

Form **990**  
(Rev. January 2020)  
Department of the Treasury  
Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**  
Open to Public Inspection

**A** For the **2019** calendar year, or tax year beginning and ending

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>THE GOOD FOOD INSTITUTE, INC</b>		<b>D</b> Employer identification number <b>81-0840578</b>
	Doing business as		<b>E</b> Telephone number <b>866-849-4457</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>2503D N HARRISON ST.</b>		<b>G</b> Gross receipts \$ <b>27,054,853.</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>ARLINGTON, VA 22207</b>		
<b>F</b> Name and address of principal officer: <b>BRUCE FRIEDRICH</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for subordinates? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶	

**I** Tax-exempt status:  501(c)(3)  501(c) ( ) ◀ (insert no.)  4947(a)(1) or  527


**J** Website: ▶ **GFI.ORG**

**K** Form of organization:  Corporation  Trust  Association  Other ▶ **L** Year of formation: **2015** **M** State of legal domicile: **DE**

<b>Part I Summary</b>			
<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>CREATING A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>5</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>4</b>
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a)	<b>5</b>	<b>80</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>60</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 39	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> 7,933,743.	<b>Current Year</b> 20,471,188.
	<b>9</b> Program service revenue (Part VIII, line 2g)	387,932.	895,578.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	37,638.	184,309.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	47,353.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,359,313.	21,598,428.
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,800,130.
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,782,791.	4,355,268.
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>791,764.</b>			
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,219,402.	3,077,918.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		5,802,323.	8,894,304.
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	2,556,990.	12,704,124.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> 11,295,496.	<b>End of Year</b> 23,937,460.
	<b>21</b> Total liabilities (Part X, line 26)	1,937,280.	1,870,009.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	9,358,216.	22,067,451.

**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.

<b>Sign Here</b>		<b>11/16/2020</b>
	Signature of officer	Date
	<b>BRUCE FRIEDRICH, EXECUTIVE DIRECTOR</b>	
	Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JEFF PARKER</b>	Preparer's signature <b>JEFF PARKER</b>	Date <b>11/16/20</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00078514</b>
	Firm's name ▶ <b>CLIFTONLARSONALLEN LLP</b>	Firm's EIN ▶ <b>41-0746749</b>	Phone no. (618) 233-1200		
	Firm's address ▶ <b>1 BRONZE POINTE BELLEVILLE, IL 62226</b>				

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 or note to any line in this Part III [X]

1 Briefly describe the organization's mission: TO HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO TRANSFORM THE GLOBAL FOOD SYSTEM AWAY FROM CONVENTIONAL ANIMAL PRODUCTS AND TOWARD PLANT-BASED MEAT, EGGS AND DAIRY; PRODUCTS PRODUCED USING CELLULAR AGRICULTURE (E.G., CULTIVATED MEAT AND PRECISION FERMENTED DAIRY AND

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No 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 [X] 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 \$ 1,968,719. including grants of \$ 1,230,132. ) (Revenue \$ 0. ) SCIENCE AND TECHNOLOGY - GFI'S SCIENCE AND TECHNOLOGY DEPARTMENT ACCELERATES THE SCIENCE OF ALTERNATIVE PROTEIN TECHNOLOGIES. GFI'S SCIENTISTS ARE THE GLOBAL EXPERTS IN THIS SECTOR AND WORK TO ENSURE THAT A ROADMAP EXISTS FOR ALTERNATIVE PROTEIN INNOVATION, THAT THE BEST SCIENTISTS ARE ENGAGED IN RESEARCH AND DEVELOPMENT, AND THAT SIGNIFICANT FUNDS ARE DIRECTED TOWARD THE HIGHEST IMPACT AREAS OF ALTERNATIVE PROTEIN RESEARCH. GFI'S SCITECH TEAM IS FOCUSED ON THREE PRINCIPLE ACTIVITIES: 1. ANALYZING CURRENT AND FUTURE TECHNICAL CHALLENGES AND IDENTIFYING THE MOST IMPORTANT RESEARCH AND COMMERCIALIZATION OPPORTUNITIES FOR ALTERNATIVE PROTEINS. 2. MOBILIZING FUNDING FOR OPEN-ACCESS RESEARCH AND EARLY-STAGE

4b (Code: ) (Expenses \$ 1,714,978. including grants of \$ 0. ) (Revenue \$ 895,578. ) COMMUNICATIONS - GFI'S COMMUNICATIONS DEPARTMENT WORKS TO ENSURE THAT GFI'S WORK ACROSS THE OTHER PROGRAMMATIC DEPARTMENTS ACHIEVES MAXIMUM IMPACT AND POSITIONS GFI AS A THOUGHT LEADER IN THE ALTERNATIVE PROTEIN SPACE. THE COMMUNICATIONS TEAM SECURES MEDIA ATTENTION FOR MISSION-ALIGNED COMPANIES, FOR THE SCIENCE OF ALTERNATIVE PROTEINS GENERALLY, FOR GFI'S REGULATORY AND STATUTORY WORK, AND FOR GFI'S CORPORATE ENGAGEMENT EFFORTS, THEREBY SUPPORTING THE WORK OF GFI. COMMUNICATIONS DRIVES THE CONVERSATION ABOUT INNOVATIVE ALTERNATIVES TO INDUSTRIAL ANIMAL AGRICULTURE ON SOCIAL MEDIA, INSERTS GFI EXPERTS INTO THE CONVERSATION AT KEY CONFERENCES, AND MAINTAINS A WEBSITE THAT SERVES AS THE WEB'S CENTRAL HUB FOR INFORMATION RELATED TO ALTERNATIVE PROTEIN RESEARCH AND INNOVATION.

4c (Code: ) (Expenses \$ 1,574,311. including grants of \$ 230,986. ) (Revenue \$ 0. ) INTERNATIONAL ENGAGEMENT - IN THE THIRD QUARTER OF 2019, GFI'S INTERNATIONAL ENGAGEMENT DEPARTMENT WAS RESTRUCTURED INTO THE EXECUTIVE DEPARTMENT. INTERNATIONAL ENGAGEMENT LEVERAGES THE EXPERTISE AND RESOURCES DEVELOPED BY GFI'S U.S. STAFF AND DEVELOPS NEW STRATEGIES AND MATERIALS FOR LOCAL MARKETS BY TAKING CULTURE, LANGUAGE, RELIGION, SYSTEMS, AND OPPORTUNITIES INTO ACCOUNT. THUS, ON A GLOBAL SCALE, MORE SCIENTISTS WILL FOCUS ON ALTERNATIVE PROTEIN; POLICY AND REGULATORY PROGRESS WILL BE ACCELERATED; MORE COMPANIES WILL BE GENERATED AND THOSE THAT ARE CREATED WILL BE MORE SUCCESSFUL; AND MORE MEDIA COVERAGE OF ALTERNATIVE PROTEIN INNOVATION WILL BE GENERATED.

4d Other program services (Describe on Schedule O.) (Expenses \$ 1,825,138. including grants of \$ 0. ) (Revenue \$ 0. )

4e Total program service expenses 7,083,146.

**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 <b>Section 501(c)(3) organizations.</b> 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 donor-restricted endowments or in 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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> 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
<b>24a</b> 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 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>b</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
<b>26</b> Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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	
<b>34</b> 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	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</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> .....		
<b>36 Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> 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

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable .....		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable .....		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? .....		

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 2a through 16 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

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

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 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... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 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 on Schedule O

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AR, CA, FL, GA, HI, IL, KS, KY, MA, MD, MI
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[ ] Own website [ ] Another's website [X] Upon request [ ] Other (explain on Schedule O)
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records SARAH DAVID - 866-849-4457 2503 D N HARRISON ST. #19, ARLINGTON, VA 22207



**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 (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			
<b>1b Subtotal</b>							188,640.	0.	12,575.	
<b>c Total from continuation sheets to Part VII, Section A</b>							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b>							188,640.	0.	12,575.	

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 **0**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, 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
MAUVE CORPORATE SYSTEMS, 9 FRANKLIN'S YARD FOSSGATE, YORK, YORKSHIRE, UNITED KINGDOM	UK PEO	231,652.

