

Return of Organization Exempt From Income Tax

2008

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For the **2008** calendar year, or tax year beginning , **2008**, and ending

| | | | |
|--|---|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | Please use IRS label or print or type. See specific instructions. | THE FOOD ALLIANCE 1829 NE ALBERTA STREET, SUITE 5 PORTLAND, OR 97211 | D Employer Identification Number 91-1747155 E Telephone number (503) 493-1066 G Gross receipts \$ 1,079,757. |
| F Name and address of principal officer: SAME AS C ABOVE | | 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 checked="" type="checkbox"/> No If 'No,' attach a list. (see instructions) | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | M(c) Group exemption number ▶ | |
| J Website: ▶ WWW.FOODALLIANCE.ORG | | K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | |
| L Year of Formation: 1997 | | M State of legal domicile: WA | |

Part I Summary

| | | | |
|------------|--|--------------------------|---------------------|
| 1 | Briefly describe the organization's mission or most significant activities: <u>FOOD ALLIANCE'S MISSION IS TO CREATE MARKET INCENTIVES FOR SUSTAINABLE AGRICULTURAL PRACTICES, AND TO EDUCATE BUSINESS LEADERS AND OTHER STAKEHOLDERS ON THE BENEFITS OF SUSTAINABLE AGRICULTURE.</u> | | |
| 2 | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets. | | |
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 12 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 12 |
| 5 | Total number of employees (Part V, line 2a) | 5 | 12 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 0 |
| 7a | Total gross unrelated business revenue from Part VIII, line 12, column (C) | 7a | 0. |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0. |
| 8 | Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| 9 | Program service revenue (Part VIII, line 2g) | 381,364. | 770,305. |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 145,190. | 185,987. |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 3,808. | 8,500. |
| 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 34,552. | 90,354. |
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 564,914. | 1,055,146. |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | | |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 503,235. | 577,761. |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | |
| b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 45,807. | | |
| 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | 328,928. | 344,306. |
| 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 832,163. | 922,067. |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | -267,249. | 133,079. |
| 20 | Total assets (Part X, line 16) | Beginning of Year | End of Year |
| 21 | Total liabilities (Part X, line 26) | 612,419. | 854,755. |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 87,565. | 196,822. |
| | | 524,854. | 657,933. |

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 ▶ **COPY** _____ Date _____

Type or print name and title.

| | | | | |
|---------------------------------|---|---------------------|---|---|
| Paid Preparer's Use Only | Preparer's signature ▶ <u>G.M. V. Bullock, CPA</u> | Date <u>7/16/09</u> | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see instructions) <u>N/A</u> |
| | Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ <u>KERN & THOMPSON, LLC</u> <u>1618 SW FIRST AVENUE, SUITE 215</u> <u>PORTLAND, OR 97201</u> | | EIN ▶ <u>N/A</u> | Phone no. ▶ <u>(503) 222-3338</u> |

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

Department of the Treasury
Internal Revenue Service

▶ **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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part I) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | |
|--|---|---|
| Type or print | Name of Exempt Organization THE FOOD ALLIANCE | Employer identification number 91-1747155 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. 1829 NE ALBERTA STREET, SUITE 5 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. PORTLAND, OR 97211 | |

Check type of return to be filed (file a separate application for each return):

| | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ THE ORGANIZATION

Telephone No. ▶ (503) 493-1066 FAX No. ▶ (503) 493-1069

- 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2008 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If this tax year 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 or 990-T, 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, or, if required, deposit with FTD coupon or, 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.

E:EZ0501L 04/16/08
EF 4/29/09

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

FOOD ALLIANCE'S MISSION IS TO CREATE MARKET INCENTIVES FOR SUSTAINABLE AGRICULTURAL PRACTICES, AND TO EDUCATE BUSINESS LEADERS AND OTHER STAKEHOLDERS ON THE BENEFITS OF SUSTAINABLE AGRICULTURE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services 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 \$ 818,636. including grants of \$) (Revenue \$)

