

Form **990**

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)

OMB No. 1545-0047

2012

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 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

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 SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.		D Employer identification number 62-1049447	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
	331 GREAT CIRCLE ROAD			
	City, town, or post office, state, and ZIP code NASHVILLE, TN 37228		E Telephone number (615) 329-3491	
F Name and address of principal officer: RALPH FORSYTHE SAME AS C ABOVE		G Gross receipts \$ 70,366,031.		
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		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
J Website: WWW.SECONDHARVESTMIDTN.ORG		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		H(c) Group exemption number ▶		
		L Year of formation: 1978		M State of legal domicile: TN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE, INC. (THE "FOOD BANK") WAS FOUNDED IN 1978. ITS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	29
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	99
	6 Total number of volunteers (estimate if necessary)	6	29699
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	28,271,230.	38,612,612.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	32,029,158.	31,198,588.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	104,342.	64,998.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	450,764.	263,109.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	60,855,494.	70,139,307.
	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)	0.	0.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	4,782,151.	5,085,960.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,649,031.	9,457.	9,457.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	57,454,947.	64,937,743.
Net Assets or Fund Balances	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	62,246,555.	70,033,160.
	19 Revenue less expenses. Subtract line 18 from line 12	-1,391,061.	106,147.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	15,821,418.	15,004,602.
22 Net assets or fund balances. Subtract line 21 from line 20	4,104,445.	3,184,397.	
		11,716,973.	11,820,205.

Part II Signature Block

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

Sign Here	Signature of officer		Date		
	RALPH FORSYTHE, CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	EDMOND DUNLAVY		12/11/13		P00317384
	Firm's name ▶ KRAFTCPAS PLLC	Firm's EIN ▶ 62-0713250			
	Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228	Phone no. 615-242-7351			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE, INC. (THE "FOOD BANK") WAS FOUNDED IN 1978. ITS MISSION IS TO FEED HUNGRY PEOPLE AND WORK TO SOLVE HUNGER ISSUES IN OUR COMMUNITY. THE FOOD BANK IS ONE OF OVER 200 CERTIFIED MEMBERS OF FEEDING AMERICA, THE NATION'S LARGEST FOOD BANK

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

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

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

4a (Code:) (Expenses \$ **30,136,128.** including grants of \$) (Revenue \$ **30,514,929.**)
PROJECT PRESERVE - OPERATES A UNIQUE PROGRAM THAT DISTRIBUTES PURCHASED PRODUCT TO LOCAL AGENCIES AND OTHER FEEDING AMERICA AFFILIATES. IN ADDITION, THE PROGRAM HAS A COOK/CHILL OPERATION, WHICH IS A METHOD OF FOOD MANUFACTURING THAT INVOLVES HEATING FOOD, PUMPING THE PRODUCT INTO FORM-FILL PLASTIC BAGS THAT ARE HEAT SEALED, THEN SUPER COOLED FOR APPROXIMATELY 45 MINUTES PRIOR TO FREEZING THE PRODUCT. IT HAS UTILIZED LARGE AMOUNTS OF DONATED INGREDIENTS THAT WOULD HAVE OTHERWISE BEEN WASTED.

ANOTHER COMPONENT OF PROJECT PRESERVE IS CUSTOM PRODUCT ASSEMBLY FOR NATIONAL DISTRIBUTION. DURING 2013, THIS PRODUCTION ASSEMBLED OVER 1,200,000 INDIVIDUAL BACKPACKS (1,192,300 BACKPACKS IN 2012).

4b (Code:) (Expenses \$ **4,782,623.** including grants of \$) (Revenue \$ **29,267.**)
EMERGENCY FOOD BOX - PROVIDED OVER 2,700,000 POUNDS OF FOOD DURING 2013 (2,900,000 POUNDS IN 2012) IN EMERGENCY STAPLES TO FAMILIES IN NEED THROUGH ITS SEVENTEEN SATELLITE CENTERS IN DAVIDSON COUNTY.

