

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. The Food Project, Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-3262532
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 10 Lewis Street	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Lincoln, MA 01773	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Lisbeth Cahill - The Food Project, Inc.

- The books are in the care of ▶ **10 Lewis Street - Lincoln, MA 01773**
Telephone No. ▶ **(781) 259-8621** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **February 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

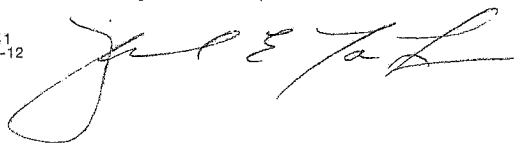
2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)



11/9/12
TONNESON & COMPANY CPAS PC 04-2943536
401 EDGEWATER PLACE, STE 300, WAKEFIELD, MA 01880

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

- On what date was the organization created? 10/08/1994
- Where was the organization created? Massachusetts
- What is the form of organization? (check one)

Corporation	<input checked="" type="checkbox"/>	Testamentary Trust	<input type="checkbox"/>
Unincorporated Association	<input type="checkbox"/>	Inter Vivos Trust	<input type="checkbox"/>

Other (please describe): _____

- Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. Yes No

5. Enter your summary of financial data:

Financial Data		Amounts
A.	Contributions, gifts, grants, and similar amounts received	3,077,885.
B.	Gross support and revenue	3,558,161.
C.	Program services and similar amounts paid out	2,781,431.
D.	Fundraising expenses	438,125.
E.	Management and general expenses	416,763.
F.	Payments to affiliates	0.
G.	Total expenses	3,636,319.
H.	Net assets or fund balances at the end of the year	3,470,880.

6. List the total compensation you provided to your five highest paid employees:

	Name/Title	Hrs/Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	Susan MacDougall Interim Executive Director	40.00	113,212.	10,063.	0.
2.	Kim Ki Director of Communications	40.00	86,712.	4,212.	0.
3.	Pauline Reeve Director of Development	40.00	82,441.	825.	0.
4.	Margaret Williams Executive Director	40.00	77,244.	337.	0.
5.	Anim Steel Director of National Real Prgms	40.00	76,132.	381.	0.

- Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). Yes No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1.	Navina Khanna	44,250.	Consulting
2.	Koya Leadership Partners	32,500.	Executive Director Search
3.	Northeastern University	27,500.	MA Promise Fellowship Annual
4.	Warren Business Graphics	27,156.	Reproduction and Printing
5.	Visions, Inc.	22,626.	Diversity Training

9. Bank(s) in which the organization's funds are deposited (include bank addresses and phone numbers):

Bank	Address	Phone Number
See Statement 1		

10. What is the organization's accounting method? Cash Accrual
 Other (specify): _____

11. If organization's mailing address is a P.O. Box, list the organization's full street address:
 Address: _____
 City: _____ State: _____ ZIP Code: _____

12. Contact Person Name: Lisbeth Cahill
 Street Address: 10 Lewis Street
 City: Lincoln State: MA ZIP Code: 01773
 Phone Number: (781)259-8621

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? Yes No

14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? Yes No

If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

a religious organization	<input type="checkbox"/>
an organization which: (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. (The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.)	<input type="checkbox"/>

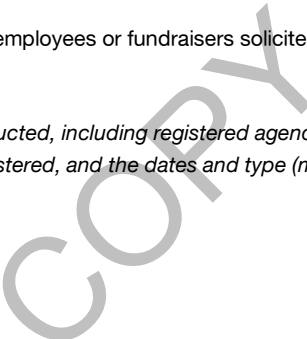
16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.
Statement 2

17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.
Statement 3

18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.
Statement 4

19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? Yes No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.



FORM PC	Bank in Which Funds Are Deposited	Statement	1
Bank		Phone Number	
Cambridge Trust Company		(781)259-4890	
Address			
152 Lincoln Road Lincoln, MA 01773			
Bank		Phone Number	
Citizen's Bank		(978)287-0794	
Address			
97 Lowell Road Concord, MA 01742			
Bank		Phone Number	
Merrill Lynch		(800)606-6862	
Address			
125 High Street 19th Floor Boston, MA 02110			
Bank		Phone Number	
Sovereign Bank		(508)358-5116	
Address			
326 Boston Post Road Wayland , MA 01778			
Bank		Phone Number	
Eastern Bank		(800)327-8376	
Address			
1 Eastern Place Lynn, MA 01901			
Bank		Phone Number	
Vanguard Investments		(800)662-2739	
Address			
P.O. Box 13750 Philadelphia, PA 19101			