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 **1**



**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line 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 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	20,471,188.				
	<b>g</b> Noncash contributions included in lines 1a-1f	<b>1g</b>	\$ 53,427.				
	<b>h Total.</b> Add lines 1a-1f			20,471,188.			
<b>Program Service Revenue</b>	<b>2 a</b> CONFERENCES AND MEETINGS	<b>Business Code</b>	900099	895,578.	895,578.		
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f			895,578.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			96,417.		96,417.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	<b>6a</b>	(i) Real				
			(ii) Personal				
	<b>b</b> Less: rental expenses	<b>6b</b>					
	<b>c</b> Rental income or (loss)	<b>6c</b>					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	<b>7a</b>	(i) Securities	5,544,317.			
			(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses	<b>7b</b>	5,456,425.				
	<b>c</b> Gain or (loss)	<b>7c</b>	87,892.				
<b>d</b> Net gain or (loss)			87,892.		87,892.		
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>8a</b>						
<b>b</b> Less: direct expenses	<b>8b</b>						
<b>c</b> Net income or (loss) from fundraising events							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>9a</b>						
<b>b</b> Less: direct expenses	<b>9b</b>						
<b>c</b> Net income or (loss) from gaming activities							
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>						
<b>b</b> Less: cost of goods sold	<b>10b</b>						
<b>c</b> Net income or (loss) from sales of inventory							
<b>Miscellaneous Revenue</b>	<b>11 a</b> OTHER INCOME	<b>Business Code</b>	900099	47,353.		47,353.	
	<b>b</b>						
	<b>c</b>						
	<b>d</b> All other revenue						
	<b>e Total.</b> Add lines 11a-11d			47,353.			
<b>12 Total revenue.</b> See instructions			21,598,428.	895,578.	0.	231,662.	

**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 or note to any line in this Part IX  X

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 domestic organizations and domestic governments. See Part IV, line 21 ...	150,000.	150,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22 .....				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....	1,311,118.	1,311,118.		
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	201,215.	72,256.	109,347.	19,612.
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 .....	3,344,022.	2,382,598.	579,253.	382,171.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	54,066.	39,373.	10,184.	4,509.
9 Other employee benefits .....	468,542.	332,190.	101,475.	34,877.
10 Payroll taxes .....	287,423.	202,785.	54,339.	30,299.
11 Fees for services (nonemployees):				
a Management .....	86,243.	60,669.	16,121.	9,453.
b Legal .....	81,881.	81,429.	452.	
c Accounting .....	54,011.	15,728.	38,283.	
d Lobbying .....	103,750.	103,750.		
e Professional fundraising services. See Part IV, line 17				
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.)	1,368,853.	1,113,528.	19,629.	235,696.
12 Advertising and promotion .....	2,813.	2,504.		309.
13 Office expenses .....	110,187.	76,533.	22,078.	11,576.
14 Information technology .....	12,706.	7,179.	5,043.	484.
15 Royalties .....				
16 Occupancy .....	72,772.	64,820.	4,312.	3,640.
17 Travel .....	300,871.	237,791.	40,165.	22,915.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings .....	776,986.	768,211.	5,110.	3,665.
20 Interest .....				
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	1,590.	1,032.	318.	240.
23 Insurance .....	50,425.	43,938.	1,540.	4,947.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>BANK, FILING AND OTHER</b>	44,394.	5,702.	11,321.	27,371.
b <b>SUBSCRIPTIONS</b>	10,436.	10,012.	424.	
c _____				
d _____				
e All other expenses _____				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	8,894,304.	7,083,146.	1,019,394.	791,764.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	4,489,963.	<b>1</b>	2,797,470.
	<b>2</b> Savings and temporary cash investments .....	8,955.	<b>2</b>	3,046,932.
	<b>3</b> Pledges and grants receivable, net .....	1,173,100.	<b>3</b>	7,863,421.
	<b>4</b> Accounts receivable, net .....		<b>4</b>	
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	135,559.	<b>9</b>	117,514.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 4,768.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 4,768.	<b>10c</b>	0.
	<b>11</b> Investments - publicly traded securities .....	5,475,879.	<b>11</b>	10,112,123.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....	10,451.	<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....		<b>15</b>	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) .....	11,295,496.	<b>16</b>	23,937,460.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	250,360.	<b>17</b>	541,515.
	<b>18</b> Grants payable .....	1,686,920.	<b>18</b>	1,328,494.
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> 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 .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	1,937,280.	<b>26</b>	1,870,009.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions .....	8,249,293.	<b>27</b>	12,743,850.
	<b>28</b> Net assets with donor restrictions .....	1,108,923.	<b>28</b>	9,323,601.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds .....		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>31</b>	
	<b>32</b> Total net assets or fund balances .....	9,358,216.	<b>32</b>	22,067,451.
	<b>33</b> Total liabilities and net assets/fund balances .....	11,295,496.	<b>33</b>	23,937,460.

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	21,598,428.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,894,304.
3	Revenue less expenses. Subtract line 2 from line 1	3	12,704,124.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	9,358,216.
5	Net unrealized gains (losses) on investments	5	5,111.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	22,067,451.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990:  Cash  Accrual  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:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b 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:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c 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 on Schedule O.
- 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? .....
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits .....

	Yes	No
1		
2a		X
b	X	
c	X	
3a		X
3b		

Form 990 (2019)



**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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....		3574782.	5285624.	7933743.	20471188.	37265337.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....		3574782.	5285624.	7933743.	20471188.	37265337.
<b>5</b> 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) .....						6614999.
<b>6 Public support.</b> Subtract line 5 from line 4.						30650338.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>7</b> Amounts from line 4 .....		3574782.	5285624.	7933743.	20471188.	37265337.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....			1,072.	40,260.	96,417.	137,749.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....					47,353.	47,353.
<b>11 Total support.</b> Add lines 7 through 10						37450439.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	1,298,347.
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input checked="" type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	%
<b>15</b> Public support percentage from 2018 Schedule A, Part II, line 14 .....	<b>15</b>	%
<b>16a 33 1/3% support test - 2019.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2018.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2019.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2018.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> 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 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2018 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2018 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2019.** 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 - 2018.** 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

**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		



**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions.	
<b>7 Total annual distributions.</b> Add lines 1 through 6.	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	
<b>9</b> Distributable amount for 2019 from Section C, line 6	
<b>10</b> Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
<b>1</b> Distributable amount for 2019 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in <b>Part VI</b> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2019			
<b>a</b> From 2014			
<b>b</b> From 2015			
<b>c</b> From 2016			
<b>d</b> From 2017			
<b>e</b> From 2018			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2019 distributable amount			
<b>i</b> Carryover from 2014 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2019 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2019 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4.			
<b>5</b> Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>6</b> Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>7 Excess distributions carryover to 2020.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2015			
<b>b</b> Excess from 2016			
<b>c</b> Excess from 2017			
<b>d</b> Excess from 2018			
<b>e</b> Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

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

OMB No. 1545-0047

2019

Name of the organization

THE GOOD FOOD INSTITUTE, INC

Employer identification number

81-0840578

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 501(c)( 3 ) (enter number) organization

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

[ ] 527 political organization

Form 990-PF

[ ] 501(c)(3) exempt private foundation

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

[ ] 501(c)(3) taxable private foundation

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

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

General Rule

[ ] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

[X] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

[ ] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ... \$

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

Name of organization  <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number  <b>81-0840578</b>
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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
<u>1</u>	 <hr/> <hr/> <hr/>	\$ <u>1,209,044.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>3,777,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>1,500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>1,432,231.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>750,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>4,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number  <b>81-0840578</b>
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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
7	<hr/> <hr/> <hr/>	\$ <u>466,462.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ <u>963,133.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE GOOD FOOD INSTITUTE, INC</b>	<b>Employer identification number</b>  <b>81-0840578</b>
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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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	



Name of organization  <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number  <b>81-0840578</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2019**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**For Organizations Exempt From Income Tax Under section 501(c) and section 527**  
▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

**If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number <b>81-0840578</b>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

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

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.** **Schedule C (Form 990 or 990-EZ) 2019**

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	9,635.													
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	237,710.													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....	247,345.													
<b>d</b>	Other exempt purpose expenditures .....	6,717,967.													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....	6,965,312.													
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	498,266.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....	124,567.													
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.													
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....	0.													
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) Total
<b>2a</b> Lobbying nontaxable amount				498,266.	498,266.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					747,399.
<b>c</b> Total lobbying expenditures				247,345.	247,345.
<b>d</b> Grassroots nontaxable amount				124,567.	124,567.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					186,851.
<b>f</b> Grassroots lobbying expenditures				9,635.	9,635.