SEE SCHEDULE O

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

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

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

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

4e Total program service expenses ▶ \$ 818,636. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

| | Yes | No |
|--|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A..... | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors?..... | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I..... | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II..... | | X |
| 5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III..... | | |
| 6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I..... | | 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? If 'Yes,' complete Schedule D, Part II..... | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III..... | | 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? If 'Yes,' complete Schedule D, Part IV..... | | X |
| 10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V..... | | X |
| 11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable..... | X | |
| 12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII..... | X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E..... | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the U.S.?..... | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If 'Yes,' complete Schedule F, Part 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? If 'Yes,' complete Schedule F, Part II..... | | 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? If 'Yes,' complete Schedule F, Part III..... | | X |
| 17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I..... | | X |
| 18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II..... | X | |
| 19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III..... | | X |
| 20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H..... | | X |
| 21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II..... | | X |
| 22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III..... | | X |
| 23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J..... | | 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, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25..... | | 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? If 'Yes,' complete Schedule L, Part I..... | | X |
| b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part 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? If 'Yes,' complete Schedule L, Part II..... | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III..... | | X |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|------------|----|
| 28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee: | | |
| a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28a | X |
| b Have a family member who had a direct or indirect business relationship with the organization? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28b | X |
| c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28c | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i> | 29 | 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> | 30 | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i> | 31 | 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> | 32 | 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> | 33 | 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> | 34 | X |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> | 35 | 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> | 36 | 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> | 37 | X |

BAA

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | Yes | No |
|---|--|-----|----|
| 1 a | Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable. | 7 | |
| 1 b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 0 | |
| 1 c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | X | |
| 2 a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 12 | |
| 2 b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | X | |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions) | | | |
| 3 a | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | | X |
| 3 b | If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O | | |
| 4 a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | X |
| 4 b | If 'Yes,' enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | |
| 5 a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5 b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5 c | If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | |
| 6 a | Did the organization solicit any contributions that were not tax deductible? | | X |
| 6 b | If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| 7 a | Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? | | X |
| 7 b | If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | | |
| 7 c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7 d | If 'Yes,' indicate the number of Forms 8282 filed during the year | | |
| 7 e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7 f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7 g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | X |
| 7 h | For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | X |
| 8 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | |
| 9 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. | | |
| 9 a | Did the organization make any taxable distributions under section 4966? | | |
| 9 b | Did the organization make any distribution to a donor, donor advisor, or related person? | | |
| 10 | Section 501(c)(7) organizations. Enter: | | |
| 10 a | Initiation fees and capital contributions included on Part VIII, line 12. | | |
| 10 b | Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. | | |
| 11 | Section 501(c)(12) organizations. Enter: | | |
| 11 a | Gross income from other members or shareholders. | | |
| 11 b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 12 a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12 b | If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. | | |

Part VII Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

| | | Yes | No |
|-----|--|-----|----|
| 1 a | Enter the number of voting members of the governing body..... | | |
| 1 b | Enter the number of voting members that are independent..... | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?..... | | 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?..... | | X |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?..... | | X |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets?..... | | X |
| 6 | Does the organization have members or stockholders?..... | | X |
| 7 a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?..... | | X |
| 7 b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons?..... | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8 a | a The governing body?..... | | X |
| 8 b | b Each committee with authority to act on behalf of the governing body?..... | | X |
| 9 a | Does the organization have local chapters, branches, or affiliates?..... | | X |
| 9 b | b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?..... | | |
| 10 | Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990. SEE SCHEDULE O..... | X | |
| 11 | Is there any officer, director or 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..... | | X |

Section B. Policies

| | | Yes | No |
|------|---|-----|----|
| 12 a | Does the organization have a written conflict of interest policy? If 'No,' go to line 13..... | X | |
| 12 b | b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?..... | X | |
| 12 c | c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. SEE SCHEDULE O..... | X | |
| 13 | Does the organization have a written whistleblower policy?..... | X | |
| 14 | Does the organization have a written document retention and destruction policy?..... | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision: | | |
| 15 a | a The organization's CEO, Executive Director, or top management official?..... | X | |
| 15 b | b Other officers of key employees of the organization? SEE SCHEDULE O..... Describe the process in Schedule O. (see instructions) | X | |
| 16 a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?..... | | X |
| 16 b | b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?..... | | |

Section C. Disclosures

- 17 List the states with which a copy of this Form 990 is required to be filed **OR** _____
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
THE ORGANIZATION 1829 NE ALBERTA STREET, SUITE 5 PORTLAND OR 97211 (503) 493-1066

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

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

1 a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- 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) or 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 the organization did not compensate any officer, director, trustee, or key employee.