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Bank

Phone Number

TD Bank

(978)318-7950

Address

59 Walden Street Concord, MA 01742

Bank

Phone Number

Bank of America

(781)259-0428

Address

145 Lincoln Road Lincoln, MA 01773

Bank

Phone Number

UBS Financial Services

(617)439-8000

Address

1 Post Office Sq 33rd Floor Boston, MA 02109

COPY

FORM PC	Name, Address, Phone of Other Offices	Statement	2
Name		Phone Number	
The Food Project, Inc.-Boston		(617)442-1322	
Address			
555 Dudley Street Dorchester, MA 02125			
Name		Phone Number	
The Food Project, Inc.-Northshore		(781)346-6726	
Address			
120 Munroe Street Lynn, MA 01901			

FORM PC	Officers, Directors, Trustees and Executives	Statement	3
Name and Address		Title	
Gene Benson 10 Lewis Street Lincoln, MA 01773		Chair	
Name and Address		Title	
Saulo Araujo 10 Lewis Street Lincoln, MA 01773		Vice Chair	
Name and Address		Title	
Dylan Sanders 10 Lewis Street Lincoln, MA 01773		Treasurer	
Name and Address		Title	
Danah Tench 10 Lewis Street Lincoln, MA 01773		Clerk	
Name and Address		Title	
Aviva Argote 10 Lewis Street Lincoln, MA 01773		Trustee	

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Name and Address	Title
Mark Barnett 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Kendall Butler 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Rosemary Costello 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Amanda Gorner 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Melissa Hoffer 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Marcos Luna 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Gordon MacFarland 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Ezekiel Mercer-McDowall 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Phillip Nguyen 10 Lewis Street Lincoln, MA 01773	Trustee

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Name and Address	Title
Christopher Powell 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Dominique Powell 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Danny Chin 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Hannah Sharpless Graff 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Sharon Reilly 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Janet Selcer 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Lenore Gessner Travis 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Peter Von Mertens 10 Lewis Street Lincoln, MA 01773	Trustee
Name and Address	Title
Margaret Williams 10 Lewis Street Lincoln, MA 01773	Executive Director

COPY

Name and Address

Susan MacDougall
10 Lewis Street
Lincoln, MA 01773

Title

Interim Executive Director

Name and Address

Selvin Chambers
10 Lewis Street
Lincoln, MA 01773

Title

Executive Director

COPY

Name Area of Responsibility
 Rather Roberson Responsible for custody of funds

Address
 10 Lewis Street Lincoln , MA 01773

Name Area of Responsibility
 Lisbeth Cahill Responsible for custody of funds

Address
 10 Lewis Street Lincoln, MA 01773

Name Area of Responsibility
 Susan MacDougall Responsible for custody of funds

Address
 10 Lewis Street Lincoln, MA 01773

Name Area of Responsibility
 Susan MacDougall Responsible for distribution of funds

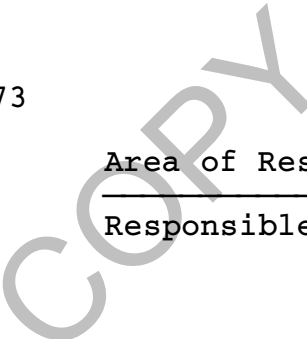
Address
 10 Lewis Street Lincoln, MA 01773

Name Area of Responsibility
 Pauline Reeve Responsible for distribution of funds

Address
 10 Lewis Street Lincoln, MA 01773

Name Area of Responsibility
 Pauline Reeve Responsible for fundraising

Address
 10 Lewis Street Lincoln, MA 01773



<u>Name</u>	<u>Area of Responsibility</u>
Selvin Chambers	Responsible for fundraising

Address
 10 Lewis Street Lincoln, MA 01773

<u>Name</u>	<u>Area of Responsibility</u>
Lisbeth Cahill	Custody of financial records

Address
 10 Lewis Street Lincoln, MA 01773

<u>Name</u>	<u>Area of Responsibility</u>
Rather Roberson	Custody of financial records

Address
 10 Lewis Street Lincoln, MA 01773

<u>Name</u>	<u>Area of Responsibility</u>
Diane Kelzer	Custody of financial records