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

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

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

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

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

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2019**  
**Open to Public Inspection**

**Name of the organization** THE GOOD FOOD INSTITUTE, INC **Employer identification number** 81-0840578

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (for example, recreation or education)  Preservation of a historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register .....	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

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

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

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**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 make 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 program
  - 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" on 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, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" on 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 Term endowment \_\_\_\_\_%
- The percentages on 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" on line 3a(ii), are the related organizations listed as required on Schedule R? <input type="checkbox"/> | 3b     |    |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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				
b Buildings				
c Leasehold improvements				
d Equipment		4,768.	4,768.	0.
e Other				

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 0.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely held equity interests .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

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

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

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

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

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

**Part XIII Supplemental Information.**

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:**

THE GOOD FOOD INSTITUTE, INC. REQUIRES THAT A TAX POSITION BE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE-LIKELY-THAN-NOT" THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. GFI DOES NOT BELIEVE ITS CONSOLIDATED FINANCIAL STATEMENTS INCLUDE, OR REFLECT, ANY UNCERTAIN TAX POSITIONS.



**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number <b>81-0840578</b>
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**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  **Yes**  **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
EAST ASIA & THE PACIFIC	0	2	OTHER	HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO	536,289.
SOUTH AMERICA	0	6	OTHER	HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO	267,310.
SOUTH ASIA	0	8	OTHER	HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO	293,307.
MIDDLE EAST & NORTH AFRICA	0	4	OTHER	HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO	108,544.
EUROPE	0	2	OTHER	HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO	127,581.
EUROPE	0	0	GRANTS	ADVANCING THE PRODUCTION OF CLEAN BEEF TOWARD COMMERCIALIZATION; FERMENTATION OF OAT	805,440.
NORTH AMERICA	0	0	GRANTS	ADDRESSING A MAJOR COST DRIVER IN THE COMMERCIALIZATION OF CLEAN MEAT - DISCOVERY	249,700.
EAST ASIA & THE PACIFIC	0	0	GRANTS	IDENTIFICATION AND COMPARISON OF BEANY OFF-FLAVOR IN PEA BEAN PROTEINS AND GOOD FOOD	234,514.
<b>3 a Subtotal</b> .....	0	22			2,622,685.
<b>b Total from continuation sheets to Part I</b> .....	0	0			21,464.
<b>c Totals</b> (add lines 3a and 3b) .....	0	22			2,644,149.

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Schedule F (Form 990) 2019

SEE PART V FOR COLUMN (E) DESCRIPTIONS

**Part I** Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
SOUTH ASIA	0	0	GRANTS	FUTURE OF PROTEIN SUMMIT	21,464.
<b>Totals</b> .....					21,464.

**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE	LIFECYCLE ANALYSIS OF CLEAN AND CONVENTIONAL MEAT; TECHNO-ECONOMIC	62,453.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EUROPE	ADVANCING THE PRODUCTION OF CLEAN BEEF TOWARD COMMERCIALISATION	210,088.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EUROPE	FERMENTATION OF OAT PROTEIN FOR APPLICATION IN EXTRUDED MEAT ANALOGS	242,899.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EUROPE	CREATING A CLEAN MEAT CELL LINE REPOSITORY	250,000.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EUROPE	MONITORING CELL CULTURE PARAMETERS USING SENSORS FOR BIOMASS AND NUTRIENTS	40,000.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		NORTH AMERICA	ADDRESSING A MAJOR COST DRIVER IN THE COMMERCIALIZATION OF CLEAN MEAT -	249,700.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EAST ASIA & THE PACIFIC	IDENTIFICATION AND COMPARISON OF BEANY OFF-FLAVOR IN PEA BEAN PROTEINS	24,992.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EAST ASIA & THE PACIFIC	GOOD FOOD BOOT CAMP	183,522.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ..... **13**

3 Enter total number of other organizations or entities ..... **0**

SEE PART V FOR COLUMN (D) DESCRIPTIONS

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA	FUTURE OF PROTEIN SUMMIT	21,464.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EAST ASIA & THE PACIFIC	OUTREACH	26,000.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EAST ASIA & THE PACIFIC	FUND APAC AFFILIATE	101,669.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		EUROPE	FUND EUROPE/BELGIUM AFFILIATE	16,164.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE
		SOUTH AMERICA	FUND BRASIL AFFILIATE	117,650.	WIRE TRANSFER	0.	N/A	FAIR MARKET VALUE



Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* .....  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see Instructions for Form 5471)* .....  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* .....  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* .....  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* .....  Yes  No

Schedule F (Form 990) 2019

**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

**PART I, LINE 2:**

EACH GRANTEE SUBMITS A BUDGET PROPOSAL AND ONCE AN AGREED UPON BUDGET IS REACHED, GFI SENDS THE GRANTEE A LETTER STATING THE AMOUNT OF FUNDS TO BE DISBURSED AND A DESCRIPTION OF THE USE OF THE FUNDS. AT THE COMPLETION OF THE AWARD PERIOD, THE GRANTEE SUBMITS A FINAL REPORT THAT CONTAINS A SUMMARY OF THE USE OF FUNDS.

**PART I, LINE 3, COLUMN (E):**

REGION: EAST ASIA & THE PACIFIC

(E) SPECIFIC TYPES OF SERVICES IN REGION: HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO CREATE A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM

REGION: SOUTH AMERICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO CREATE A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM

REGION: SOUTH ASIA

(E) SPECIFIC TYPES OF SERVICES IN REGION: HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO CREATE A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM

REGION: MIDDLE EAST & NORTH AFRICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO CREATE A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM

**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

REGION: EUROPE

(E) SPECIFIC TYPES OF SERVICES IN REGION: HARNESS THE POWER OF FOOD INNOVATION AND MARKETS TO ACCELERATE ALTERNATIVE PROTEINS TO CREATE A SUSTAINABLE, HEALTHY, AND JUST FOOD SYSTEM

REGION: EUROPE

(E) SPECIFIC TYPES OF SERVICES IN REGION: ADVANCING THE PRODUCTION OF CLEAN BEEF TOWARD COMMERCIALIZATION; FERMENTATION OF OAT PROTEIN FOR APPLICATION IN EXTRUDED MEAT ANALOGS; CERATING A CLEAN MEAT CELL LINE REPOSITORY; MONITORING CELL CULTURE PARAMETERS USING SENSORS FOR BIOMASS AND NUTRIENTS/METABOLITES IN MEDIA

REGION: NORTH AMERICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: ADDRESSING A MAJOR COST DRIVER IN THE COMMERCIALIZATION OF CLEAN MEAT - DISCOVERY AND ENGINEERING OF SYNTHETIC GROWTH FACTORS

REGION: EAST ASIA & THE PACIFIC

(E) SPECIFIC TYPES OF SERVICES IN REGION: IDENTIFICATION AND COMPARISON OF BEANY OFF-FLAVOR IN PEA BEAN PROTEINS AND GOOD FOOD BOOT CAMP; OUTREACH

PART II, COLUMN (D):

REGION: EUROPE

(D) PURPOSE OF GRANT: LIFECYCLE ANALYSIS OF CLEAN AND CONVENTIONAL MEAT; TECHNO-ECONOMIC ASSESSMENT OF COST OF GOOD SOLD FOR CELL-BASED MEAT



**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

REGION: EUROPE

(D) PURPOSE OF GRANT: MONITORING CELL CULTURE PARAMETERS USING SENSORS FOR BIOMASS AND NUTRIENTS / METABOLITES IN MEDIA

REGION: NORTH AMERICA

(D) PURPOSE OF GRANT: ADDRESSING A MAJOR COST DRIVER IN THE COMMERCIALIZATION OF CLEAN MEAT - DISCOVERY AND ENGINEERING OF SYNTHETIC GROWTH FACTORS

PART II, LINE 1 (ACCOUNTING METHOD):

THE ORGANIZATION USES THE ACCRUAL METHOD OF ACCOUNTING TO ACCOUNT OF CASH GRANTS.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

Name of the organization **THE GOOD FOOD INSTITUTE, INC** Employer identification number **81-0840578**

