Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JULY 1 **, 2011, and ending** JUNE 30 **, 20** 12

Name of foundation		A Employer identification number
LYDIA B. STOKES FOUNDATION		21-6016107
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
721 DON DIEGO AVENUE		505-982-0080
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
SANTA FE, NEW MEXICO 87505		

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,331,463.91

J Accounting method: ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,182.96	37,182 96		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	32,256.44			
	b	Gross sales price for all assets on line 6a 735,137.26				
	7	Capital gain net income (from Part IV, line 2)		32,256 44		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,380.00	3,380 00		
	12	**Total.** Add lines 1 through 11	72,819.40	72,819 40		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	15,000.00	11, 250.00		3,750 00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	23,882 09	14,329 25		9,552 84
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	14,889.00	11,166.75		3,722.25
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	11,327.37	5,663 68		5,663 69
	22	Printing and publications				
	23	Other expenses (attach schedule)	872.61	872.61		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,971.07	43,282.29		22,688 78
	25	Contributions, gifts, grants paid	168,095.00			168,095 00
	26	**Total expenses and disbursements.** Add lines 24 and 25	234,066.07	43,282.29		190,783 78
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	(161,246 67)			
	b	**Net investment income** (if negative, enter -0-)		29,537 11		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	824,020.	793,765	646,850
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	770,177	738,836	907,921
b	Investments—corporate stock (attach schedule)	1,018,648	1,012,478	1,057,187
c	Investments—corporate bonds (attach schedule)	201,998	191,549	100,927
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	499,255	308,424	258,579
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	277,000	385,000	360,000
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,591,098	3,429,852	3,331,464
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,591,098	3,429,852	
30	**Total net assets or fund balances** (see instructions)	3,591,098	3,429,852	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,591,098	3,429,852	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,591,098
2	Enter amount from Part I, line 27a	2	(161,246)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,429,852
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,429,852

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				32,256.44
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	32,256.44
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	423,708.00	3,467,189.00	0.1222
2009	321,575.00	3,439,873.00	0.0934
2008	213,907.00	3,508,119.00	0.0610
2007	257,713.00	4,449,294 00	0.0579
2006	250,730.00	4,405,113.00	0.0569

2	**Total** of line 1, column (d)	2	0.3914
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	07828
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,263,996
5	Multiply line 4 by line 3	5	255,505 60
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	295 37
7	Add lines 5 and 6	7	255,800 97
8	Enter qualifying distributions from Part XII, line 4	8	575,783.78

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	295	37
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2		
3	Add lines 1 and 2			3	295	37
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	295	37
6	Credits/Payments					
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,280 25			
b	Exempt foreign organizations—tax withheld at source	6b				
c	Tax paid with application for extension of time to file (Form 8868)	6c				
d	Backup withholding erroneously withheld	6d				
7	Total credits and payments. Add lines 6a through 6d			7	1,280	25
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10		
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 984 88 **Refunded** ▶			11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW MEXICO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ lydiabstokesfoundation.org

14 The books are in care of ▶ DAVENPORT & DODDS, LLP Telephone no. ▶ 505-982-0080
Located at ▶ 721 DON DIEGO AVENUE, SANTA FE, NEW MEXICO ZIP+4 ▶ 87505

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☑ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** ✓

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 CALVERT SOCIAL INV FOUNDATION 0.5% DUE 8-15-12	75,000
2 CALVERT SOCIAL INV. FOUNDATION 0.5% DUE 3-15-13	150,000
All other program-related investments See instructions 3 CALVERT SOCIAL INV. FOUNDATION NOTES CARROT PROJECT LOAN GUARANTEE	160,000
Total. Add lines 1 through 3 . . . . ▶	385,000

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,859,374
b	Average of monthly cash balances	1b	454,327
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,313,701
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,313,701
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	49,705
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,263,996
6	**Minimum investment return.** Enter 5% of line 5	6	163,199.80

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	163,199.80
2a	Tax on investment income for 2011 from Part VI, line 5	2a	295.37		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	295 37
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	162,904 43
4	Recoveries of amounts treated as qualifying distributions			4	117,000 00
5	Add lines 3 and 4			5	117,000 00
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	279,904 43

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	190,783.78
b	Program-related investments—total from Part IX-B	1b	385,000.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	575,783 78
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	295.37
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	575,488.41

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				279,904 43
2	Undistributed income, if any, as of the end of 2011.				
a	Enter amount for 2010 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009 125,191				
e	From 2010 424,348				
f	**Total** of lines 3a through e	549,539			
4	Qualifying distributions for 2011 from Part XII, line 4 ► $ 575,783.78				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				279,904.43
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	845,417			
10	Analysis of line 9.				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010 269,634				
e	Excess from 2011 575,783				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT		509 (a)		
Total ▶ 3a				148,595
b *Approved for future payment*				
SEE ATTACHMENT		509 (a)		
Total ▶ 3b				19,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	40,562.96	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	32,256 44	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				72,819 40	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 72,819 40

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Nancy V Deren ▶ Oct 18 2012 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT J. DODDS, III	Robert J. Dodds III	10-23-2012		209-34-2810
Firm's name ▶ DAVENPORT & DODDS,LLP			Firm's EIN ▶	85-0448980
Firm's address ▶ 721 DON DIEGO AVENUE, SANTA FE NEW MEXICO 87505			Phone no	505-982-0080