4c (Code:) (Expenses \$ **30,274,637.** including grants of \$) (Revenue \$ **695,903.**)
COMMUNITY FOOD PARTNERS - PROVIDED OVER 14,875,000 POUNDS OF FOOD DURING 2013 (11,150,000 POUNDS IN 2012) TO OVER 450 NOT-FOR-PROFIT AGENCIES, INCLUDING SOUP KITCHENS, DAYCARE CENTERS AND EMERGENCY FOOD PROGRAMS. THE MIDDLE TENNESSEE'S TABLE PROGRAM COLLECTS PERISHABLE AND NON-PERISHABLE FOOD FROM MORE THAN 189 FOOD DONORS, SUCH AS GROCERY STORES, RETAILERS, WHOLESALERS AND BAKERIES, WHICH IS THEN DISTRIBUTED TO MORE THAN 450 NONPROFIT PARTNER AGENCIES SUCH AS LOW-INCOME DAYCARE CENTERS, SOUP KITCHENS, DOMESTIC VIOLENCE SHELTERS, REHABILITATION CENTERS, AND SENIOR CITIZENS' CENTERS. THESE PRODUCTS INCLUDE MEATS, PRODUCE, DAIRY, BREAD, BAKERY ITEMS AND DRY PRODUCTS. DURING 2013, THE FOOD BANK DISTRIBUTED OVER 5,300,000 POUNDS OF FOOD (EQUIVALENT TO MORE THAN 4.4 MILLION MEALS) UNDER THIS PROGRAM. (THE FOOD BANK DISTRIBUTED

4d Other program services (Describe in Schedule O.)
(Expenses \$ **2,267,253.** including grants of \$) (Revenue \$ **134,710.**)

4e **Total program service expenses** **67,460,641.**

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, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in 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 and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or 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?		

**SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.**

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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, highest 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, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	58	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	99	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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 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.	29	
1b	Enter the number of voting members included in line 1a, above, who are independent	29	
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 governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
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?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		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?		X
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
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?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **TN**
- 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 Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **RALPH FORSYTHE, CFO - (615)329-3491**
331 GREAT CIRCLE ROAD, NASHVILLE, TN 37228

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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAYNEE K. DAY PRESIDENT/CEO/NONVOTING	37.50	X		X				217,794.	0.	24,566.
(2) ERIC KRUSE BOARD CHAIR	1.30	X		X				0.	0.	0.
(3) D. SCOTT TURNER BOARD VICE CHAIR	1.30	X		X				0.	0.	0.
(4) JEFFREY D. WARNE BOARD TREASURER	1.30	X		X				0.	0.	0.
(5) ANN PRUITT BOARD SECRETARY	1.30	X		X				0.	0.	0.
(6) JOSEPH M. IVEY PAST BOARD CHAIR	1.30	X						0.	0.	0.
(7) BETH CHASE BOARD OF DIRECTORS	1.30	X						0.	0.	0.
(8) SHANE V. CORTESI YOUNG LEADERS INTERN	1.30	X						0.	0.	0.
(9) MELISSA EADS BOARD OF DIRECTORS	1.30	X						0.	0.	0.
(10) ANNETTE ESKIND COMMUNITY VOLUNTEER	1.30	X						0.	0.	0.
(11) JONATHAN B. FLACK BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(12) JOHN FLANIGAN BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(13) LUCIA FOLK BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(14) WILLIAM M.T. FORRESTER, SR. BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(15) FLETCHER FOSTER BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(16) SUSAN GOODWIN BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(17) WADE HUNT BOARD OF DIRECTOR	1.30	X						0.	0.	0.

**SECOND HARVEST FOOD BANK OF MIDDLE TN,
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Part VII Section A. Officers, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) WILLIAM J. KRUEGER BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(19) LYN PLANTINGA BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(20) JOHN G. ROBERTS BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(21) RONALD Q. ROBERTS BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(22) SYLVIA ROBERTS AD HOC BOARD MEMBER	1.30	X						0.	0.	0.
(23) PAUL ROBINSON BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(24) TONY ROSE BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(25) ELIZABETH BERRY SCHATZLEIN BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(26) BOB SPIETH BOARD OF DIRECTOR (ENDING 01/31/13)	1.30	X						0.	0.	0.
1b Sub-total								217,794.	0.	24,566.
c Total from continuation sheets to Part VII, Section A								635,942.	0.	108,325.
d Total (add lines 1b and 1c)								853,736.	0.	132,891.