**Part I General Information on Grants and Assistance**

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

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

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section (if applicable)	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of noncash assistance	<b>(h)</b> Purpose of grant or assistance
TROPIC LLC 626 BANCROFT WAY SUITE A BERKELEY, CA 94710	82-2961054		150,000.	0.	N/A	N/A	RESEARCH

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ▶ **0.**

**3** Enter total number of other organizations listed in the line 1 table ..... ▶ **1.**

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

Schedule I (Form 990) (2019)

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

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

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

EACH GRANTEE SUBMITS A BUDGET PROPOSAL AND ONCE AN AGREED UPON BUDGET IS REACHED, GFI SENDS THE GRANTEE A LETTER STATING THE AMOUNT OF FUNDS TO BE DISBURSED AND A DESCRIPTION OF THE USE OF THE FUNDS. AT THE COMPLETION OF THE AWARD PERIOD, THE GRANTEE SUBMITS A FINAL REPORT THAT CONTAINS A SUMMARY OF THE USE OF FUNDS.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2019**

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.
- ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Name of the organization **THE GOOD FOOD INSTITUTE, INC** Employer identification number **81-0840578**

**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	7	25,944.	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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (DONATED FOOD)	X	10	27,383.	RETAIL VALUE
26 Other (GIFT CARDS)	X	1	100.	RETAIL VALUE
27 Other ( )				
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** **0**

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

Schedule M (Form 990) 2019

**Part II** **Supplemental Information.** 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.

SCHEDULE M, PART I, COLUMN (B):

COLUMN (B) REPORTS THE NUMBER OF CONTRIBUTIONS.

Multiple horizontal lines for data entry.

**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.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2019**

Open to Public  
Inspection

Name of the organization

THE GOOD FOOD INSTITUTE, INC

Employer identification number

81-0840578

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

EGG PROTEINS); AND PRODUCTS PRODUCED VIA FERMENTATION (COLLECTIVELY,  
"ALTERNATIVE PROTEINS").

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

COMMERCIALIZATION OF ALTERNATIVE PROTEINS.

3. INSPIRING AND SUPPORTING THE NEXT GENERATION OF INNOVATORS IN THE  
ALTERNATIVE PROTEIN INDUSTRY.

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

POLICY - GFI'S POLICY DEPARTMENT IS FOCUSED ON REMOVING HURDLES TO  
ALTERNATIVE PROTEINS AND LEVERAGING GOVERNMENT RESOURCES TO ACCELERATE  
PROGRESS. THE POLICY TEAM DIRECTS TWO PRIMARY INITIATIVES: EDUCATING  
PUBLIC INSTITUTIONS, AND ENGAGING WITH NONPROFIT ORGANIZATIONS TO  
SUPPORT POLICY OBJECTIVES. THE POLICY DEPARTMENT ALSO USES IMPACT  
LITIGATION AS A STRATEGIC TOOL WHERE WARRANTED.

EXPENSES \$ 794,169. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

CORPORATE ENGAGEMENT - CORPORATE ENGAGEMENT IS THE DEPARTMENT AT THE  
INTERSECTION OF SUPPLY AND DEMAND WITHIN THE ALTERNATIVE PROTEIN  
SECTOR. CORPORATE ENGAGEMENT ENSURES THAT THE MARKET PROVIDES  
ALTERNATIVE PROTEINS THAT ARE TASTY, COMPETITIVELY PRICED, AND EASILY  
FOUND AT RETAIL AND IN FOODSERVICE. WORKING WITH COMPANIES AT ALL  
STAGES OF THE PRODUCTION PROCESS, FROM ENTREPRENEURS WITH JUST AN IDEA,  
TO MULTINATIONAL CONSUMER PACKAGED GOODS (CPG) COMPANIES, ENABLES

CORPORATE ENGAGEMENT TO VIEW THE WHOLE GLOBAL ECOSYSTEM TO IDENTIFY

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

Schedule O (Form 990 or 990-EZ) (2019)

932211 09-06-19

Name of the organization THE GOOD FOOD INSTITUTE, INC	Employer identification number 81-0840578
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AREAS OF OPPORTUNITY AND GROWTH. ADDITIONALLY, CORPORATE ENGAGEMENT PROMOTES EXISTING PLANT-BASED PRODUCTS AND THE CONCEPT OF CULTIVATED PRODUCTS TO RESTAURANTS, RETAILERS, AND FOODSERVICE COMPANIES TO INCREASE THEIR AVAILABILITY ON MENUS, ON SHELVES, AND IN CAFETERIAS.

CORPORATE ENGAGEMENT USES CONSUMER AND MARKET RESEARCH TO HELP COMPANIES MAKE AND MARKET PRODUCTS THAT WILL BE MOST APPEALING TO THE MAJORITY OF CONSUMERS. THE CROSS-FUNCTIONAL SUSTAINABLE SEAFOOD INITIATIVE ADVANCES THE MISSION OF HEALTHY, SUSTAINABLE, AND JUST SEAFOOD FOR A GROWING POPULATION.

EXPENSES \$ 715,379. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

INNOVATION - IN THE THIRD QUARTER OF 2019, GFI'S INNOVATION DEPARTMENT WAS RESTRUCTURED INTO THE CORPORATE ENGAGEMENT AND SCITECH DEPARTMENTS. PRIOR TO THE RESTRUCTURING, INNOVATION WAS FOCUSED ON RECRUITING AND SUPPORTING ENTREPRENEURS IN CREATING THEIR OWN COMPANIES IN THE ALTERNATIVE PROTEIN SECTOR AND HELPING EXISTING COMPANIES APPEAL TO MORE CONSUMERS AND BECOME MORE SUCCESSFUL, THEREBY GENERATING DIRECT COMPETITION WITH INDUSTRIALLY PRODUCED MEAT.

EXPENSES \$ 315,590. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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

SUBSTANTIVE SECTIONS OF THE FORM 990 ARE REVIEWED BY THE EXECUTIVE DIRECTOR, AND GENERAL COUNSEL AND DIRECTOR OF ADMINISTRATION, AS WELL AS OTHER KEY PERSONNEL. ADDITIONALLY, THE BOARD OF DIRECTORS WERE PROVIDED AN ELECTRONIC COPY OF THE FORM 990 (WITH SOME DONOR INFORMATION REDACTED) PRIOR TO SUBMITTING IT TO THE IRS

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

Name of the organization THE GOOD FOOD INSTITUTE, INC	Employer identification number 81-0840578
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IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF THE FINANCIAL INTEREST AND BE GIVEN THE OPPORTUNITY TO DISCLOSE ALL MATERIAL FACTS TO THE DIRECTORS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT AT THE TIME OF HIRE AND ANY TIME A POTENTIAL CONFLICT ARISES. THE EMPLOYEE MUST DISCLOSE THAT POTENTIAL CONFLICT TO HIS OR HER IMMEDIATE SUPERVISOR WHENEVER POSSIBLE, BEFORE ENGAGING IN ANY ACTIVITY, TRANSACTION OR RELATIONSHIP THAT MIGHT GIVE RISE TO A CONFLICT OF INTEREST, EMPLOYEES SHOULD CONSULT WITH THEIR IMMEDIATE SUPERVISOR(S) OR THE DIRECTOR OF OPERATIONS.

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

THE GFI COMPENSATION COMMITTEE, AN INDEPENDENT BODY, CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE EXECUTIVE DIRECTOR AND OTHER SENIOR LEADERSHIP. THE COMMITTEE EVALUATES THE REASONABLENESS OF COMPENSATION AS IT COMPARES TO REMUNERATION FOR SIMILARLY QUALIFIED INDIVIDUALS WITH COMPARABLE BACKGROUND, EXPERIENCE, EDUCATION, ETC. THIS IS ACCOMPLISHED BY REVIEWING SALARY AND BENEFITS DATA OF VARIOUS NONPROFIT ORGANIZATIONS, FOCUSING, WHEN POSSIBLE, ON THOSE WITH SIMILAR MISSIONS AND OF SIMILAR BUDGET SIZE. THE COMMITTEE USES A VARIETY OF SOURCES, INCLUDING SALARY AND BENEFIT SURVEYS PREPARED BY INDEPENDENT SOURCES, IRS 990'S POSTED ON WEBSITES THAT MONITOR/EVALUATE CHARITIES, ETC. THE COMMITTEE CONTEMPORANEOUSLY DOCUMENTS ITS REVIEW PROCEDURES AND PRESENTS THE FINDINGS TO THE BOARD OF DIRECTORS. THIS PROCESS WAS LAST COMPLETED IN 2019.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AR, CA, FL, GA, HI, IL, KS, KY, MA, MD, MI, MN, MS, NC, NH, NJ, NM, NY, OR, PA, RI, SC, TN, UT  
VA, WI, WV



Name of the organization THE GOOD FOOD INSTITUTE, INC	Employer identification number 81-0840578
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## FORM 990, PART VI, SECTION C, LINE 19:

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE ON REQUEST AS DETERMINED BY THE EXECUTIVE DIRECTOR.