LYDIA B. STOKES FOUNDATION
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PART I, 16
ATTACHMENT

16a	Legal fees Davenport & Dodds, LLP 721 Don Diego Avenue Santa Fe, New Mexico 87505	$23,882.09
16c	Other professional fees (Investment advisor) Clean Yield Asset Management 16 Beaver Meadow Road Post Office Box 874 Norwich, Vermont 05055	$14,889.00

LYDIA B. STOKES FOUNDATION
2012 FORM 990 - PF
PART 1, 23
ATTACHMENT

Miscellaneous fees	250.00
Foreign Tax	622.61
	$872.61

LYDIA B. STOKES FOUNDATION
2012 FORM 990 - PF
PART II, COLUMN (C)
ATTACHMENT

Clean Yield Asset Management Statement (June, 2012) Lines 2, 10 and 15	$ 3,072,885
Line 13	$ 258,579

See attached Portfolio Appraisal for itemized listing of investments at year-end June 30, 2012

THE CLEAN YIELD

PORTFOLIO APPRAISAL

Lydia B. Stokes Foundation
Accounts
Nancy Deren, Thalia Venerable, & Thomas Willits TTEEs
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCKS							
INDUSTRIALS							
3,500.00	Ameresco Inc Cl A	13 19	46,181 86	11 93	41,755 00	1 9	0 0
800 00	Brady Corp Cl A	30 49	24,393 90	27 51	22,008 00	1 0	2 7
1,150 00	Canadian National Railway Co	17 80	20,471 73	84.38	97,037 00	4 4	1.7
4,250.00	Met Pro Corp	8 27	35,157.74	9 21	39,142 50	1 8	3 1
937.00	Sun Hydraulics Corp	9 41	8,816 78	24 29	22,759 73	1.0	1 5
1,000 00	Tennant Co	18 60	18,598.59	39 95	39,950 00	1 8	1 7
700 00	Wabtec Corp	26 16	18,310.95	78 01	54,607 00	2 5	0 3
			171,931 56		317,259 23	14 3	1 5
CONSUMER DISCRETIONARY							
2,000 00	Johnson Controls Inc	27.13	54,265 35	27 71	55,420.00	2 5	2 6
			54,265 35		55,420 00	2.5	2 6
CONSUMER STAPLES							
800 00	Hain Celestial Group Inc	17 21	13,768 33	55 04	44,032 00	2 0	0 0
			13,768 33		44,032 00	2 0	0 0
HEALTHCARE							
1,100 00	ExacTech Inc	19 09	21,002 95	16 77	18,447 00	0 8	0 0
2,250.00	Neogen Corp	7.67	17,266 67	46 20	103,950 00	4.7	0 0
600 00	Patterson Companies Inc	21.41	12,844 17	34 47	20,682 00	0 9	1 6
			51,113.79		143,079 00	6 5	0 2
FINANCIALS							
1,400 00	Camden Natl Corp	32 44	45,410 95	36 62	51,268 00	2.3	2 7
			45,410 95		51,268 00	2 3	2.7
INFORMATION TECHNOLOGY							
1,500 00	Badger Meter Inc	30 89	46,337.15	37 55	56,325 00	2 5	1 7
500 00	Citrix Systems Inc	27 11	13,553 97	83 94	41,970 00	1 9	0 0
60.00	Google Inc Cl A	455 20	27,311 95	580 07	34,804 20	1 6	0.0
5,000 00	GT Advanced Technologies Inc	7.35	36,757 30	5.28	26,400 00	1.2	0.0
825 00	Intuit	28 91	23,846 85	59 35	48,963 75	2.2	1.0
500 00	Itron Inc	54.98	27,491 45	41 24	20,620 00	0.9	0 0
840 00	Texas Instruments Inc	27 46	23,069.04	28.69	24,099.60	1.1	2 4
			198,367 72		253,182 55	11.4	0.8
UTILITIES							
575 00	Ormat Technologies Inc	28 46	16,363 10	21 39	12,299 25	0 6	0 7
1,400 00	WGL Holdings Inc	30 83	43,158 80	39 75	55,650 00	2 5	4 0
			59,521 90		67,949 25	3 1	3 4
	COMMON STOCKS Total		594,379 60		932,190 03	42 1	1 3
PREFERRED STOCKS							
Missing Industry Sector							
909 00	*Equal Exchange Pfd	27 50	24,997 50	27.50	24,997 50	1 1	5 0

Account includes 25,217 not shown, but in process from Carrot Project.