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (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 | | | |
| SCOTT EXO EXECUTIVE DIREC | 40 | | | X | | | 90,000. | 0. | 0. | |
| MATTHEW BUCK ASS'T DIRECTOR | 40 | | | | X | | 73,130. | 0. | 0. | |
| MARCIE ROSENZWEIG DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| ANITA NINA AZARENKO DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| PETER BLOOME TREASURER | 2 | X | | | | | 0. | 0. | 0. | |
| MELLIE PULLMAN DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| KEVIN EDBERG SECRETARY | 2 | X | | | | | 0. | 0. | 0. | |
| GARY W. GLISSON DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| JOHN W. HAINES VICE CHAIR | 2 | X | | | | | 0. | 0. | 0. | |
| FRED KIRSCHENMANN DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| JENNIFER MAXWELL-MUIR DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| JONATHAN NEWKIRK, PH.D. CHAIRMAN | 2 | X | | | | | 0. | 0. | 0. | |
| MARK SWENSON DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| LARRY YEE DIRECTOR | 2 | X | | | | | 0. | 0. | 0. | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Part VII 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 | 1a Federated campaigns | | | | | |
| | 1b Membership dues | | | | | |
| | 1c Fundraising events | | | | | |
| | 1d Related organizations | | | | | |
| | 1e Government grants (contributions) | 106,973. | | | | |
| | 1f All other contributions, gifts, grants, and similar amounts not included above | 663,332. | | | | |
| | g Noncash contribns included in lns 1a-1f: \$ | | | | | |
| h Total. Add lines 1a-1f | | 770,305. | | | | |
| PROGRAM SERVICE REVENUE | 2a CONSULTING & SERVICE FEES | Business Code | 185,987. | 185,987. | | |
| | b ----- | | | | | |
| | c ----- | | | | | |
| | d ----- | | | | | |
| | e ----- | | | | | |
| | f All other program service revenue | | | | | |
| | g Total. Add lines 2a-2f | | 185,987. | | | |
| OTHER REVENUE | 3 Investment income (including dividends, interest and other similar amounts) | | 8,500. | | 8,500. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6a Gross Rents | (i) Real | | | | |
| | | (ii) Personal | | | | |
| | b Less: rental expenses | | | | | |
| | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | |
| | 7a 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) | | | | | |
| | d Net gain or (loss) | | | | | |
| | 8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 | a 114,965. | | | | |
| | b Less: direct expenses | b 24,611. | | | | |
| c Net income or (loss) from fundraising events | | 90,354. | | | 90,354. | |
| 9a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| b Less: direct expenses | b | | | | | |
| c Net income or (loss) from gaming activities | | | | | | |
| 10a 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 | | | | | | |
| 11 Miscellaneous Revenue | 11a ----- | Business Code | | | | |
| | b ----- | | | | | |
| | c ----- | | | | | |
| | d All other revenue | | | | | |
| | e Total. Add lines 11a-11d | | | | | |
| 12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e | | 1,055,146. | 185,987. | 0. | 98,854. | |

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).