## FORM 990, PAGE 7, PART VII, SECTION A

STEWART DAVID (BOARD MEMBER) AND SARAH DAVID (GENERAL COUNSEL AND DIRECTOR OF ADMINISTRATION) ARE NOT RELATED.

## FORM 990, PART IX, LINE 11G, OTHER FEES:

## CONSULTING/CONTRACTUAL:

PROGRAM SERVICE EXPENSES	92,367.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	11,300.
TOTAL EXPENSES	103,667.

## GRAPHIC &amp; WEB DESIGN VIDEO PRODUCTION AND WRITING/EDITING:

PROGRAM SERVICE EXPENSES	117,892.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	3,163.
TOTAL EXPENSES	121,055.

## MARKET RESEARCH:

PROGRAM SERVICE EXPENSES	30,899.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	30,899.

Name of the organization <b>THE GOOD FOOD INSTITUTE, INC</b>	Employer identification number <b>81-0840578</b>
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SOFTWARE AS SERVICE AND OTHER:

PROGRAM SERVICE EXPENSES	63,205.
MANAGEMENT AND GENERAL EXPENSES	19,629.
FUNDRAISING EXPENSES	221,233.
TOTAL EXPENSES	304,067.

INTERNATIONAL CONTRACTORS:

PROGRAM SERVICE EXPENSES	809,165.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	809,165.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 1,368,853.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public Inspection

Name of the organization **THE GOOD FOOD INSTITUTE, INC** Employer identification number **81-0840578**

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
THE GOOD FOOD INSTITUTE ASIA PACIFIC ROOM 503-9, YU TO SAN BLDG 37 QUEEN'S ROAD C HONG KONG, HONG KONG	FOOD INNOVATION	HONG KONG	0.	49,469.	THE GOOD FOOD INSTITUTE, INC.
ASSOCIACAO THE GOOD FOOD INST DO BRASIL AVENIDA PAULISTA 807 23 ANDAR CONJUNTO 2315 SAU PAULO, BRAZIL	FOOD INNOVATION	BRAZIL	0.	97,214.	THE GOOD FOOD INSTITUTE, INC.
THE GOOD FOOD INSTITUTE EUROPE ASBL DREVE DU PRESOIR 38 1190 FOREST, BELGIUM	FOOD INNOVATION	BELGIUM	0.	33,064.	THE GOOD FOOD INSTITUTE, INC.

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GOOD FOOD LEGISLATIVE FUND, INC. - 84-3138225, 2503 N. HARRISON ST., #19, ARLINGTON, VA 22207	WORK WITH LEGISLATORS TO TRANSFORM FOOD SYSTEMS AWAY FROM CONVENTIONAL	VIRGINIA	501(C)(4)				X

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

Schedule R (Form 990) 2019

SEE PART VII FOR CONTINUATIONS

**Part III Identification of Related Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
<b>a</b> Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity .....		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....		X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....		X
<b>d</b> Loans or loan guarantees to or for related organization(s) .....		X
<b>e</b> Loans or loan guarantees by related organization(s) .....		X
<b>f</b> Dividends from related organization(s) .....		X
<b>g</b> Sale of assets to related organization(s) .....		X
<b>h</b> Purchase of assets from related organization(s) .....		X
<b>i</b> Exchange of assets with related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....		X
<b>o</b> Sharing of paid employees with related organization(s) .....		X
<b>p</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....		X
<b>r</b> Other transfer of cash or property to related organization(s) .....		X
<b>s</b> Other transfer of cash or property from related organization(s) .....		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				



**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

**PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:**

**NAME OF RELATED ORGANIZATION:**

GOOD FOOD LEGISLATIVE FUND, INC.

**PRIMARY ACTIVITY: WORK WITH LEGISLATORS TO TRANSFORM FOOD SYSTEMS AWAY FROM CONVENTIONAL MEANS**

**Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs)**

▶ Go to [www.irs.gov/Form8858](http://www.irs.gov/Form8858) for instructions and the latest information.

Information furnished for the FDE's or FB's annual accounting period (see instructions)

beginning **AUG 22**, 20**19**, and ending **DEC 31**, 20**19**

Name of person filing this return  
**THE GOOD FOOD INSTITUTE, INC**

Filer's identifying number  
**81-0840578**

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)  
**2503D N HARRISON ST., NO. 19**

City or town, state, and ZIP code  
**ARLINGTON, VA 22207**

Filer's tax year beginning **JAN 1**, 20**19**, and ending **DEC 31**, 20**19**

**Important:** Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

Check here  FDE of a U.S. person  FDE of a controlled foreign corporation (CFC)  FDE of a controlled foreign partnership  
 FB of a U.S. person  FB of a CFC  FB of a controlled foreign partnership

Check here  Initial 8858  Final 8858

**1a** Name and address of FDE or FB  
**THE GOOD FOOD INSTITUTE EUROPE ASBL  
DREVE DU PRESOIR 38 1190  
BRUSSELS  
BELGIUM**

**b(1)** U.S. identifying number, if any

**b(2)** Reference ID number (see instructions)  
**840578**

**c** For FDE, country(ies) under whose laws organized and entity type under local tax law  
**BELGIUM NON-PROFIT CORPORAT**

**d** Date(s) of organization  
**08 22 19**

**e** Effective date as FDE  
**08/22/19**

**f** If benefits under a U.S. tax treaty were claimed with respect to income of the FDE or FB, enter the treaty and article number

**g** Country in which principal business activity is conducted  
**BELGIUM**

**h** Principal business activity  
**FOOD INNOVATI**

**i** Functional currency  
**E.U., EURO**

**2** Provide the following information for the FDE's or FB's accounting period stated above.

**a** Name, address, and identifying number of branch office or agent (if any) in the United States

**b** Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the FDE or FB, and the location of such books and records, if different  
**SARAH DAVID  
2503D N. HARRISON ST.  
ARLINGTON, VA 22207**

**3** For the **tax owner** of the FDE or FB (if different from the filer), provide the following (see instructions):

**a** Name and address

**b** Annual accounting period covered by the return (see instructions)

**c(1)** U.S. identifying number, if any

**c(2)** Reference ID number (see instructions)

**d** Country under whose laws organized

**e** Functional currency

**4** For the **direct owner** of the FDE or FB (if different from the tax owner), provide the following (see instructions):

**a** Name and address

**b** Country under whose laws organized

**c** U.S. identifying number, if any

**d** Functional currency

**5** Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the FDE or FB, and the chain of ownership between the FDE or FB and each entity in which the FDE or FB has a 10% or more direct or indirect interest. See instructions.



**Schedule C Income Statement** (see instructions)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for FDEs or FBs that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollar
1 Gross receipts or sales (net of returns and allowances)	44,305.	49,228.
2 Cost of goods sold		
3 Gross profit (subtract line 2 from line 1)	44,305.	49,228.
4 Dividends		
5 Interest		
6 Gross rents, royalties, and license fees		
7 Gross income from performance of services		
8 Foreign currency gain (loss)		
9 Other income		
10 Total income (add lines 3 through 9)	44,305.	49,228.
11 Total deductions (exclude income tax expense)	44,305.	49,228.
12 Income tax expense		
13 Other adjustments		
14 Net income (loss) per books		

**Schedule C-1 Section 987 Gain or Loss Information**

**Note:** See the instructions if there are multiple recipients of remittances from the FDE or FB.

	(a) Amount stated in functional currency of FDE or FB	(b) Amount stated in functional currency of recipient
1 Remittances from the FDE or FB		
2 Section 987 gain (loss) recognized by recipient		
3 Section 987 gain (loss) deferred under Regulations section 1.987-12T (attach statement)		
		Yes No
4 Were all remittances from the FDE or FB treated as made to the direct owner?		
5 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the FDE or FB during the tax year? If "Yes," attach a statement describing the method used prior to the change and new method of accounting		

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for FDEs or FBs that use DASTM.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash and other current assets	0.	33,064.
2	Other assets		
3	Total assets		33,064.
Liabilities and Owner's Equity			
4	Liabilities	0.	33,064.
5	Owner's equity	0.	0.
6	Total liabilities and owner's equity		33,064.