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 **3**

	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**

SEE PART VII, SECTION A CONTINUATION SHEETS

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**SECOND HARVEST FOOD BANK OF MIDDLE TN,
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Part VII Section A. **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(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			
(27) NED SPITZER BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(28) WILLIAM THOMAS BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(29) MIMI VAUGHN PAST BOARD CHAIR	1.30	X						0.	0.	0.
(30) KEN WATKINS BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(31) DAWN WEAVER BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(32) JOHN WEST BOARD OF DIRECTOR	1.30	X						0.	0.	0.
(33) MATTHEW BOURLAKAS COO (ENDING 05/31/13)	37.50			X				122,473.	0.	11,583.
(34) CHARLES HAMILTON CO-CFO (ENDING 10/12/12)	37.50			X				109,970.	0.	8,610.
(35) CAROL MILLER VP, STRATEGIC PARTNERSHIPS (ENDING 05/07/13)	37.50			X				70,391.	0.	17,576.
(36) CYNTHIA PATTERSON VP, DEVELOPMENT	37.50			X				92,614.	0.	8,651.
(37) KIM MOLNAR VP, PROGRAM SERVICES	37.50			X				82,842.	0.	21,628.
(38) JOHN COSMA VP, PROJECT PRESERVE (ENDING 02/03/12)	37.50			X				10,105.	0.	1,766.
(39) TASHA KENNARD VP, MARKETING & COMMUNICATIONS	37.50			X				69,632.	0.	20,181.
(40) BOB GARGES VP, OPERATIONS	37.50			X				77,915.	0.	18,330.
(41) RALPH FORSYTHE CO-CFO (EMPLOYED 01/07/13)	37.50			X				0.	0.	0.
Total to Part VII, Section A, line 1c								635,942.		108,325.

SECOND HARVEST FOOD BANK OF MIDDLE TN,
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Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	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	240,714.					
	d Related organizations	1d						
	e Government grants (contributions)	1e	2,630,502.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	35741396.					
	g Noncash contributions included in lines 1a-1f: \$		29017869.					
	h Total. Add lines 1a-1f			38612612.				
Program Service Revenue	2 a PROJECT PRESERVE PROGR	Business Code	624200	30514929.	30514929.			
	b SHARED MAINTENANCE		624200	521,098.	521,098.			
	c CULINARY ARTS PROGRAM		624200	133,294.	133,294.			
	d MOBILE PANTRY PROGRAM		624000	29,267.	29,267.			
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			31198588.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			18,411.			18,411.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses			16,712.	0.		
		c Gain or (loss)			19,087.	27,500.		
		d Net gain or (loss)			46,587.			46,587.
	8 a Gross income from fundraising events (not including \$ 240,714. of contributions reported on line 1c). See Part IV, line 18	a		296,900.				
		b Less: direct expenses	b	210,012.				
		c Net income or (loss) from fundraising events			86,888.			86,888.
	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 AGENCY TRANSPORTATION		624200	167,661.	167,661.				
b OTHER INCOME		624200	8,560.	8,560.				
c								
d All other revenue								
e Total. Add lines 11a-11d			176,221.					
12 Total revenue. See instructions.			70139307.	31374809.	0.	151,886.		

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SECOND HARVEST FOOD BANK OF MIDDLE TN,
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Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response 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				
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	1,021,646.	694,067.	130,093.	197,486.
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	3,113,126.	2,385,211.	149,307.	578,608.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	164,040.	124,926.	18,943.	20,171.
9 Other employee benefits	501,625.	410,126.	24,167.	67,332.
10 Payroll taxes	285,523.	220,437.	16,773.	48,313.
11 Fees for services (non-employees):				
a Management	44,340.	12,906.	8,466.	22,968.
b Legal	9,515.	9,515.		
c Accounting	81,813.	16,595.	62,847.	2,371.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	9,457.			9,457.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	224,469.	173,229.	13,091.	38,149.
12 Advertising and promotion	387,638.	123,645.	18,648.	245,345.
13 Office expenses	751,500.	211,867.	206,000.	333,633.
14 Information technology				
15 Royalties				
16 Occupancy	931,171.	826,709.	92,649.	11,813.
17 Travel	86,785.	29,097.	48,593.	9,095.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	536,634.	500,591.	19,008.	17,035.
23 Insurance	113,142.	101,826.	5,658.	5,658.
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 DONATED FOOD	28,868,244.	28,868,244.	0.	0.
b FOOD SUPPLIES & DISTRIB	27,581,459.	27,544,217.	22,652.	14,590.
c PRODUCT TRANSPORTATION	2,857,821.	2,846,353.	5,734.	5,734.
d USDA COMMODITIES DISTRI	1,914,003.	1,914,003.	0.	0.
e All other expenses	549,209.	447,077.	80,859.	21,273.
25 Total functional expenses. Add lines 1 through 24e	70,033,160.	67,460,641.	923,488.	1,649,031.
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)

SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	481,037.	1	48,086.
	2 Savings and temporary cash investments	248,284.	2	267,045.
	3 Pledges and grants receivable, net	657,142.	3	711,059.
	4 Accounts receivable, net	1,688,976.	4	1,373,236.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	37,146.	9	132,808.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 12,092,476.		
	b Less: accumulated depreciation	10b 4,881,184.	10c 7,568,892.	7,211,292.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	966,608.	12	1,091,963.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	4,173,333.	15	4,169,113.
16 Total assets. Add lines 1 through 15 (must equal line 34)	15,821,418.	16	15,004,602.	
Liabilities	17 Accounts payable and accrued expenses	2,188,728.	17	1,575,634.
	18 Grants payable		18	
	19 Deferred revenue	234,900.	19	775,141.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to 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 to unrelated third parties	392,917.	24	127,917.
	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	1,287,900.	25	705,705.
	26 Total liabilities. Add lines 17 through 25	4,104,445.	26	3,184,397.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	10,951,515.	27	10,766,758.
	28 Temporarily restricted net assets	765,458.	28	1,053,447.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	11,716,973.	33	11,820,205.	
34 Total liabilities and net assets/fund balances	15,821,418.	34	15,004,602.	

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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	70,139,307.
2	Total expenses (must equal Part IX, column (A), line 25)	2	70,033,160.
3	Revenue less expenses. Subtract line 2 from line 1	3	106,147.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,716,973.
5	Net unrealized gains (losses) on investments	5	88,655.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-91,570.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,820,205.

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? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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	
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 _____	X	

Form 990 (2012)

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

2012

Open to Public Inspection

Name of the organization **SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.** Employer identification number **62-1049447**

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 - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- 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 monetary 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) 2012

232021 12-04-12

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	21035769.	22356558.	24462330.	28271230.	38612612.	134738499
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	21035769.	22356558.	24462330.	28271230.	38612612.	134738499
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)						21470869.
6 Public support. Subtract line 5 from line 4.						113267630

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	21035769.	22356558.	24462330.	28271230.	38612612.	134738499
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10,576.	18,597.	35,803.	27,703.	18,411.	111,090.
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						134849589
12 Gross receipts from related activities, etc. (see instructions)					12 146,164,847.	
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 2012 (line 6, column (f) divided by line 11, column (f))	14	84.00 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	92.35 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.

Employer identification number

62-1049447

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) (2012)

Name of organization SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.	Employer identification number 62-1049447
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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		\$ <u>11,163,334.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ <u>1,690,585.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ <u>1,543,479.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ <u>1,268,987.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ <u>1,190,921.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.	Employer identification number 62-1049447
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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
<u>1</u>	6,275,937 POUNDS OF FOOD _____ _____ _____	\$ <u>10,606,334.</u>	<u>06/30/12</u>
<u>2</u>	900,166 POUNDS OF FOOD _____ _____ _____	\$ <u>1,521,281.</u>	<u>06/30/12</u>
<u>3</u>	913,301 POUNDS OF FOOD _____ _____ _____	\$ <u>1,543,479.</u>	<u>06/30/12</u>
<u>4</u>	750,757 POUNDS OF FOOD _____ _____ _____	\$ <u>1,268,779.</u>	<u>06/30/12</u>
<u>5</u>	704,687 POUNDS OF FOOD _____ _____ _____	\$ <u>1,190,921.</u>	<u>06/30/12</u>
	_____ _____ _____	\$ _____	

Name of organization SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.	Employer identification number 62-1049447
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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	

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

2012

Open to Public Inspection

Name of the organization SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.