| 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 U.S. See Part IV, line 21. | | | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22. | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16. | | | | |
| 4 Benefits paid to or for members. | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees. | 163,130. | 140,292. | 11,582. | 11,256. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B). | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages. | 317,824. | 274,071. | 21,916. | 21,837. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions). | | | | |
| 9 Other employee benefits. | 54,371. | 48,395. | 2,203. | 3,773. |
| 10 Payroll taxes. | 42,436. | 37,135. | 2,389. | 2,912. |
| 11 Fees for services (non-employees). | | | | |
| a Management. | | | | |
| b Legal. | 5,000. | 5,000. | | |
| c Accounting. | 8,115. | | 8,115. | |
| d Lobbying. | | | | |
| e Prof fundraising svcs. See Part IV, ln 17. | | | | |
| f Investment management fees. | | | | |
| g Other. | 194,454. | 194,454. | | |
| 12 Advertising and promotion. | 12,079. | 12,079. | | |
| 13 Office expenses. | 17,284. | 7,729. | 8,019. | 1,536. |
| 14 Information technology. | | | | |
| 15 Royalties. | | | | |
| 16 Occupancy. | 31,044. | 10,210. | 20,834. | |
| 17 Travel. | 36,185. | 35,649. | | 536. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials. | | | | |
| 19 Conferences, conventions, and meetings. | 11,253. | 10,866. | 387. | |
| 20 Interest. | | | | |
| 21 Payments to affiliates. | | | | |
| 22 Depreciation, depletion, and amortization. | 6,503. | | 6,503. | |
| 23 Insurance. | 3,539. | | 3,539. | |
| 24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) | | | | |
| a BOARD EXPENSES | 9,537. | | 9,537. | |
| b BANK CHARGES | 3,666. | | 2,590. | 1,076. |
| c STEWARDSHIP COUNCIL | 2,511. | 2,511. | | |
| d PROGRAM SUPPLIES | 1,742. | 1,742. | | |
| e LICENSES AND FEES | 1,394. | | 1,166. | 228. |
| f All other expenses. | | 38,503. | -41,156. | 2,653. |
| 25 Total functional expenses. Add lines 1 through 24f. | 922,067. | 818,636. | 57,624. | 45,807. |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|----------|--------------------|
| ASSETS | 1 Cash — non-interest-bearing | 7,817. | 1 | 15,703. |
| | 2 Savings and temporary cash investments | 268,539. | 2 | 360,981. |
| | 3 Pledges and grants receivable, net | 249,999. | 3 | 416,831. |
| | 4 Accounts receivable, net | 76,230. | 4 | 55,506. |
| | 5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 640. | 9 | 640. |
| | 10a Land, buildings, and equipment: cost basis | 10a 37,350. | | |
| | b Less: accumulated depreciation. Complete Part VI of Schedule D | 10b 32,256. | 9,194. | 10c 5,094. |
| | 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) | | 612,419. | 16 | 854,755. |
| LIABILITIES | 17 Accounts payable and accrued expenses | 5,089. | 17 | 17. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 74,341. | 19 | 39,300. |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow 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 | | 23 | |
| | 24 Unsecured notes and loans payable | | 24 | 150,000. |
| | 25 Other liabilities. Complete Part X of Schedule D | 8,135. | 25 | 7,505. |
| | 26 Total liabilities. Add lines 17 through 25 | 87,565. | 26 | 196,822. |
| 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 | 17,502. | 27 | 109,501. |
| | 28 Temporarily restricted net assets | 507,352. | 28 | 548,432. |
| | 29 Permanently restricted net assets | | 29 | |
| | 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, and equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances. | 524,854. | 33 | 657,933. | |
| 34 Total liabilities and net assets/fund balances. | 612,419. | 34 | 854,755. | |

Part XI Financial Statements and Reporting

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | 2a | X |
| b Were the organization's financial statements audited by an independent accountant? | 2b | X |
| c If 'Yes' to 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? | 2c | X |
| 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? | 3a | X |
| b If 'Yes,' did the organization undergo the required audit or audits? | 3b | |

Part III 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.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|------------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.') . . . | 317,576. | 513,052. | 970,912. | 381,364. | 770,305. | 2,953,209. |
| 2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf. | | | | | | 0. |
| 3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge. | | | | | | 0. |
| 4 Total. Add lines 1-3. | 317,576. | 513,052. | 970,912. | 381,364. | 770,305. | 2,953,209. |
| 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) . . . | | | | | | 898,217. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 2,054,992. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|------------|
| 7 Amounts from line 4. | 317,576. | 513,052. | 970,912. | 381,364. | 770,305. | 2,953,209. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | 455. | 419. | 766. | 3,808. | 8,500. | 13,948. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on. | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | 0. |
| 11 Total support. Add lines 7 through 10. | | | | | | 2,967,157. |
| 12 Gross receipts from related activities, etc. (see instructions). | | | | | 12 | 0. |
| 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 2008 (line 6, column (f) divided by line 11, column (f)) | 14 | 69.3 % |
| 15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f. | 15 | 49.2 % |
| 16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the 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 – 2007. 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 – 2008. 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 – 2007. 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.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include unusual grants.) | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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 1-5. | | | | | | |
| 7a Amounts included on lines 1, 2, 3 received from disqualified persons. | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000. | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (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 2008 (line 8, column (f) divided by line 13, column (f)). | 15 | % |
| 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g. | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|---|
| 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)). | 17 | % |
| 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h. | 18 | % |

19a 33-1/3 support tests - 2008. 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 - 2007. If the organization did not check a box on line 14 or 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 B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

PUBLIC DISCLOSURE COPY

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ and 990-PF**
▶ **See separate instructions.**

OMB No. 1545-0047

2008

Name of the organization

THE FOOD ALLIANCE

Employer identification number

91-1747155

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(3) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

 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 organizations 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 Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