**Schedule G Other Information**

	Yes	No
1 During the tax year, did the FDE or FB own an interest in any trust?		X
2 During the tax year, did the FDE or FB own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3 Answer the following question only if the FDE made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the FDE as a result of the election?		X
4 During the tax year, did the FDE or FB pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
5 During the tax year, did the FDE or FB pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X

**Schedule G** Other Information (continued)

	Yes	No
<b>6a</b> During the tax year, did the FDE or FB receive, or accrue the receipt of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) from a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 6b and 6c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>7a</b> During the tax year, did the FDE or FB pay, or accrue the payment of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) to a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 7b and 7c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>8</b> Is the FDE or FB a qualified business unit as defined in section 989(a)? .....	X	
<b>9</b> Answer the following question only if the tax owner of the FDE or FB is a CFC: Were there any intracompany transactions between the FDE or FB and the CFC or any other branch of the CFC during the tax year, in which the FDE or FB acted as a manufacturing, selling, or purchasing branch? .....		
<b>10a</b> Answer the remaining questions in Schedule G only if the tax owner of the FB or the interest in the FDE is a U.S. corporation: If the FB or the interest in the FDE is a separate unit under Regulations section 1.1503(d)-1(b)(4), and is not part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? .....		N/A
<b>b</b> If "Yes," enter the amount of the dual consolidated loss ..... ► \$ ( _____ )		
<b>11a</b> If the FB or the interest in the FDE is a separate unit and part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the combined separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? If "Yes," complete lines 11b and 11c .....		
<b>b</b> Enter the amount of the dual consolidated loss for the combined separate unit ..... ► \$ ( _____ )		
<b>c</b> Enter the net income (loss) attributed to the individual FB or the individual interest in the FDE as determined under Regulations section 1.1503(d)-5(c)(4)(ii)(A) ..... ► \$ _____		
<b>12a</b> Was any portion of the dual consolidated loss in line 10b or 11b taken into account in computing U.S. taxable income for the year? If "Yes," go to line 12b. If "No," go to line 13 .....		
<b>b</b> Was this a permitted domestic use of the dual consolidated loss under Regulations section 1.1503(d)-6? If "Yes," see the instructions and go to line 12c. If "No," go to line 12d .....		
<b>c</b> If "Yes," is the documentation that is required for the permitted domestic use under Regulations section 1.1503(d)-6 attached to the return? After answering this question, go to line 13a .....		
<b>d</b> If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Regulations section 1.1503(d)-4? If "Yes," go to line 12e .....		
<b>e</b> Enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ..... ► \$ _____ See Instructions.		
<b>13a</b> During the tax year, did any triggering event(s) occur under Regulations section 1.1503(d)-6(e) requiring recapture of any dual consolidated loss(es) attributable to the FB or interest in the FDE, individually or as part of a combined separate unit, in any prior tax years? .....		
<b>b</b> If "Yes," enter the total amount of recapture ..... ► \$ _____ See Instructions.		

**Schedule H** Current Earnings and Profits or Taxable Income (see instructions)

**Important:** Enter the amounts on lines 1 through 6 in functional currency.

1	Current year net income (loss) per foreign books of account .....	1	
2	Total net additions .....	2	
3	Total net subtractions .....	3	
4	Current earnings and profits (or taxable income-see instructions) (line 1 plus line 2 minus line 3) .....	4	
5	DASTM gain (loss) (if applicable) .....	5	0.
6	Combine lines 4 and 5 .....	6	
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) .....	7	
8	Enter exchange rate used for line 7 ▶		

**Schedule I** Transferred Loss Amount (see instructions)

**Important:** See instructions for who has to complete this section.

	Yes	No
1 Were any assets of an FB (including an FB that is an FDE) transferred to a foreign corporation? If "No," stop here. If "Yes," go to line 2 .....		
2 Was the transferor a domestic corporation that transferred substantially all of the assets of an FB (including an FB that is an FDE) to a specified 10%-owned foreign corporation? If "No," stop here. If "Yes," go to line 3 .....		
3 Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? If "No," stop here. If "Yes," go to line 4 .....		
4 Enter the transferred loss amount included in gross income as required under section 91. See instructions .....		

**Schedule J** Income Taxes Paid or Accrued (see instructions)

(a) Country or Possession	Foreign Income Taxes			Foreign Tax Credit Separate Categories			
	(b) Foreign Currency	(c) Conversion Rate	(d) U.S. Dollar	(e) Foreign Branch	(f) Passive	(g) General	(h) Other
<b>Totals</b>							

**Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs)**

▶ Go to [www.irs.gov/Form8858](http://www.irs.gov/Form8858) for instructions and the latest information.

Information furnished for the FDE's or FB's annual accounting period (see instructions)

beginning **FEB 7**, 20**19**, and ending **DEC 31**, 20**19**

Name of person filing this return **THE GOOD FOOD INSTITUTE, INC** Filer's identifying number **81-0840578**

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)  
**2503D N HARRISON ST., NO. 19**

City or town, state, and ZIP code  
**ARLINGTON, VA 22207**

Filer's tax year beginning **JAN 1**, 20**19**, and ending **DEC 31**, 20**19**

**Important:** Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

Check here  FDE of a U.S. person  FDE of a controlled foreign corporation (CFC)  FDE of a controlled foreign partnership  
 FB of a U.S. person  FB of a CFC  FB of a controlled foreign partnership

Check here  Initial 8858  Final 8858

**1a** Name and address of FDE or FB  
**ASSOCIACAO THE GOOD FOOD INST DO BR**  
**AVENIDA PAULISTA 807 23 CONJUNTO 23**  
**SAO PAULO**  
**BRAZIL 01311915**

**b(1)** U.S. identifying number, if any

**b(2)** Reference ID number (see instructions)  
**840579**

**c** For FDE, country(ies) under whose laws organized and entity type under local tax law  
**BRAZIL NON-PROFIT ASSOCIAT**

**d** Date(s) of organization **02 07 19**

**e** Effective date as FDE  
**02/07/19**

**f** If benefits under a U.S. tax treaty were claimed with respect to income of the FDE or FB, enter the treaty and article number

**g** Country in which principal business activity is conducted  
**BRAZIL**

**h** Principal business activity  
**FOOD INNOVATI**

**i** Functional currency  
**BRAZIL, REAL**

**2** Provide the following information for the FDE's or FB's accounting period stated above.

**a** Name, address, and identifying number of branch office or agent (if any) in the United States

**b** Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the FDE or FB, and the location of such books and records, if different  
**SARAH DAVID**  
**2503D N. HARRISON ST.**  
**ARLINGTON, VA 22207**

**3** For the **tax owner** of the FDE or FB (if different from the filer), provide the following (see instructions):

**a** Name and address

**b** Annual accounting period covered by the return (see instructions)

**c(1)** U.S. identifying number, if any

**c(2)** Reference ID number (see instructions)

**d** Country under whose laws organized

**e** Functional currency

**4** For the **direct owner** of the FDE or FB (if different from the tax owner), provide the following (see instructions):

**a** Name and address

**b** Country under whose laws organized

**c** U.S. identifying number, if any

**d** Functional currency

**5** Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the FDE or FB, and the chain of ownership between the FDE or FB and each entity in which the FDE or FB has a 10% or more direct or indirect interest. See instructions.