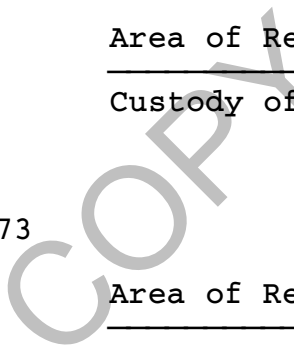
Address
 10 Lewis Street Lincoln, MA 01773

<u>Name</u>	<u>Area of Responsibility</u>
Susan MacDougall	Authorized to sign checks

Address
 10 Lewis Street Lincoln, MA 01773

<u>Name</u>	<u>Area of Responsibility</u>
Pauline Reeve	Authorized to sign checks

Address
 10 Lewis Street Lincoln, MA 01773



20. Has this organization or any of its officers, directors, or employees:

If yes, please attach an explanation.

(a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions?

Yes No

(b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency?

Yes No

(c) Been the subject of a proceeding regarding any solicitation or registration?

Yes No

(d) Entered into a voluntary agreement of compliance or consent judgment with any government agency or in a case before a court or administrative agency?

Yes No

21. Have any restrictions been removed during the year from donor-restricted funds?

If yes, please attach an explanation.

Yes No

22. Have donor-restricted funds been loaned to unrestricted funds?

If yes, please attach an explanation.

Yes No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see instructions and definition sections). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

(a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above?

Yes No

(b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement?

Yes No

If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.

24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver of interest not otherwise reported).

If the answer to any part of Question 24 is **yes**, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.

During the year:			
A.	Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
B.	Has your organization leased assets to or leased assets from a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
C.	Has your organization been indebted to a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
D.	Has your organization allowed a related party to be indebted to it?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
E.	Has your organization made or held an investment in a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
F.	Has your organization furnished goods, services, or facilities to a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
G.	Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
H.	Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
I.	Has your organization transferred income or assets to or for use by a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
J.	Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director, or trustee receive anything of value not reported as compensation?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
K.	Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
L.	Is any property of the organization held in the name of or commingled with the property of any other person or organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
M.	Did your organization make a grant award or contribution to any other organization in which any of this organization's officers, directors, or trustees has a relationship?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Statement 5

Name

Margaret Williams

Address

10 Lewis Street Lincoln, MA 01773

Nature of Transaction

Amount Involved

Salary and Benefits

77,581.

Procedure Followed

Employment Contract

Name

Susan MacDougall

Address

10 Lewis Street Lincoln, MA 01773

Nature of Transaction

Amount Involved

Salary and Benefits

123,275.

Procedure Followed

Employment Contract

COPY

Name

Selvin Chambers

Address

10 Lewis Street Lincoln, MA 01773

Nature of Transaction

Amount Involved

Salary and Benefits

8,024.

Procedure Followed

Employment Contract

COPY

Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachments, is true and correct to the best of my knowledge.

Signature: _____ Date: _____

Printed Name: Dylan Sanders

Title: Treasurer

Name of Preparer: Tonneson & Company CPAs PC

Address 401 Edgewater Place, Suite 300

City Wakefield State MA ZIP Code 01880-6208

Phone Number (781) 245-9999

COPY

**Schedule A-1
Solicitation Activities During Fiscal Year Covered By This Report**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

None

Types of solicitation activities in which you expect to engage (check all that apply):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (specify): _____

Identify the method or methods you expect to use for the fundraising (check all that apply):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-1 ctd.
Solicitation Activities During Fiscal Year Covered By This Report

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Selvin Chambers

Name and Title: Executive Director

Address 10 Lewis Street

City Lincoln State MA ZIP Code 01773

Pauline Reeve

Name and Title: Director of Development

Address 10 Lewis Street

City Lincoln State MA ZIP Code 01773

Name and Title:

Address

City State ZIP Code

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

Susan MacDougall

Name and Title: Interim Exec. Director/Managing Dir.

Address 10 Lewis Street

City Lincoln State MA ZIP Code 01773

Pauline Reeve

Name and Title: Director of Development

Address 10 Lewis Street

City Lincoln State MA ZIP Code 01773

Name and Title:

Address

City State ZIP Code

**Schedule A-2
Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

None

Types of solicitation activities in which you expect to engage (check all that apply):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input checked="" type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (specify): _____

Identify the method or methods you expect to use for the fundraising (check all that apply):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-2 ctd.