THE CLEAN YIELD

PORTFOLIO APPRAISAL

Lydia B. Stokes Foundation
Accounts
Nancy Deren, Thalia Venerable, & Thomas Willits TTEEs
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
2,000 00	Coop Regions Of Organic Cl E Ser 1 W Private Placement	50 00	100,000 00	50 00	100,000 00	4 5	6.0
			124,997 50		124,997.50	5 6	5 8
	PREFERRED STOCKS Total		124,997.50		124,997 50	5 6	5 8
AMERICAN DEPOSITORY RECEIPTS							
HEALTHCARE							
570 00	Novo-Nordisk AS ADR	46 75	26,649.72	145 34	82,843 80	3 7	1.3
			26,649 72		82,843.80	3 7	1.3
	AMERICAN DEPOSITORY RE Total		26,649 72		82,843 80	3 7	1 3
EXCH TRADED FUNDS - EQUITY							
2,300 00	PowerShares Global ETF Trust Global Clean Energy	12 60	28,985.84	7 61	17,503 00	0 8	2 8
			28,985 84		17,503 00	0.8	2 8
MUTUAL FUNDS - CURRENCY							
6,964 836	Forum Funds Merk Hard Currency Inv	10 92	76,037.55	11.68	81,349 28	3 7	1 3
			76,037 55		81,349 28	3 7	1 3
GOVERNMENT AGENCY ISSUES							
75,000	Federal Farm Credit Banks Global 3.875% Due 11-13-12	104 35	78,265.50	101 35	76,010 25	3 4	3 8
150,000	Federal Farm Credit Banks 4 000% Due 05-21-13	103 79	155,685 00	103 27	154,897 65	7 0	3 9
	Accrued Interest				1,054 17	0 0	
			233,950.50		231,962 07	10 5	3 9
GOVERNMENT BONDS							
100,000	Government Backed Trusts 0 000% Due 11-15-13	96.94	96,942 00	98 36	98,361.50	4 4	0 0
			96,942 00		98,361 50	4 4	0 0
CERTIFICATES OF DEPOSIT							
50,000	Medallion Bank Utah 0 300% Due 07-27-12	100 02	50,012 50	99 99	49,997 00	2.3	0 3
100,000	Beacon Fed NY 3 000% Due 01-14-13	102 23	102,226 01	101 34	101,336 00	4 6	3 0
50,000	Liberty Bank Of Ark 0 300% Due 02-12-13	100 00	50,000 00	100 04	50,021 15	2 3	0 3
150,000	PrivateBank & Trust Co Chicago IL 0 400% Due 05-24-13	100 00	150,000 00	99 86	149,785 20	6 8	0 4
100,000	Cardinal Bank NA VA 1.550% Due 12-30-14	100 00	100,000 00	101 84	101,844 20	4.6	1 5

THE CLEAN YIELD

PORTFOLIO APPRAISAL
Lydia B. Stokes Foundation
Accounts
Nancy Deren, Thalia Venerable, & Thomas Willits TTEEs
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
	Accrued Interest				340 82	0 0	
			452,238 51		453,324 37	20.5	1 2
CASH AND EQUIVALENTS							
	Cash Account Balance		51,829 00		51,829 00	2 3	0 0
	Schwab Charles Family Fund Adv Cash Reserves Prem Sweep		141,697 26		141,697 26	6 4	0 0
			193,526 26		193,526 26	8 7	0 0
TOTAL PORTFOLIO			**1,827,707.47**		**2,216,057.81**	**100.0**	**1.6**
UNSUPERVISED COMMON STOCKS							
Missing Industry Sector							
15 00	Sustaining Technologies LLC	500 00	7,500.00	500 00	7,500 00		0 0
			7,500.00		7,500 00		0 0
	UNSUPERVISED COMMON ST Total		7,500 00		7,500 00		0 0
UNSUPERVISED CORPORATE BONDS							
75,000	Calvert Social Inv Foundation 0 500% Due 08-15-12	100 00	75,000 00	100 00	75,000 00		0 5
60,000	Calvert Social Inv Foundation 2 000% Due 09-30-12	100 00	60,000 00	100.00	60,000 00		2.0
150,000	Calvert Social Inv Foundation 0 500% Due 03-15-13	100 00	150,000 00	100 00	150,000 00		0 5
50,927	Cooperative Fund Of New England 1 000% Due 05-11-13	100 00	50,927.17	100 00	50,927 17		1 0
75,000	Calvert Social Inv Foundation 1 250% Due 08-15-13	100 00	75,000.00	100 00	75,000 00		1 2
	Accrued Interest				2,333 44		
			410,927 17		413,260.61		0 9
UNSUPERVISED CONVERTIBLE BONDS							
50,000	*High Mowing Seed Co Prom Note 0 000% Due 12-31-17	100.00	50,000 00	100 00	50,000 00		0 0
	Accrued Interest				0 00		
			50,000 00		50,000.00		0 0
UNSUPERVISED TIPS							
305,000	United States Treas Notes TIPS 1 875% Due 07-15-13 Inflation factor 1 25262	77.31	295,345 68	102 41	391,241.97		1 8

THE CLEAN YIELD

PORTFOLIO APPRAISAL

Lydia B. Stokes Foundation
Accounts
Nancy Deren, Thalia Venerable, & Thomas Willits TTEEs

June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
142,000	United States Treas Notes TIPS 1 875% Due 07-15-15 Inflation factor 1 18278	88 39	148,450.87	108 75	182,650 80		1 7
	Accrued Interest				4,760 14		
			443,796 55		578,652 91		1 8
UNSUPERVISED ASSET BACKED SECURITIES							
49,481	Pvgrows Loan 2 000% Due 12-31-17	100 00	49,481 15	100 00	49,481 15		2 0
	Accrued Interest				2.75		
			49,481 15		49,483 90		2 0
UNSUPERVISED CERTIFICATES OF DEPOSIT							
25,000	Carrot Project CD 0 850% Due 04-30-13	100 00	25,000 00	100.00	25,000 00		0 8
	Accrued Interest				36 00		
			25,000 00		25,036 00		0 8
GRAND TOTAL			**2,814,412.34**		**3,339,991.23**		**1.6**