**Schedule C Income Statement** (see instructions)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for FDEs or FBs that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollar
1 Gross receipts or sales (net of returns and allowances)	1 837,672.	208,376.
2 Cost of goods sold	2	
3 Gross profit (subtract line 2 from line 1)	3 837,672.	208,376.
4 Dividends	4	
5 Interest	5	
6 Gross rents, royalties, and license fees	6	
7 Gross income from performance of services	7	
8 Foreign currency gain (loss)	8	
9 Other income	9	
10 Total income (add lines 3 through 9)	10 837,672.	208,376.
11 Total deductions (exclude income tax expense)	11 837,672.	208,376.
12 Income tax expense	12	
13 Other adjustments	13	
14 Net income (loss) per books	14	

**Schedule C-1 Section 987 Gain or Loss Information**

	(a) Amount stated in functional currency of FDE or FB	(b) Amount stated in functional currency of recipient
<b>Note:</b> See the instructions if there are multiple recipients of remittances from the FDE or FB.		
1 Remittances from the FDE or FB	1	
2 Section 987 gain (loss) recognized by recipient	2	
3 Section 987 gain (loss) deferred under Regulations section 1.987-12T (attach statement)	3	
4 Were all remittances from the FDE or FB treated as made to the direct owner?		Yes No
5 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the FDE or FB during the tax year? If "Yes," attach a statement describing the method used prior to the change and new method of accounting		

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for FDEs or FBs that use DASTM.

	(a) Beginning of annual accounting period	(b) End of annual accounting period
<b>Assets</b>		
1 Cash and other current assets	1 0.	97,214.
2 Other assets	2	
3 Total assets	3	97,214.
<b>Liabilities and Owner's Equity</b>		
4 Liabilities	4 0.	97,214.
5 Owner's equity	5 0.	0.
6 Total liabilities and owner's equity	6	97,214.

**Schedule G Other Information**

	Yes	No
1 During the tax year, did the FDE or FB own an interest in any trust?		X
2 During the tax year, did the FDE or FB own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3 Answer the following question only if the FDE made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the FDE as a result of the election?		X
4 During the tax year, did the FDE or FB pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
5 During the tax year, did the FDE or FB pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X

**Schedule G** Other Information (continued)

	Yes	No
<b>6a</b> During the tax year, did the FDE or FB receive, or accrue the receipt of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) from a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 6b and 6c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>7a</b> During the tax year, did the FDE or FB pay, or accrue the payment of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) to a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 7b and 7c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>8</b> Is the FDE or FB a qualified business unit as defined in section 989(a)? .....	X	
<b>9</b> Answer the following question only if the tax owner of the FDE or FB is a CFC: Were there any intracompany transactions between the FDE or FB and the CFC or any other branch of the CFC during the tax year, in which the FDE or FB acted as a manufacturing, selling, or purchasing branch? .....		
<b>10a</b> Answer the remaining questions in Schedule G only if the tax owner of the FB or the interest in the FDE is a U.S. corporation: If the FB or the interest in the FDE is a separate unit under Regulations section 1.1503(d)-1(b)(4), and is not part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? .....		N/A
<b>b</b> If "Yes," enter the amount of the dual consolidated loss ..... ▶ \$ ( _____ )		
<b>11a</b> If the FB or the interest in the FDE is a separate unit and part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the combined separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? If "Yes," complete lines 11b and 11c .....		
<b>b</b> Enter the amount of the dual consolidated loss for the combined separate unit ..... ▶ \$ ( _____ )		
<b>c</b> Enter the net income (loss) attributed to the individual FB or the individual interest in the FDE as determined under Regulations section 1.1503(d)-5(c)(4)(ii)(A) ..... ▶ \$ _____		
<b>12a</b> Was any portion of the dual consolidated loss in line 10b or 11b taken into account in computing U.S. taxable income for the year? If "Yes," go to line 12b. If "No," go to line 13 .....		
<b>b</b> Was this a permitted domestic use of the dual consolidated loss under Regulations section 1.1503(d)-6? If "Yes," see the instructions and go to line 12c. If "No," go to line 12d .....		
<b>c</b> If "Yes," is the documentation that is required for the permitted domestic use under Regulations section 1.1503(d)-6 attached to the return? After answering this question, go to line 13a .....		
<b>d</b> If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Regulations section 1.1503(d)-4? If "Yes," go to line 12e .....		
<b>e</b> Enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ..... ▶ \$ _____ See Instructions.		
<b>13a</b> During the tax year, did any triggering event(s) occur under Regulations section 1.1503(d)-6(e) requiring recapture of any dual consolidated loss(es) attributable to the FB or interest in the FDE, individually or as part of a combined separate unit, in any prior tax years? .....		
<b>b</b> If "Yes," enter the total amount of recapture ..... ▶ \$ _____ See Instructions.		

**Schedule H** Current Earnings and Profits or Taxable Income (see instructions)

**Important:** Enter the amounts on lines 1 through 6 in functional currency.

1	Current year net income (loss) per foreign books of account .....	1	
2	Total net additions .....	2	
3	Total net subtractions .....	3	
4	Current earnings and profits (or taxable income-see instructions) (line 1 plus line 2 minus line 3) .....	4	
5	DASTM gain (loss) (if applicable) .....	5	
6	Combine lines 4 and 5 .....	6	
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) .....	7	
8	Enter exchange rate used for line 7 ▶		

**Schedule I** Transferred Loss Amount (see instructions)

**Important:** See instructions for who has to complete this section.

	Yes	No
1 Were any assets of an FB (including an FB that is an FDE) transferred to a foreign corporation? If "No," stop here. If "Yes," go to line 2 .....		
2 Was the transferor a domestic corporation that transferred substantially all of the assets of an FB (including an FB that is an FDE) to a specified 10%-owned foreign corporation? If "No," stop here. If "Yes," go to line 3 .....		
3 Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? If "No," stop here. If "Yes," go to line 4 .....		
4 Enter the transferred loss amount included in gross income as required under section 91. See instructions .....		

**Schedule J** Income Taxes Paid or Accrued (see instructions)

(a) Country or Possession	Foreign Income Taxes			Foreign Tax Credit Separate Categories			
	(b) Foreign Currency	(c) Conversion Rate	(d) U.S. Dollar	(e) Foreign Branch	(f) Passive	(g) General	(h) Other
<b>Totals</b>							

Name of person filing this return **THE GOOD FOOD INSTITUTE, INC** Filer's identifying number **81-0840578**

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)  
**2503D N HARRISON ST., NO. 19**

City or town, state, and ZIP code  
**ARLINGTON, VA 22207**

Filer's tax year beginning **JAN 1**, 20**19**, and ending **DEC 31**, 20**19**

**Important:** Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

Check here  FDE of a U.S. person  FDE of a controlled foreign corporation (CFC)  FDE of a controlled foreign partnership  
 FB of a U.S. person  FB of a CFC  FB of a controlled foreign partnership

Check here  Initial 8858  Final 8858

<b>1a</b> Name and address of FDE or FB <b>THE GOOD FOOD INSTITUTE ASIA PACIFI ROOM 503-9 YU TO SAN BLDG 37 QUEEN' HONG KONG HONG KONG</b>		<b>b(1)</b> U.S. identifying number, if any	
		<b>b(2)</b> Reference ID number (see instructions) <b>840580</b>	
<b>c</b> For FDE, country(ies) under whose laws organized and entity type under local tax law <b>HONG KONG NON-PROFIT COMPANY</b>		<b>d</b> Date(s) of organization <b>10 01 19</b>	<b>e</b> Effective date as FDE <b>10/01/19</b>
<b>f</b> If benefits under a U.S. tax treaty were claimed with respect to income of the FDE or FB, enter the treaty and article number	<b>g</b> Country in which principal business activity is conducted <b>HONG KONG</b>	<b>h</b> Principal business activity <b>FOOD INNOVATI</b>	<b>i</b> Functional currency <b>HONG KONG, DOLLAR</b>

**2** Provide the following information for the FDE's or FB's accounting period stated above.

<b>a</b> Name, address, and identifying number of branch office or agent (if any) in the United States	<b>b</b> Name and address (including corporate department, if applicable) of person(s) with custody of the books and records of the FDE or FB, and the location of such books and records, if different <b>SARAH DAVID 2503D N. HARRISON ST. ARLINGTON, VA 22207</b>
--	---

**3** For the **tax owner** of the FDE or FB (if different from the filer), provide the following (see instructions):

<b>a</b> Name and address	<b>b</b> Annual accounting period covered by the return (see instructions)	
	<b>c(1)</b> U.S. identifying number, if any	
	<b>c(2)</b> Reference ID number (see instructions)	
	<b>d</b> Country under whose laws organized	<b>e</b> Functional currency

**4** For the **direct owner** of the FDE or FB (if different from the tax owner), provide the following (see instructions):

<b>a</b> Name and address	<b>b</b> Country under whose laws organized	
	<b>c</b> U.S. identifying number, if any	<b>d</b> Functional currency

**5** Attach an organizational chart that identifies the name, placement, percentage of ownership, tax classification, and country of organization of all entities in the chain of ownership between the tax owner and the FDE or FB, and the chain of ownership between the FDE or FB and each entity in which the FDE or FB has a 10% or more direct or indirect interest. See instructions.