Employer identification number 62-1049447

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

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

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

Table with 3 columns: Question number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding 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.

Table with 3 columns: Question number, Description, Amount. Includes questions 1a-1c regarding collections of art and historical treasures.

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

3 Using the organization's acquisition, accession, and other records, check any of the following that 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 XIII.

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

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

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

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

	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 XIII. Check here if the explanation has been provided in Part XIII

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

	(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 Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Temporarily restricted endowment ▶ _____ %

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

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

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

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

Part VI Land, Buildings, and Equipment. 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		1,334,586.		1,334,586.
b Buildings		7,036,309.	1,945,695.	5,090,614.
c Leasehold improvements				
d Equipment		2,382,947.	1,859,871.	523,076.
e Other		1,338,634.	1,075,618.	263,016.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				7,211,292.

**SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.**

Schedule D (Form 990) 2012

62-1049447 Page **3**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) EUROPACIFIC GROWTH FUND	68,963.	END-OF-YEAR MARKET VALUE
(B) GROWTH FUND OF AMERICA	298,858.	END-OF-YEAR MARKET VALUE
(C) SMALL CAP WORLD FUND	114,991.	END-OF-YEAR MARKET VALUE
(D) WASHIGTON MUTUAL		
(E) INVESTORS	242,756.	END-OF-YEAR MARKET VALUE
(F) BOND FUND OF AMERICA	366,395.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,091,963.	

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

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

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

(a) Description	(b) Book value
(1) DONATED FOOD INVENTORY	1,288,345.
(2) USDA INVENTORY	775,141.
(3) OTHER INVENTORY	2,105,627.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	4,169,113.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LINE OF CREDIT	705,705.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	705,705.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Schedule D (Form 990) 2012

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	70,706,638.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	88,655.	
b	Donated services and use of facilities	2b	428,728.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-160,064.	
e	Add lines 2a through 2d	2e	357,319.	
3	Subtract line 2e from line 1	3	70,349,319.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	-210,012.	
c	Add lines 4a and 4b	4c	-210,012.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	70,139,307.	

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

1	Total expenses and losses per audited financial statements		1	70,511,836.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	428,728.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	49,948.	
e	Add lines 2a through 2d	2e	478,676.	
3	Subtract line 2e from line 1	3	70,033,160.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	70,033,160.	

Part XIII Supplemental Information

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

PART X, LINE 2: MANAGEMENT PERFORMS AN EVALUATION OF ALL INCOME TAX

POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE FOOD BANK'S INCOME TAX RETURNS TO DETERMINE WHETHER THE INCOME TAX POSITIONS MEET A "MORE LIKELY THAN NOT" STANDARD OF BEING SUSTAINED UNDER EXAMINATION BY THE APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS PERFORMED ITS EVALUATION OF ALL INCOME TAX POSITIONS TAKEN ON ALL OPEN INCOME TAX RETURNS AND HAS DETERMINED THAT THERE WERE NO POSITIONS TAKEN THAT DO NOT MEET THE "MORE LIKELY THAN NOT" STANDARD. ACCORDINGLY, THERE ARE NO

Part XIII Supplemental Information (continued)

PROVISIONS FOR INCOME TAXES, PENALTIES OR INTEREST RECEIVABLE OR PAYABLE
RELATING TO UNCERTAIN INCOME TAX POSITIONS IN THE ACCOMPANYING FINANCIAL
STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

DIRECT DONOR BENEFIT -160,064.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSES -210,012.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSES 210,012.

DIRECT DONOR BENEFIT -160,064.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 49,948.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**

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

Name of the organization **SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.** Employer identification number **62-1049447**

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

SECOND HARVEST FOOD BANK OF MIDDLE TN,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		HARVEST MOON BALL	STARS FOR SHFB	5		
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	208,080.	86,070.	130,306.	424,456.
	2	Less: Contributions	166,900.	36,659.	37,155.	240,714.
	3	Gross income (line 1 minus line 2)	41,180.	49,411.	93,151.	183,742.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	10,400.	21,408.	8,654.	40,462.
	7	Food and beverages	41,388.	771.	10,028.	52,187.
	8	Entertainment	4,000.	65,000.	0.	69,000.
	9	Other direct expenses	28,138.	11,660.	8,564.	48,362.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(210,011)
11	Net income summary. Combine line 3, column (d), and line 10				-26,269.	