THE FOOD ALLIANCE

91-1747155

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|-----------------------------------|--------------------------------|--|
| 1 | ----- ----- ----- | \$ 200,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | ----- ----- ----- | \$ 75,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | ----- ----- ----- | \$ 25,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | ----- ----- ----- | \$ 40,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | ----- ----- ----- | \$ 40,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | ----- ----- ----- | \$ 25,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

THE FOOD ALLIANCE

91-1747155

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|-----------------------------------|-----------------------------------|--|
| 7 | ----- ----- ----- | \$ 200,000. | 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.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input 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.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input 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 ALLIANCE | Employer identification number 91-1747155 |
|--|---|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once - see instructions.) \$ **N/A**

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | N/A | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

THE FOOD ALLIANCE

91-1747155

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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).

| | |
|---|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of certified historic structure |
| <input type="checkbox"/> Preservation of open space | |

2 Complete lines 2a-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 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..... | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easement it holds?..... Yes No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 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.

1 a If the organization elected, as permitted under SFAS 116, 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, 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 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 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 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 Trust, Escrow and Custodial Arrangements Complete if 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:

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

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 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 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 | | | | | |
| b Contributions | | | | | |
| c Investment earnings or losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2 Provide the estimated percentage of the year end balance held as:

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

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

- (i) unrelated organizations
- (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book Value |
|---|--------------------------------------|---------------------------------|------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 35,761. | 30,667. | 5,094. |
| e Other | | 1,589. | 1,589. | 0. |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) | | | | 5,094. |

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

| | | | |
|----|--|--|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | | 1,055,146. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | | 922,067. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | | 133,079. |
| 4 | Net unrealized gains (losses) on investments | | |
| 5 | Donated services and use of facilities | | |
| 6 | Investment expenses | | |
| 7 | Prior period adjustments | | |
| 8 | Other (Describe in Part XIV) | | |
| 9 | Total adjustments (net). Add lines 4-8 | | |
| 10 | Excess or (deficit) for the year per financial statements. Combine lines 3 and 9 | | 133,079. |

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

| | | | |
|---|---|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 1,055,146. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 1,055,146. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investments 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 | |
| 5 | Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.) | 5 | 1,055,146. |

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

| | | | |
|---|--|----|----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 922,067. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Losses reported on Form 990, Part IX, line 25 | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 922,067. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investments 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 | |
| 5 | Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.) | 5 | 922,067. |

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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

Part I Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

| REVENUE | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total Events |
|-----------------|---|--|------------------|---------------------------------|
| | RECOGNITION DI (event type) | (event type) | (total number) | (Add col. (a) through col. (c)) |
| 1 | Gross receipts | 114,965. | | 114,965. |
| 2 | Less: Charitable contributions | | | |
| 3 | Gross revenue (line 1 minus line 2) | 114,965. | | 114,965. |
| DIRECT EXPENSES | 4 | Cash prizes | | |
| | 5 | Non-cash prizes | | |
| | 6 | Rent/facility costs | | |
| | 7 | Other direct expenses | 24,611. | 24,611. |
| | 8 | Direct expense summary. Add lines 4- through 7 in column (d) | | 24,611. |
| 9 | Net income summary. Combine lines 3 and 8 in column (d) | | 90,354. | |

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

| REVENUE | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming |
|----------|--|---|---|---|
| | (Add col. (a) through col. (c)) | | | |
| 1 | Gross revenue | | | |
| EXPENSES | 2 | Cash prizes | | |
| | 3 | Non-cash prizes | | |
| | 4 | Rent/facility costs | | |
| | 5 | Other direct expenses | | |
| | 6 | Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No |
| 7 | Direct expense summary. Add lines 2 through 5 in column (d) | | | |
| 8 | Net gaming income summary. Combine lines 1 and 7 in column (d) | | | |

| | YES | NO |
|--|-----|----|
| 9 Enter the state(s) in which the organization operates gaming activities: _____ | | |
| a Is the organization licensed to operate gaming activities in each of these states? _____ | 9a | |
| b If 'No,' Explain: ----- ----- | | |
| 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____ | 10a | |
| b If 'Yes,' Explain: ----- ----- | | |
| 11 Does the organization operate gaming activities with nonmembers? _____ | 11 | |
| 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____ | 12 | |

| YES | NO |
|-----|----|
|-----|----|

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility **13a** %
- b An outside facility **13b** %