**Schedule C Income Statement** (see instructions)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules or the average exchange rate determined under section 989(b)). If the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for FDEs or FBs that use DASTM.

If you are using the average exchange rate (determined under section 989(b)), check the following box

	Functional Currency	U.S. Dollar
1 Gross receipts or sales (net of returns and allowances)	1 1,041,772.	133,732.
2 Cost of goods sold	2	
3 Gross profit (subtract line 2 from line 1)	3 1,041,772.	133,732.
4 Dividends	4	
5 Interest	5	
6 Gross rents, royalties, and license fees	6	
7 Gross income from performance of services	7	
8 Foreign currency gain (loss)	8	
9 Other income	9	
10 Total income (add lines 3 through 9)	10 1,041,772.	133,732.
11 Total deductions (exclude income tax expense)	11 1,041,772.	133,732.
12 Income tax expense	12	
13 Other adjustments	13	
14 Net income (loss) per books	14	

**Schedule C-1 Section 987 Gain or Loss Information**

	(a) Amount stated in functional currency of FDE or FB	(b) Amount stated in functional currency of recipient
<b>Note:</b> See the instructions if there are multiple recipients of remittances from the FDE or FB.		
1 Remittances from the FDE or FB	1	
2 Section 987 gain (loss) recognized by recipient	2	
3 Section 987 gain (loss) deferred under Regulations section 1.987-12T (attach statement)	3	
4 Were all remittances from the FDE or FB treated as made to the direct owner?		Yes No
5 Did the tax owner change its method of accounting for section 987 gain or loss with respect to remittances from the FDE or FB during the tax year? If "Yes," attach a statement describing the method used prior to the change and new method of accounting		

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars computed in functional currency and translated into U.S. dollars in accordance with U.S. GAAP. See instructions for an exception for FDEs or FBs that use DASTM.

	(a) Beginning of annual accounting period	(b) End of annual accounting period
<b>Assets</b>		
1 Cash and other current assets	1 0.	49,469.
2 Other assets	2	
3 Total assets	3	49,469.
<b>Liabilities and Owner's Equity</b>		
4 Liabilities	4 0.	49,469.
5 Owner's equity	5 0.	0.
6 Total liabilities and owner's equity	6	49,469.

**Schedule G Other Information**

	Yes	No
1 During the tax year, did the FDE or FB own an interest in any trust?		X
2 During the tax year, did the FDE or FB own at least a 10% interest, directly or indirectly, in any foreign partnership?		X
3 Answer the following question only if the FDE made its election to be treated as disregarded from its owner during the tax year: Did the tax owner claim a loss with respect to stock or debt of the FDE as a result of the election?		X
4 During the tax year, did the FDE or FB pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
5 During the tax year, did the FDE or FB pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X

**Schedule G** Other Information (continued)

	Yes	No
<b>6a</b> During the tax year, did the FDE or FB receive, or accrue the receipt of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) from a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 6b and 6c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>7a</b> During the tax year, did the FDE or FB pay, or accrue the payment of, any amounts defined as a base erosion payment under section 59A(d) or have a base erosion tax benefit under section 59A(c)(2) to a foreign person which is a related party of the taxpayer? See instructions. If "Yes," complete lines 7b and 7c .....		X
<b>b</b> Enter the total amount of the base erosion payments \$ _____		
<b>c</b> Enter the total amount of the base erosion tax benefit \$ _____		
<b>8</b> Is the FDE or FB a qualified business unit as defined in section 989(a)? .....	X	
<b>9</b> Answer the following question only if the tax owner of the FDE or FB is a CFC: Were there any intracompany transactions between the FDE or FB and the CFC or any other branch of the CFC during the tax year, in which the FDE or FB acted as a manufacturing, selling, or purchasing branch? .....		
<b>10a</b> Answer the remaining questions in Schedule G only if the tax owner of the FB or the interest in the FDE is a U.S. corporation: If the FB or the interest in the FDE is a separate unit under Regulations section 1.1503(d)-1(b)(4), and is not part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? .....		N/A
<b>b</b> If "Yes," enter the amount of the dual consolidated loss ..... ► \$ ( _____ )		
<b>11a</b> If the FB or the interest in the FDE is a separate unit and part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii), does the combined separate unit have a dual consolidated loss as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? If "Yes," complete lines 11b and 11c .....		
<b>b</b> Enter the amount of the dual consolidated loss for the combined separate unit ..... ► \$ ( _____ )		
<b>c</b> Enter the net income (loss) attributed to the individual FB or the individual interest in the FDE as determined under Regulations section 1.1503(d)-5(c)(4)(ii)(A) ..... ► \$ _____		
<b>12a</b> Was any portion of the dual consolidated loss in line 10b or 11b taken into account in computing U.S. taxable income for the year? If "Yes," go to line 12b. If "No," go to line 13 .....		
<b>b</b> Was this a permitted domestic use of the dual consolidated loss under Regulations section 1.1503(d)-6? If "Yes," see the instructions and go to line 12c. If "No," go to line 12d .....		
<b>c</b> If "Yes," is the documentation that is required for the permitted domestic use under Regulations section 1.1503(d)-6 attached to the return? After answering this question, go to line 13a .....		
<b>d</b> If this was not a permitted domestic use, was the dual consolidated loss used to compute consolidated taxable income as provided under Regulations section 1.1503(d)-4? If "Yes," go to line 12e .....		
<b>e</b> Enter the separate unit's contribution to the cumulative consolidated taxable income ("cumulative register") as of the beginning of the tax year ..... ► \$ _____ See Instructions.		
<b>13a</b> During the tax year, did any triggering event(s) occur under Regulations section 1.1503(d)-6(e) requiring recapture of any dual consolidated loss(es) attributable to the FB or interest in the FDE, individually or as part of a combined separate unit, in any prior tax years? .....		
<b>b</b> If "Yes," enter the total amount of recapture ..... ► \$ _____ See Instructions.		

**Schedule H Current Earnings and Profits or Taxable Income** (see instructions)

**Important:** Enter the amounts on lines 1 through 6 in functional currency.

1	Current year net income (loss) per foreign books of account .....	1	
2	Total net additions .....	2	
3	Total net subtractions .....	3	
4	Current earnings and profits (or taxable income-see instructions) (line 1 plus line 2 minus line 3) .....	4	
5	DASTM gain (loss) (if applicable) .....	5	
6	Combine lines 4 and 5 .....	6	
7	Current earnings and profits (or taxable income) in U.S. dollars (line 6 translated at the average exchange rate determined under section 989(b) and the related regulations (see instructions)) .....	7	
8	Enter exchange rate used for line 7 ▶		

**Schedule I Transferred Loss Amount** (see instructions)

**Important:** See instructions for who has to complete this section.

	Yes	No
1 Were any assets of an FB (including an FB that is an FDE) transferred to a foreign corporation? If "No," stop here. If "Yes," go to line 2 .....		
2 Was the transferor a domestic corporation that transferred substantially all of the assets of an FB (including an FB that is an FDE) to a specified 10%-owned foreign corporation? If "No," stop here. If "Yes," go to line 3 .....		
3 Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? If "No," stop here. If "Yes," go to line 4 .....		
4 Enter the transferred loss amount included in gross income as required under section 91. See instructions .....		

**Schedule J Income Taxes Paid or Accrued** (see instructions)

(a) Country or Possession	Foreign Income Taxes			Foreign Tax Credit Separate Categories			
	(b) Foreign Currency	(c) Conversion Rate	(d) U.S. Dollar	(e) Foreign Branch	(f) Passive	(g) General	(h) Other
<b>Totals</b>							

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits).

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE GOOD FOOD INSTITUTE, INC</b>	Taxpayer identification number (TIN) <b>81-0840578</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2503D N HARRISON ST., NO. 19</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ARLINGTON, VA 22207</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**SARAH DAVID**

- The books are in the care of ▶ **2503 D N HARRISON ST. #19 - ARLINGTON, VA 22207**  
Telephone No. ▶ **866-849-4457** Fax No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and TINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 16, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2019** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

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

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.