THE CLEAN YIELD

Alternative/Private Investment Holdings

June 30, 2012

Lydia B. Stokes Foundation

Description	Quantity	Cost Per Share	Total Cost/Value	Custodian
*Equal Exchange Pfd	909	$27.50	$24,997.50	Sterling
*High Mowing Seed Co Prom Note	25,000	$1.00	$25,000.00	Sterling
Cooperative Fund Of New England	50,927	$1.00	$50,927.00	Client
Pvgrows Loan	50,000	$1.00	$50,000.00	Client
Sustaining Technologies LLC	15	$500.00	$7,500.00	Client
*High Mowing Seed Co Prom Note	25,000	$1.00	$25,000.00	Client
Carrot Project	25,000	$1.00	$25,000.00	Client
Coop Regions Of Organic Cl E Ser 1 W Private Placement	2,000	$50.00	$100,000.00	Sterling

Please note: these securities are illiquid, meaning they cannot easily be traded on financial markets. They are generally priced at cost (at par) unless Clean Yield's valuation committee has decided to change the value based on current circumstances. Clean Yield charges its fee on the par value of most alternative investments, including investment funds and preferred stock. Clean Yield does not charge a fee on community investments. In no circumstances does Clean Yield maintain custody of these investments. As noted, they are either held by a bank/broker custodian or by the client.

LYDIA B. STOKES FOUNDATION
2012 FORM 990 - PF
PART IV
ATTACHMENT

Schedule of Realized Gains and Losses

Clean Yield Asset Management Charles Schwab (see statement) realized gain		$31,176.23
Merk long term gain distribution		$1, 080.21
	Total	$32,256 44

THE CLEAN YIELD

REALIZED GAINS AND LOSSES

Lydia B. Stokes Foundation
Accounts
Nancy Deren, Thalia Venerable, & Thomas Willits TTEEs

From 06-30-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-15-06	07-18-11	0 50	Sun Hydraulics Corp	4 17	15 94		11 77
10-21-03	07-26-11	150 00	Energen Corp	2,894 73	9,260 24		6,365 51
02-23-06	07-26-11	300 00	Energen Corp	10,738 95	18,520 48		7,781 53
10-18-06	07-26-11	400 00	Horace Mann Educators Corp	8,072 97	5,918 62		-2,154 35
10-18-06	07-26-11	200 00	Horace Mann Educators Corp	4,036 49	2,955 90		-1,080 59
10-18-06	07-26-11	200 00	Horace Mann Educators Corp	4,036 49	2,955 90		-1,080 59
08-28-03	07-26-11	700 00	Kinterface Inc Cl A	4,347 63	12,868 98		8,521 35
08-28-03	07-26-11	200 00	Kinterface Inc Cl A	1,242 18	3,676 85		2,434 67
12-11-03	07-26-11	500 00	Kinterface Inc Cl A	2,916 53	9,192 12		6,275 59
01-30-07	07-26-11	250.00	3M Co	18,835 55	22,837 09		4,001 54
02-06-07	07-26-11	125 00	3M Co	9,300 18	11,418 55		2,118 37
01-26-04	07-26-11	500 00	Modine Manufacturing Co	14,108 70	7,409 38		-6,699 32
01-23-06	07-26-11	100 00	Modine Manufacturing Co	2,592 99	1,481 88		-1,111 11
01-23-06	07-26-11	100 00	Modine Manufacturing Co	2,592 99	1,481 88		-1,111 11
01-23-06	07-26-11	300 00	Modine Manufacturing Co	7,775 97	4,445 63		-3,330 34
04-21-03	07-26-11	200 00	Smucker J M Co	7,391 72	15,867 51		8,475 79
08-03-05	07-26-11	150 00	Smucker J M Co	7,208 47	11,900 63		4,692 15
08-03-05	07-26-11	150 00	Smucker J M Co	7,208 47	11,900 63		4,692 15
02-23-06	07-26-11	50 00	Smucker J M Co	1,955 99	3,966 88		2,010 89
02-23-06	07-26-11	100.00	Smucker J M Co	3,911 98	7,934 66		4,022 68
02-23-06	07-26-11	100 00	Smucker J M Co	3,911 98	7,934 66		4,022 68
11-18-10	08-15-11	100,000	Federal Home Loan Banks 1 000% Due 02-04-14	99,820 00	100,000 00	180 00	
03-26-09	10-03-11	75,000	First National Bank Sioux Falls SD 2 350% Due 10-03-11	75,000 00	75,000 00		0 00
08-24-10	02-10-12	200,000	European Inv Bank 2 000% Due 02-10-12	204,552 00	200,000 00		-4,552 00
10-11-05	03-09-12	1,000 00	PowerShares ETF Trust WilderHill Clean Energy	15,939 95	5,596 42		-10,343 53
12-11-08	03-09-12	800 00	PowerShares ETF Trust WilderHill Clean Energy	6,851 15	4,477 14		-2,374 01
12-11-08	03-09-12	100 00	PowerShares ETF Trust WilderHill Clean Energy	856 90	559 64		-297 26
12-11-08	03-09-12	100 00	PowerShares ETF Trust WilderHill Clean Energy	855 90	559 65		-296 25
04-19-11	04-27-12	50,000	Aurora Bank FSB Wilmington Del 0.450% Due 04-27-12	50,000 00	50,000 00		0 00
11-12-09	05-18-12	125,000	Discover Bank Greenwood DE 2 300% Due 05-18-12	125,000 00	125,000 00		0 00
TOTAL GAINS						180 00	65,426 69
TOTAL LOSSES						0 00	-34,430 46
				703,961.03	**735,137.26**	**180.00**	**30,996.23**
TOTAL REALIZED GAIN/LOSS			31,176 23				