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name: ▶ -----

Address: ▶ -----

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? **15a**

- b If 'Yes,' enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____
- c If 'Yes,' enter name and address:

Name: ▶ -----

Address: ▶ -----

16 Gaming manager information

Name: ▶ -----

Gaming manager compensation ▶ \$ _____

Description of services provided: ▶ -----

- Director/officer Employee Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**
- b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year: ▶ \$ _____

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

Name of the organization

THE FOOD ALLIANCE

Employer identification number

91-1747155

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

CERTIFICATION:

THE FOOD ALLIANCE OPERATES A VOLUNTARY CERTIFICATION AND ECO-LABELING PROGRAM FOR FARMS, RANCHES, FOOD PROCESSORS AND DISTRIBUTORS WITH STANDARDS COVERING A FULL RANGE OF INDUSTRY AND CONSUMER CONCERNS, INCLUDING SAFE AND FAIR WORKING CONDITIONS, HUMANE TREATMENT OF ANIMALS, ELIMINATION OF HORMONES AND ANTIBIOTICS, ELIMINATION OF GENETICALLY MODIFIED ORGANISMS, REDUCTION OR ELIMINATION OF PESTICIDES (INCLUDING HERBICIDES, FUNGICIDES, ETC.), CONSERVATION OF SOIL AND WATER RESOURCES, AND PROTECTION OF WILDLIFE HABITAT.

MARKET PARTNERSHIPS:

THE ORGANIZATION DEVELOPS PARTNERSHIPS WITH FOOD PRODUCT DISTRIBUTORS AND RETAILERS (INCLUDING GROCERY STORES, INSTITUTIONAL FOOD SERVICE PROVIDERS, AND RESTAURANTS) TO FACILITATE PROCUREMENT AND PROMOTION OF SOCIALLY AND ENVIRONMENTALLY RESPONSIBLE FOOD PRODUCTS.

EDUCATION OF BUSINESS STAKEHOLDERS:

THE FOOD ALLIANCE EDUCATES BUSINESS LEADERS ON HOW PURCHASE DECISIONS AFFECT ENVIRONMENTAL HEALTH, THE WELL-BEING OF FARM LABORERS AND FARM ANIMALS, AND THE VITALITY OF AGRICULTURAL COMMUNITIES. THE ORGANIZATION ALSO PROVIDES SERVICES TO FOOD-BASED BUSINESSES, INCLUDING ORIENTATIONS ON SUSTAINABLE AGRICULTURE AND THE MARKET FOR SUSTAINABLE PRODUCTS, AUDITS OF PRODUCTION OR PURCHASING SYSTEMS TO ASSESS SOCIAL AND/OR ENVIRONMENTAL IMPACTS, AND CONSULTING TO IMPROVING SOCIAL AND/OR ENVIRONMENTAL PERFORMANCE.

FORM 990, PART VI, LINE 10 - FORM 990 REVIEW PROCESS

REVIEWED BY EXECUTIVE DIRECTOR AND EXECUTIVE COMMITTEE WITH AUDITOR PRESENT OR ON CONFERENCE CALL.

Name of the organization

Employer identification number

THE FOOD ALLIANCE

91-1747155

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

BOARD MEMBERS ARE ASKED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE FORM IN THE FIRST QUARTERLY MEETING EACH YEAR. THESE ARE KEPT ON FILE AT FOOD ALLIANCE.

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

TERMS OF COMPENSATION FOR THE EXECUTIVE DIRECTOR ARE ESTABLISHED IN A MULTI-YEAR CONTRACT NEGOTIATED WITH THE BOARD, WITH SPECIFIED ACCOMPLISHMENTS TRIGGERING PREDETERMINED COMPENSATION INCREASES. THE EXECUTIVE COMMITTEE OF THE BOARD EVALUATES THE EXECUTIVE DIRECTOR ANNUALLY. THE EVALUATION IS IN WRITING AND COVERS THE POINTS DISCUSSED IN THE EVALUATION CONFERENCE. IT IS SIGNED BY THE BOARD PRESIDENT.

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

FOOD ALLIANCE IS COMMITTED TO TRANSPARENCY AND HAS ALWAYS PROVIDED COPIES OF ITS ARTICLES OF INCORPORATION, BY-LAWS, IRS FOR 990, FINANCIAL REPORTS, INFORMATION ON BOARD AND STAFF MEMBERS, AND OTHER DOCUMENTS ON REQUEST. THESE DOCUMENTS ALSO ARE (OR SOON WILL BE) AVAILABLE THROUGH FOOD ALLIANCE'S WEBSITE AT WWW.FOODALLIANCE.ORG.