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Selvin Chambers

Name and Title: Executive Director

Address 10 Lewis Street

City Lincoln

State MA

ZIP Code 01773

Pauline Reeve

Name and Title: Director of Development

Address 10 Lewis Street

City Lincoln

State MA

ZIP Code 01773

Name and Title:

Address

City

State

ZIP Code

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

Susan MacDougall

Name and Title: Interim Exec. Director/Managing Dir.

Address 10 Lewis Street

City Lincoln

State MA

ZIP Code 01773

Pauline Reeve

Name and Title: Director of Development

Address 10 Lewis Street

City Lincoln

State MA

ZIP Code 01773

Name and Title:

Address

City

State

ZIP Code

Certification by Organization

Two different signatures required. Signers must be organization president or other authorized officer or trustee.

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: _____ Date: _____

Print Name: Dylan Sanders

Title: Treasurer

Signature: _____ Date: _____

Print Name: _____

Title: _____

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Schedule RO

1. Please read the instructions and definition of "Related Organization" carefully before completing this section. *(If you have more than five Related Organizations, please attach a list)*

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Schedule RO ctd.

2. List the total compensation paid by your organization and/or any other related organization to your chief executive (e.g. executive director) and to the four other current or former directors, trustees, officers, or employees within the system of related organizations identified at question 1, above, receiving the highest aggregate compensation (*see instructions*). Use additional lines below to itemize by compensation source.

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions? Yes No

TAX RETURN FILING INSTRUCTIONS

MASSACHUSETTS FORM M-990T

FOR THE YEAR ENDING

..... June 30, 2012

Prepared for	The Food Project, Inc. 10 Lewis Street Lincoln, MA 01773
Prepared by	Tonneson & Company CPAs PC 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208
Amount due or refund	No payment required
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Mass. Department of Revenue PO Box 7067 Boston, MA 02204
Return must be mailed on or before	May 15, 2013
Special Instructions	<p>The return should be signed and dated by an authorized individual.</p> <p>We recommend all mailings to taxing authorities be made by certified mail, return receipt requested. Please retain the receipt as proof of timely filing.</p> <p>Please review your return for completeness and accuracy.</p> <p>A copy of the return is enclosed for your files. We suggest that you retain the copy indefinitely.</p> <p>We sincerely appreciate the opportunity to serve you. Please contact us if you have any questions at 781-245-9999.</p>

Form M-990T Unrelated Business Income Tax Return

2011
Massachusetts
Department of
Revenue

178031 01-10-12

For calendar year 2011 or taxable year beginning **07/01/2011** 2011 and ending **06/30/2012**

Name of company **The Food Project, Inc.** Federal Identification number **04-3262532**

Mailing address **10 Lewis Street** City/Town **Lincoln** State **MA** ZIP **01773**

Name of treasurer **Dylan Sanders** Is a Taxpayer Disclosure Statement enclosed? Yes No

Excise Calculation

		<i>Use whole dollar method</i>
1	Unrelated business taxable income (from U.S. Form 990T, line 34)	-7,543.
2	Foreign, state or local income, franchise, excise or capital stock taxes deducted from U.S. net income	
3	Section 168(k) "bonus" depreciation adjustment	
4	Section 311 and 31K intangible expense add back adjustment	
5	Federal NOL add back adjustment (from U.S. Form 990T, line 31)	
6	Loss carryover deduction (from Schedule E-2)	
7	Section 31J and 31K interest expense add back adjustment	
8	Federal production activity add back adjustment	
9	Abandoned building renovation deduction Total cost <input type="checkbox"/> \$ _____ X .10	
10	Other adjustments, including research and development expenses (enclose explanation)	
11	Income subject to apportionment. See instructions	-7,543.
12	Income apportionment percentage (from Schedule F, line 5 or 1.0, whichever applies)	1.000000
13	Multiply line 11 by line 12	-7,543.
14	Income not subject to apportionment	
15	Add lines 13 and 14	-7,543.
16	Certified Massachusetts solar or wind power deduction	
17	Taxable income. Subtract line 16 from line 15	-7,543.
18	Multiply line 17 by .0825	
19	Credit recapture (enclose Schedule(s) H and/or H-2) and/or additional tax on installment sales. See instructions	
20	Excise due before credits. Add lines 18 and 19	

Credits. Any credit being claimed must be determined with respect to the unrelated business activity being reported on this return.