LYDIA B. STOKES FOUNDATION
2012 FORM 990-PF
PART VII-B5c
ATTACHMENT

1 Name and address of the grantee.
Blue Oven Kitchens, Inc 530 W. University Avenue
Gainesville, Florida 32601

2 Dates and amounts of the grants·
2010 and November, 2011 / $5,000, $7,595

3. Purpose of the grants.
To support the development of educational materials for the expansion of the Farm to Restaurant Consumer Education program

4. Amounts spent by the grantee:
See report dated August, 2012

5 Whether the grantee has diverted the grants
No

6 Dates of reports from the grantee
August, 2012

7 Verification of the grantee's reports
Verified

The four August, 2012 reports and copy of IRS determination letter are attached

BlueOven Kitchens

Nurturing Food Entrepreneurs + Growing the Local Food Economy

Santa Fe College CIED
530 W. University Avenue
Gainesville, FL 32601
352.278.7518

August 2012

This report outlines the progress of proposed grant activities and expenditures of the grant money for application to a kitchen facility as received by Blue Oven Kitchens Inc. (BOK) from the Lydia B. Stokes Foundation in the amount of $2,500 in January of 2011. **Blue Oven Kitchens' fiscal year ends July 31, 2012, but this report is through the end of the Lydia B. Stokes Foundation fiscal year, June 30, 2012 for the Fall 2010 grant.** Below you will see the "Narrative Account" and the "Financial Account".

We received our 501c3 status from the IRS in January of this year. A copy of our determination letter is attached.

Narrative Account:

Facility:

The $2,500 for a facility from last fiscal year's grant remains in the savings account and will until a facility is found that it can be applied to. Having this capital there has been most important for us as a start towards our facility funding goal, as leverage to others when we say that a Foundation has given us a small grant towards that end, and for esprit de corps.

Financial Account:

The funds are always in a separate, savings account from the main checking account of Blue Oven Kitchens Inc.

Thank you for your support of our efforts; succeeding in them would have been significantly harder and slower if your funding was not made available to us. And in these times, expedition is necessary.

Namaste,

Val Leitner
President
Blue Oven Kitchens Inc.

BlueOven Kitchens
Nurturing Food Entrepreneurs + Growing the Local Food Economy

Santa Fe College CIED
530 W. University Avenue
Gainesville, FL 32601
352.278.7518

August 2012

This report outlines the progress of proposed grant activities and expenditures of the grant money for application to a kitchen facility as received by Blue Oven Kitchens Inc. (BOK) from the Lydia B. Stokes Foundation in the amount of $2,500 in January of 2011. **Blue Oven Kitchens' fiscal year ends July 31, 2012, and this report is through then for the Fall 2010 grant.** Below you will see the "Narrative Account" and the "Financial Account".

We received our 501c3 status from the IRS in January of this year. A copy of our determination letter is attached.

Narrative Account:
Facility:
The $2,500 for a facility from last fiscal year's grant remains in the savings account and will until a facility is found that it can be applied to. Having this capital there has been most important for us as a start towards our facility funding goal, as leverage to others when we say that a Foundation has given us a small grant towards that end, and for esprit de corps.

Financial Account:
The funds are always in a separate, savings account from the main checking account of Blue Oven Kitchens Inc.

Thank you for your support of our efforts; succeeding in them would have been significantly harder and slower if your funding was not made available to us. And in these times, expedition is necessary.

Namaste,

Val Leitner
President
Blue Oven Kitchens Inc.

BlueOven Kitchens
Nurturing Food Entrepreneurs + Growing the Local Food Economy

Santa Fe College CIED
530 W. University Avenue
Gainesville, FL 32601
352.278.7518

August 2012

This report outlines the progress of proposed grant activities and expenditures of the grant money received by Blue Oven Kitchens Inc. (BOK) from the Lydia B. Stokes Foundation in the amount of $7,595 in January of 2012. **Blue Oven Kitchens' fiscal year ends July 31, 2012, but this report is through the end of the Lydia B. Stokes Foundation fiscal year, June 30, 2012 for the Fall 2011 grant.** Below you will see the "Narrative Account" and the "Financial Account".

We received our 501c3 status from the IRS in January of this year. A copy of our determination letter is attached.

Narrative Account:
Buy Local North Central Florida (BLNCF) campaign:
With the help of the Lydia B. Stokes Foundation money, the partnership of Blue Oven Kitchens Inc. and Forage have been able to enlist the same graphic designers who created our materials to re-design the website. Enough businesses enrolled to make changes necessary, including a business search paradigm, a facelift, and more components for community involvement. They have generously agreed to do work at a reduced rate once again.

Once this work is complete, we will have $500 left from this section of the grant. We anticipate – as stated in the "updates" letter of March 2012 – that we will use this funding for an event or events that will increase the solidarity of member businesses.

As of the end of FY12, this campaign has enrolled 43 businesses that include restaurants, a newspaper, a Pilates studio, a printing business, and a variety of others.

Farm-to-Restaurant:
We continue to keep the $500 encumbered for the Farm-to-Restaurant Initiative for assistance with the annual workshop if it is needed (that is on August 13, 2012), another workshop or event that encourages these types of relationships, and/or necessary materials for the initiative to continue throughout this year. Some amount of the $500 may be spent on re-tooling the table card design by the same graphic designers as mentioned above. This way the cards' design would better reflect both the BLNCF campaign and the Farm-to-Restaurant initiative.