CT-12F

For Foreign Corporations

Charitable Activities Section Oregon Department of Justice

1515 SW 5th Avenue, Suite 410
 Portland, OR 97201-5451
 E-Mail: charitable.activities@doj.state.or.us
 Web site: <http://www.doj.state.or.us>

VOICE (971) 673-1880
 TTY (800) 735-2900
 FAX (971) 673-1882

For Accounting Periods Beginning in:

2008

Section I. General Information

1. **Cross Through Incorrect Items and Correct Here:**
 (See instructions for change of name or accounting period.)

Registration #: 25104 Registration #:

Food Alliance, The Organization Name:

1829 NE Alberta, #5 Address:

Portland, OR 97211 City, State, Zip:

Phone: (503) 493-1066 Phone: Fax: Amended Report?

Period Beginning: 1/1/2008 Period Ending: 12/31/2008 Email: Period Beginning: / / Period Ending: / /

2. Did a certified public accountant audit your financial records? - If yes, attach a copy of the auditor's report, financial statements, accompanying notes, schedules, or management letters supplementing the report or financial statements. Yes No
3. Is the corporation a party to a contract involving person-to-person, advertising, vending machine or telephone fund-raising in Oregon? Yes No
 If yes, write the name of the fund-raising firm(s) who conducts the campaign(s): _____
4. Has the corporation or any officer, director, trustee, or key employee of the organization ever been involved in a voluntary agreement with any government agency, such as a state attorney general, secretary of state, or local district attorney, or in a legal action in any court regarding charitable solicitation, administration, management, or fiduciary practices? If yes, attach copies of the agreement and a written explanation. Yes No
5. During this reporting period, did the corporation amend its articles of incorporation, bylaws, or trust documents, OR did the corporation receive a determination letter from the Internal Revenue Service indicating a new or amended tax-exempt status? If yes, attach a copy of the amended document or letter. Yes No
6. Is the corporation ceasing operations in Oregon and is this the final report? (If yes, see instructions on how to close your registration.) Yes No
7. Provide contact information for the person responsible for retaining the corporation's records.

| Name | Position | Phone | Mailing Address & Email Address |
|-----------|--------------------|----------------|---------------------------------|
| Scott Exo | Executive Director | (503) 493-1066 | Same as above |

8. List of Officers, Directors, Trustees and Key Employees - List each person who held one of these positions at any time during the year even if they did not receive any compensation from the organization. Attach additional sheets if necessary. If an IRS form is attached that includes substantially the same information, the phrase "See IRS Form" may be entered in lieu of completing this section.

| (A) Name, mailing address, daytime phone number and email address | (B) Title & average weekly hours devoted to position | (C) Compensation (enter \$0 if position unpaid) |
|---|--|---|
| Name: See Form 990 Part VII Address: _____ Phone: () _____ Email: _____ | | |
| Name: _____ Address: _____ Phone: () _____ Email: _____ | | |
| Name: _____ Address: _____ Phone: () _____ Email: _____ | | |