Part III 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.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash 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	<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 line 1, column d, and line 7				

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? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

SECOND HARVEST FOOD BANK OF MIDDLE TN,

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 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? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | | |
|----------|-----------------------------|--|---|
| a | The organization's facility | | % |
| b | An outside facility | | % |
- 14** Enter 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 contract with a third party from whom the organization receives gaming revenue? Yes No

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 of the third party:

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? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.

Employer identification number

62-1049447

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/> First-class or charter travel		
<input type="checkbox"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
<input checked="" type="checkbox"/> Compensation committee		
<input checked="" type="checkbox"/> Independent compensation consultant		
<input checked="" type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.

62-1049447

Schedule J (Form 990) 2012

Page 2

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAYNEE K. DAY PRESIDENT/CEO/NONVOTING	(i)	207,694.	500.	9,600.	16,633.	7,933.	242,360.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

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 **SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.** Employer identification number **62-1049447**

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	X	12	37,231.	MARKET VALUE
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	X		30,362,939.	RECORDS
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (<u>FOOD & BEVERA</u>)	X	19	14,422.	COST
26	Other ▶ (<u>EQUIPMENT & S</u>)	X	4	13,398.	COST
27	Other ▶ (<u>DONATED LIQUO</u>)	X	2	1,183.	COST
28	Other ▶ ()				

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) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Lined area for supplemental information.

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

2012

Open to Public
Inspection

Name of the organization

SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.

Employer identification number
62-1049447

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MISSION IS TO FEED HUNGRY PEOPLE AND WORK TO SOLVE HUNGER ISSUES IN OUR
COMMUNITY. THE FOOD BANK IS ONE OF OVER 200 CERTIFIED MEMBERS OF
"FEEDING AMERICA", THE NATION'S LARGEST FOOD BANK NETWORK.

FORM 990, PART I, LINE 6:

TO DETERMINE THE NUMBER OF VOLUNTEERS THE ORGANIZATION DIVIDES THE
TOTAL NUMBER OF VOLUNTEER HOURS FOR THE FISCAL YEAR OF 74,000 BY THE
LENGTH OF THE 2.5 HOUR VOLUNTEER SHIFTS. THEREFORE THE ESTIMATED NUMBER
OF VOLUNTEERS FOR THE FISCAL YEAR 2013 IS 29,699.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

NETWORK.

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

ADDITIONALLY, 84,611 EMERGENCY FOOD BOXES WERE ASSEMBLED AND SHIPPED TO
FEEDING AMERICA AFFILIATES IN 2013 (53,336 BOXES IN 2012).

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

4,900,000 POUNDS EQUIVALENT TO MORE THAN 4 MILLION MEALS IN 2012).

ALSO INCLUDED IN COMMUNITY FOOD PARTNERS IS THE MOBILE PANTRY PROGRAM.

MOBILE PANTRY TRAVELS TO THE FORTY-SIX COUNTY SERVICE AREA AND DELIVERS
LARGE BOXES OF PERISHABLE AND NON-PERISHABLE FOOD AND SUPPLIES THAT ARE
DISTRIBUTED TO PEOPLE IN NEED. DURING 2013, OVER 4,800,000 POUNDS OF

Name of the organization **SECOND HARVEST FOOD BANK OF MIDDLE TN,
INC.**

Employer identification number
62-1049447

FOOD (3,100,000 POUNDS OF FOOD IN 2012) WERE DISTRIBUTED THROUGH THIS PROGRAM.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CHILDREN'S PROGRAMS - INCLUDES KIDS CAFE AND THE BACKPACK PROGRAM.