21	Economic Opportunity Area Credit (from Schedule EOAC)	
22	Economic Development Incentive Program Credit. Certificate number <input type="checkbox"/> _____	
23	Investment Tax Credit (from Schedule H)	
24	Vanpool Credit (from Schedule VP)	
25	Research Credit (from Schedule RC)	
26	Harbor Maintenance Tax Credit (from Schedule HM, line 21)	
27	Brownfields Credit. Certificate number <input type="checkbox"/> _____	
28	Low-Income Housing Credit. Building identification number <input type="checkbox"/> _____	
29	Historic Rehabilitation Credit. Certificate number <input type="checkbox"/> _____	
30	Film Incentive Credit. Certificate number <input type="checkbox"/> _____	
31	Medical Device Credit. Certificate number <input type="checkbox"/> _____	
32	Life Science Company Investment Tax Credit under section 38U	
33	Life Science Company FDA User Fee Credit under section 31M	
34	Life Science Company Research and Development Credit under section 38W	
35	Total credits. Add lines 21 through 34	

Under the penalties of perjury, I declare that to the best of my knowledge and belief, this return and enclosures are true, correct and complete.

Signature of appropriate corporate officer _____ Social Security number _____ Telephone number **(781) 259-8621** Date _____

Signature of paid preparer **Heidi E. MacLean** Employer Identification number **04-2943536** Address **401 Edgewater Place, Suite 3 Wakefield, MA 01880-6208** Date **11/16/12**

If you are signing as an authorized delegate of the appropriate corporate officer, check here and enclose Massachusetts Form M-2848, Power of Attorney. The Privacy Act Notice is available upon request. Mail to: **Massachusetts Department of Revenue, PO Box 7067, Boston, MA 02204.**

Form M-990T-7004 Unrelated Business Income Tax Extension Worksheet

Massachusetts
Department of
Revenue

Tentative Return

1	Estimated amount of tax for the taxable year	1	0.
2	Advance and/or estimated payments made (if any)	2	0.
3	Tax due with this application. Subtract line 2 from line 1	3	0.

Payment in full of the tax due must be made with the extension request for it to be considered valid. If at least 50% of the tax due for the taxable year is not paid, the extension is null and void. Penalties for a late return will be assessed from the original due date of the return.

COPY

178041 11-02-11

DETACH HERE

87-12-00014

Form M-990T-7004

Application for UBIT Extension - 2011

Massachusetts
Department of Revenue

Federal identification number	Is the corporation incorporated in Massachusetts?	Period end date	Amount enclosed
04-3262532	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	06/30/12	0.

Business name

The Food Project, Inc.

Type of extension being applied for

a. Automatic eight-month b. Extension until:

Mailing address	City/Town	State	ZIP
PO Box 705, 10 Lewis Street U	Lincoln	MA	01773

Sign here. Under penalties of perjury, I declare that to the best of my knowledge and belief this return and enclosures are true, correct and complete.

Signature of officer or agent	Signature of paid preparer	Date
Dylan Sanders	Heidi E. MacLean	08/24/12
Employer identification number of paid preparer	Social Security number or PTIN of paid preparer	
04-2943536	P00840184	

8/29/12

TONNESON & COMPANY CPAS PC 04-2943536
401 EDGEWATER PLACE, STE 300, WAKEFIELD, MA 01881

Excise After Credits

36	Excise due before voluntary contribution. Subtract line 35 from line 20. Not less than "0"	36	0.
37	Voluntary contribution for endangered wildlife conservation	37	
38	Total excise plus voluntary contribution. Add lines 36 and 37	38	0.

Payments

39	2010 overpayment applied to 2011 estimated tax	39	
40	2011 Massachusetts estimated tax payments (do not include amount in line 39)	40	
41	Payment made with extension	41	
42	Pass-through entity withholding. Payer identification number ▶ _____	42	
43	Refundable film credit	43	
44	Refundable dairy credit. Certificate number ▶ _____	44	
45	Refundable life science credit	45	
46	Refundable economic development incentive program credit	46	
47	Refundable conservation land credit. Certificate number ▶ _____	47	
48	Total payments. Add lines 39 through 47	48	

Refund or Balance Due

49	Amount overpaid. Subtract line 38 from line 48	49	
50	Amount overpaid to be credited to 2012 estimated tax	50	
51	Amount overpaid to be refunded. Subtract line 50 from line 49	51	
52	Balance due. Subtract line 48 from line 39	52	
53	M-2220 penalty ▶ \$ _____ ; Other penalties ▶ \$ _____ Total penalty	53	
54	Interest on unpaid balance	54	
55	Total payment due at time of filing	55	

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