Section II. Fee Calculation

| 9. | Total Oregon Revenue <small>(If Oregon revenue is unknown or cannot be reasonably estimated, write the total revenue from Line 12 (current year) on Form 990; Line 9 on Form 990-EZ, or Part I, Line 12a on Form 990-PF.) (If estimated, or if organization claims no Oregon revenue, attach explanation.)</small> | 9. | \$ | 1,055,146 | | | | | | | | | | | | | | | | | | | |
|-----------------------|--|------------------|-------------|----------------|------|---------------------|------|---------------------|------|-----------------------|------|-----------------------|-------|-----------------------|-------|-----------------------|-------|---------------------|-------|--|--|--|--|
| 10. | Revenue Fee <small>(See chart below. Minimum fee is \$10, even if total revenue is a negative amount.)</small> | 10. | \$ | 200 | | | | | | | | | | | | | | | | | | | |
| | <table border="1"> <thead> <tr> <th>Amount on Line 9</th> <th>Revenue Fee</th> </tr> </thead> <tbody> <tr><td>\$0 - \$24,999</td><td>\$10</td></tr> <tr><td>\$25,000 - \$49,999</td><td>\$25</td></tr> <tr><td>\$50,000 - \$99,999</td><td>\$45</td></tr> <tr><td>\$100,000 - \$249,999</td><td>\$75</td></tr> <tr><td>\$250,000 - \$499,999</td><td>\$100</td></tr> <tr><td>\$500,000 - \$749,999</td><td>\$135</td></tr> <tr><td>\$750,000 - \$999,999</td><td>\$170</td></tr> <tr><td>\$1,000,000 or more</td><td>\$200</td></tr> </tbody> </table> | Amount on Line 9 | Revenue Fee | \$0 - \$24,999 | \$10 | \$25,000 - \$49,999 | \$25 | \$50,000 - \$99,999 | \$45 | \$100,000 - \$249,999 | \$75 | \$250,000 - \$499,999 | \$100 | \$500,000 - \$749,999 | \$135 | \$750,000 - \$999,999 | \$170 | \$1,000,000 or more | \$200 | | | | |
| Amount on Line 9 | Revenue Fee | | | | | | | | | | | | | | | | | | | | | | |
| \$0 - \$24,999 | \$10 | | | | | | | | | | | | | | | | | | | | | | |
| \$25,000 - \$49,999 | \$25 | | | | | | | | | | | | | | | | | | | | | | |
| \$50,000 - \$99,999 | \$45 | | | | | | | | | | | | | | | | | | | | | | |
| \$100,000 - \$249,999 | \$75 | | | | | | | | | | | | | | | | | | | | | | |
| \$250,000 - \$499,999 | \$100 | | | | | | | | | | | | | | | | | | | | | | |
| \$500,000 - \$749,999 | \$135 | | | | | | | | | | | | | | | | | | | | | | |
| \$750,000 - \$999,999 | \$170 | | | | | | | | | | | | | | | | | | | | | | |
| \$1,000,000 or more | \$200 | | | | | | | | | | | | | | | | | | | | | | |
| 11. | Oregon Net Assets or Fund Balances at the End of the Reporting Period <small>(If the Oregon amount is unknown, write the total net assets or fund balances from Line 22 (end of year) on Form 990; Line 21 on Form 990-EZ, or Part III, Line 6 on Form 990-PF.)</small> | 11. | \$ | 657,933 | | | | | | | | | | | | | | | | | | | |
| 12. | Oregon Net Fixed Assets Used to Conduct Charitable Activities. <small>(If the Oregon amount is unknown, write \$0.)</small> | 12. | | 5,094 | | | | | | | | | | | | | | | | | | | |
| 13. | Amount Subject to Net Assets or Fund Balances Fee <small>(Line 11 minus line 12. If less than \$50,000, write \$0.)</small> | 13. | \$ | 652,839 | | | | | | | | | | | | | | | | | | | |
| 14. | Net Assets or Fund Balances Fee <small>(Line 13 multiplied by .0001. If the fee is less than \$5, enter \$0. Not to exceed \$1,000. Round cents to the nearest whole dollar.)</small> | 14. | | 65 | | | | | | | | | | | | | | | | | | | |
| 15. | Are you filing this report late? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <small>(If yes, the late fee is a minimum of \$20. You may owe more depending on how late the report is. See Instruction 15 for additional information.)</small> | 15. | | | | | | | | | | | | | | | | | | | | | |
| 16. | Total Amount Due <small>(Add Lines 10, 14, and 15. Make check payable to the Oregon Department of Justice.)</small> | 16. | \$ | 265 | | | | | | | | | | | | | | | | | | | |
| 17. | Attach a copy of the organization's federal tax return and all supporting schedules and attachments that were filed with the IRS with the exception that Form 990 & 990EZ filers do not need to attach a copy of their Schedule B. Also, see the instructions as the organization may be required to complete certain IRS Forms for Oregon purposes only. If the return was not filed with the IRS, then mark any such return as "For Oregon Purposes Only." | | | | | | | | | | | | | | | | | | | | | | |

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including all accompanying forms, schedules, and attachments, and to the best of my knowledge and belief, it is true, correct, and complete.

⇒

COPY

Signature of officer

Date

Title

Paid Preparer's Use Only

⇒

Richard V. Proulx, CPA
Preparer's signature
Richard V. Proulx, CPA
Kem & Thompson, LLC
Preparer's name

7/20/09
Date

503-222-3338
Phone

1618 SW First Avenue, Suite 215, Portland, OR 97201
Address