Pioneer Project:
The research for this portion of the grant funding continues to go well. Work is being done an average of 40 hours per month. We anticipate this will provide research funding through September.

At a recent meeting of our Pioneer Project/Food Summit working group, our data spreadsheets thus far were presented for comment. This group includes professionals from University of Florida and Alachua County. We are continuing to aggregate data and refine the spreadsheets based upon their feedback, and all in the group agree that this sort of data collection is essential to making sound, whole-system decisions for the sustainable growth of our North Central Florida food system. Because there is so much data to aggregate for a number of years and for ten counties and then the region as a whole, it is unlikely that all of it will be complete before the Stokes Foundation funding runs out.

Other funding sources will be explored to continue this research effort and build out the fully functional website, and Alachua County and the University have expressed interest in providing "bridge funding" between the two funding periods. We have not yet begun the website planning, as we want to have a fully complete set of spreadsheets before doing so in order to make the most sound decisions for the design.

We anticipate that over the next three months that at least five counties will have their whole-system data profiles complete for fruits, vegetables, tree nuts, and beef.

Financial Account:
Please see the attached spreadsheet entitled Lydia B. Stokes Funding Spreadsheet for detailed numbers and information.

We categorized the funds as follows and indicated in bold are the remaining amounts as of the end of FY12:

- Buy Local North Central Florida campaign (BLNCF): $1,500 **($500)**
- Farm-to-Restaurant: $500 **($500)**
- Pioneer Project: $5,595 **($2,700)**
- Totals: $7,595 **($3,700)**

The amounts indicated in bold are – as of the end of BOK FY12 – unencumbered. We have tried to be as conservative as possible with our expenditures.

The funds are always in a separate, savings account from the main checking account of Blue Oven Kitchens Inc. On the spreadsheet, "trans" indicates that the amount was electronically transferred from the savings/Stokes account into the checking.

Thank you for your support of our efforts; succeeding in them would have been significantly harder and slower if your funding was not made available to us. And in these times, expedition is necessary.

Namaste,

Val Leitner
President
Blue Oven Kitchens Inc.

Encl.: Lydia B. Stokes Funding Spreadsheet and 501ce determination letter.

Blue Oven Kitchens
Nurturing Food Entrepreneurs + Growing the Local Food Economy
Santa Fe College CIED
530 W. University Avenue
Gainesville, FL 32601
352.278.7518

August 2012

This report outlines the progress of proposed grant activities and expenditures of the grant money received by Blue Oven Kitchens Inc. (BOK) from the Lydia B. Stokes Foundation in the amount of $7,595 in January of 2012. **Blue Oven Kitchens' fiscal year ends July 31, 2012, and this report is through then for the Fall 2011 grant.** Below you will see the "Narrative Account" and the "Financial Account".

We received our 501c3 status from the IRS in January of this year. A copy of our determination letter is attached.

Narrative Account:

Buy Local North Central Florida (BLNCF) campaign:

With the help of the Lydia B. Stokes Foundation money, the partnership of Blue Oven Kitchens Inc. and Forage have been able to enlist the same graphic designers who created our materials to re-design the website. Enough businesses enrolled to make changes necessary, including a business search paradigm, a facelift, and more components for community involvement. They have generously agreed to do work at a reduced rate once again.

Once this work is complete, we will have $500 left from this section of the grant. We anticipate – as stated in the "updates" letter of March 2012 – that we will use this funding for an event or events that will increase the solidarity of member businesses.

As of the end of FY12, this campaign has enrolled 43 businesses that include restaurants, a newspaper, a Pilates studio, a printing business, and a variety of others.

Farm-to-Restaurant:

We continue to keep the $500 encumbered for the Farm-to-Restaurant Initiative for assistance with the annual workshop if it is needed (that is on August 13, 2012), another workshop or event that encourages these types of relationships, and/or necessary materials for the initiative to continue throughout this year. Some amount of the $500 may be spent on re-tooling the table card design by the same graphic designers as mentioned above. This way the cards' design would better reflect both the BLNCF campaign and the Farm-to-Restaurant initiative.

Pioneer Project:

The research for this portion of the grant funding continues to go well. Ed Brown and I are working an average of 20 hours per month. We anticipate this will provide research funding through September.

At a recent meeting of our Pioneer Project/Food Summit working group, our data spreadsheets thus far were presented for comment. This group includes professionals from University of Florida and Alachua County. We are continuing to aggregate data and refine the spreadsheets based upon their feedback, and all in the group agree that this sort of data collection is essential to making sound, whole-system decisions for the sustainable growth of our North Central Florida food system. Because there is so much data to aggregate for a number of years and for ten counties and then the region as a whole, it is unlikely that all of it will be complete before the Stokes Foundation funding runs out.

Other funding sources will be explored to continue this research effort and build out the fully functional website, and Alachua County and the University have expressed interest in providing "bridge funding" between the two funding periods. We have not yet begun the website planning, as we want to have a fully complete set of spreadsheets before doing so in order to make the most sound decisions for the design.

We anticipate that over the next three months that at least five counties will have their whole-system data profiles complete for fruits, vegetables, tree nuts, and beef.

Financial Account:

Please see the attached spreadsheet entitled Lydia B. Stokes Funding Spreadsheet for detailed numbers and information.