KIDS CAFE OPERATES A WEEKLY FEEDING PROGRAM FOR CHILDREN AT RISK OF

HUNGER AT SEVERAL AREA COMMUNITY CENTERS AND PROVIDED OVER NEARLY

123,000 MEALS DURING 2013 (116,000 MEALS IN 2012). THE MISSION OF THE

BACKPACK PROGRAM IS TO MEET THE NEEDS OF HUNGRY CHILDREN BY PROVIDING

THEM WITH NUTRITIOUS AND EASY TO PREPARE FOOD TO TAKE HOME ON WEEKENDS

WHEN OTHER RESOURCES ARE NOT AVAILABLE. DURING 2013, THE FOOD BANK

DISTRIBUTED NEARLY 266,000 BACKPACKS TO HUNGRY CHILDREN (265,000

BACKPACKS IN 2012).

A SCHOOL PANTRY PILOT WAS OPENED IN FEBRUARY 2013 AT ONE LOCATION. THE

SCHOOL FOOD PANTRY PROGRAM IS DESIGNED TO INCREASE FOOD ACCESS FOR

FAMILIES IN NEED AND MAY HAVE A PERMANENT RESIDENCE WITHIN A SCHOOL OR

MAY OPERATE THROUGH A MOBILE PANTRY DISTRIBUTION WHERE FOOD IS BROUGHT

TO THE SCHOOL CAMPUS AND DISTRIBUTED ONCE A MONTH. FROM FEB - JUNE 30,

2013, OVER 8,500 LBS OF FOOD WAS DISTRIBUTED FOR FAMILIES IN NEED AT

THIS ONE SCHOOL LOCATION.

EXPENSES \$ 1,910,647. INCLUDING GRANTS OF \$ 0. REVENUE \$ 1,416.

CULINARY ARTS CENTER - OPERATES A STATE-OF-THE-ART FOOD PREPARATION

FACILITY LOCATED AT THE FOOD BANK. THE PURPOSE OF THE CENTER IS TO

EDUCATE THE PUBLIC ON ISSUES RELATED TO NUTRITION AND FOOD PREPARATION.

THE CENTER IS USED FOR FOOD HANDLING SAFETY CLASSES, FOOD PRODUCT

TESTING AND DEMONSTRATIONS, NUTRITION TRAINING AND CATERING FOR THE

Name of the organization	SECOND HARVEST FOOD BANK OF MIDDLE TN, INC.	Employer identification number	62-1049447
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FOOD BANK'S PARTNER AGENCIES, SUPPORTERS AND CLIENTS. THE CULINARY ARTS CENTER ALSO OFFERS A LUNCH OPPORTUNITY EVERY WEDNESDAY AND FRIDAY THAT IS OPEN TO THE PUBLIC CALLED FIRST HARVEST CAFE. FIRST HARVEST CAFE USES ONLY PURCHASED PRODUCT AND THE REVENUE GENERATED THROUGH CUSTOMER SALES GOES TO SUPPORT THE FOOD BANK'S MISSION. EXPENSES \$ 356,606. INCLUDING GRANTS OF \$ 0. REVENUE \$ 133,294.

FORM 990, PART VI, SECTION B, LINE 11: JAYNEE DAY AND RALPH FORSYTHE WILL REVIEW THE 990 FOR ACCURACY. ONCE APPROVED BY THEM, IT WILL BE REVIEWED AND APPROVED BY THE AUDIT COMMITTEE OF THE BOARD. FOLLOWING THE AUDIT COMMITTEE APPROVAL, THE 990 WILL BE PROVIDED TO THE FULL BOARD.

FORM 990, PART VI, SECTION B, LINE 12C: AT NEW MEMBER BOARD ORIENTATION, BOARD MEMBERS ARE GIVEN A CONFLICT OF INTEREST FORM TO READ AND SIGN. THE CEO AND BOARD CHAIR REVIEW ANY ISSUES THAT COME UP.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION BENEFITS COMMITTEE, COMPRISED OF BOARD MEMBERS, REVIEW THE CEO, OFFICERS, AND OTHER KEY EMPLOYEES SALARIES AND BENEFITS. THE BOARD APPROVES THE CEO COMPENSATION, AND THE CEO APPROVES ALL OTHER SALARY CHANGES AFTER CONSULTING WITH THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: ALL GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC. THE 990 AND AUDIT ARE ON THE SECOND HARVEST FOOD BANK AND GIVING MATTERS WEBSITES. THE FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.

FORM 990, PART XI, LINE 2C:

232212
01-04-13