We categorized the funds as follows and indicated in bold are the remaining amounts as of the end of FY12:

- Buy Local North Central Florida campaign (BLNCF): $1,500 **($500)**
- Farm-to-Restaurant: $500 **($500)**
- Pioneer Project: $5,595 **($2,197.50)**
- Totals: $7,595 **($3,197.50)**

The amounts indicated in bold are – as of the end of BOK FY12 – unencumbered. We have tried to be as conservative as possible with our expenditures.

The funds are always in a separate, savings account from the main checking account of Blue Oven Kitchens Inc. On the spreadsheet, "trans" indicates that the amount was electronically transferred from the savings/Stokes account into the checking.

Thank you for your support of our efforts; succeeding in them would have been significantly harder and slower if your funding was not made available to us. And in these times, expedition is necessary.

Namaste,

Val Leitner
President
Blue Oven Kitchens Inc.

Encl.: Lydia B. Stokes Funding Spreadsheet and 501ce determination letter.

Lydia B. Stokes Funding Spreadsheet - Board/Foundation Viewing Only
$2,500 Facility Funding Funds (Intact as dispersed as of 7.31.2012)

Transfer Date	Amount	Items	To	Purpose	Grant Section Balance	Total Balance	Checking Check #	Notes
				Grant				
	2,500			Encumbered Amount for Facility Rental	2,500			

Lydia B. Stokes Funding Spreadsheet - Board/Foundation Viewing Only
End 6.30.2012

Transfer Date	Amount	Items	To	Purpose	Grant Section Balance	Total Balance	Checking Check #	Notes
				Grant		7,595		
				BLNCF	1,500			
				F2R	500			
				Pioneer	5,295			
				Pioneer Website & Materials	300			
2.17.12	547.5		Trans	Pioneer	4747.5	7047.5		
	285	Research Asst						
	262.5	Research Dir						
3.2.12	322.5		Trans	Pioneer	4425	6725		
	142.5	Research Asst						
	180	Research Dir						
4.12.12	817.5		Trans	Pioneer	3607.5	5907.5		
	480	Research Asst						
	337.5	Research Dir						
4.16.12	500		Trans	BLNF - website	1,000	5407.5		
	500	Hatchet Design						
5.1.12	370.42		Trans	Pioneer	3307.5			
	172.5	Research Dir						
	127.5	Research Asst						
	70.42	Research Asst		(printer ink cartridges and paper)	229.58	5037.08		
6.6.12	607.5		Trans	Pioneer	2700	4429.58		
	307.5	Research Asst						
	300	Research Dir						

Lydia B. Stokes Funding Spreadsheet - Board/Foundation Viewing Only
End 7.31.2012

Transfer Date	Amount	Items	To	Purpose	Grant Section Balance	Total Balance	Checking Check #	Notes
				Grant		7,595		
				BLNCF	1,500			
				F2R	500			
				Pioneer	5,295			
				Pioneer Website & Materials	300			
2.17.12	**547.5**		**Trans**	**Pioneer**	**4747.5**	**7047.5**		
	285	Research Asst						
	262.5	Research Dir						
3.2.12	**322.5**		**Trans**	**Pioneer**	**4425**	**6725**		
	142.5	Research Asst						
	180	Research Dir						
4.12.12	**817.5**		**Trans**	**Pioneer**	**3607.5**	**5907.5**		
	480	Research Asst						
	337.5	Research Dir						
4.16.12	**500**		**Trans**	**BLNF - website**	**1,000**	**5407.5**		
	500	Hatchet Design						
5.1.12	**370.42**		**Trans**	**Pioneer**	**3307.5**			
	172.5	Research Dir						
	127.5	Research Asst						
	70.42	Research Asst		(printer ink cartridges and paper)	**229.58**	**5037.08**		
6.6.12	**607.5**		**Trans**	**Pioneer**	**2700**	**4429.58**		
	307.5	Research Asst						
	300	Research Dir						
7.5.12	**502.5**		**Trans**	**Pioneer**	**2197.5**	**3927.08**		
	195	Research Asst						
	307.5	Research Dir						

LYDIA B. STOKES FOUNDATION
2012 FORM 990-PF
PART VII-B5c
ATTACHMENT

1 Name and address of the grantee.
Cooperative Communities Inc , 435 South Main Street
Gainesville, Florida 32601

2 Date and amount of the grant
March 30, 2011 / $5,000

3 Purpose of the grant.
Food system building education for Board, Managers
and community members

4. Amounts spent by the grantee
$4,995 50

5 Whether the grantee has diverted the grant.
No

6 Dates of reports from the grantee
June 30, 2012, January 15, 2012

7 Verification of the grantee's reports
Verified

The reports dated June 30, 2012 and January 15, 2012 are attached

06/21/12

Cooperative Communities, Inc.
Transaction Detail by Account
January 2011 through June 2012

	Date	Name	Memo	Account	Amount
Jan - Dec '11					
	03/09/11	Fresh, the Movie	Film Sponsorship	Education	38.00
	03/31/11	Environmental Film Fest...	Film Sponsorship	Education	100 00
	04/24/11	Shelley Rogers	Whats Organic About Organic Film Screening Fee	Education	45.00
	03/01/11	Liz Nesbit	Travel Expense RMB to Cape Canaveral & Orlando - 28...	Field Training	120.00
	03/01/11	Ian Mitnick	Travel Expense RMB to Cape Canaveral - 150 miles & t ..	Field Training	60 00
	03/29/11	Ian Mitnick	Travel Expense RMB to Tallahassee - 120 miles	Field Training	52.00
	03/29/11	Liz Nesbit	Training Compensation - 8hrs @ $16/hr	Field Training	128.00
	03/29/11	Ian Mitnick	Training Compensation - 16hrs @ $16/hr	Field Training	256 00
	04/15/11	Eva Del Rio	Board Consulting Fee Retainer for 1year period	Training & Consultation	1,099 00
	12/15/11	Apogee Coaching	Contract for Board Training & Consulting Workshop	Training & Consultation	1,400.00
Jan - Dec '11					3,298.00
Jan - Jun '12					
	03/31/12	Co-op Metrics	Co-op Metrics Membership	Community Food Buildi...	300.00
	03/31/12	Kristin Kozelsky	Printing & Photo Services for Education Materials	Education	50 00
	04/27/12	Citizens Co-op	Reimbursement for Printing Materials from Paris Leaf	Education	247 50
	03/01/12	Apogee Coaching	Four managers @ Agile Project Management Workshop	Field Training	200.00
	04/30/12	Apogee Coaching	Contract for Management Training Workshop	Training & Consultation	900.00
Jan - Jun '12					1,697.50
TOTAL					4,995 50

Cooperative Communities, Inc.
435 South Main
Gainesville, Fl 32601

Lydia B. Stokes Foundation
Grant Report Update
June 30, 2012

This report provides an account of the progress of the activities and expenditures of the $5000.00 grant received by Cooperative Communities Inc. from the Lydia B. Stokes Foundation from April 1st, 2011, date of receipt, through June 30, 2011. The entirety of the grant program was completed by April 30, 2012.

Completed Program Activities:

1. Sponsoring a series of four food education films at the Civic Media Center for increased education and awareness on food system issues
2. On-site training at two established and successful Co-op Markets: New Leaf Market in Tallahassee, Fl and Sunseed Food Co-op in Cape Canaveral, Fl. Attendence at a natural foods conference in Orlando, Fl.
3. Traning & Consultation - Cooperative Development Services
    - o Professional review of proforma financials, budgets, business plan, board policies, and start-up procedures.
    - o Provided feedback and consultation on clear action steps to move project forward.
    - o Provided access and consultation with financing outlets for raising additional funds needed to operate.
4. Training & Consultation – Agile Coaching
    - Development and implementation of a Board Strategic Plan, Guiding Principles, and a clarified Mission and Vision Statement.
    - Development of the Co-op Worker Owner Membership Program.
5. Training & Consultation – HR Pro On Demand
    - o Coaching of Management Team & Board Members with an HR Consultant and Specialist.
    - o Development of formal review, compensation, and evaluation policies and forms for the Co-op.

Results of Completed Program Activities:

1. Food Education Film Series was attended by 50-75 people at each film. Community presenters included a local sustainable farm, Florida Organic Growers, Gainesville Farm Fresh & Herb Garden, and Cinema Verde EcoFest. These films educated the audience about problems and concerns facing efforts to create cottage industries, and how important it is to understand policies that promote or inhibit efforts to build a local food system, and access to healthy local food.

2. Co-op Managers and Board of Director Members attended a day-long training session at New Leaf Co-op Market in Tallahassee, Fl and Sunseed Food Co-op in Cape Canaveral, Fl and received valuable guidance, start-up documents, training documents, and information for developing and opening a cooperative market in Gainesville, Fl.
   Attendees included: Liz Nesbit, Ian Mitnick, James Steele, & Gretchen McIntyre.

3. Upon the professional review of Co-op financials, business plan, and start-up procedures by Bill Gessner of the Cooperative Development Services, the Co-op was able to determine a clear pathway towards a local food market opening and raise all the remaining funds needed for initial operations – approximately $85,000 from January 2011 through July 2011.

4. Upon completion of Co-op Board and Management Workshop with a professional cooperative business coach through Agile Coaching, the Board successfully adopted a clarified Mission and Vision Statement, guiding principles, and strategic objectives for a one year period. These results were posted on the Co-op website, and shared with the entire membership at an annual member meeting. The guiding principles and strategic objectives have been able to provide a clear pathway for the board and managers to follow in its structured growth for the subsequent year.

5. The Management Team greatly benefited from a separate training and coaching workshop by Agile Coaching, in which the ground rules for a worker-owner member development plan were established. The program has been initiated with huge success, through weekly consensus based worker-owner meetings that now govern and democratically run the ongoing business of the Co-op. Members of a local democratic organization volunteered time to further train Co-op members on running a consensus-based meeting, which was adopted by the worker-owners, also with great success. These efforts have resulted in increased staff morale, volunteer time, dedication and contributions to the Co-op business, and smoother daily operations.

Other Program Deliverables Completed:

- A complete guide to Cooperative Education for worker-owners and board directors, compiled with information obtained from consultants, online resources, and other Cooperatives visited.
- Cooperative Board Guidelines & Operating Principles made public and shared with the community, with clearly listed SMART Goals and timetables for the Board to reach over the next six months.
- Attendance at a Project Management workshop by four managers and one board member, hosted by Agile Coaching, in January, 2012.
- Holding a Membership Meeting in March 2012 for the entire Co-op Membership to share the results of the above trainings and workshops.

- In-store public education materials, Membersip Information board, and Worker-owner development plans.
- Implementation of a Worker-owner program has resulted in over five new member outreach events coordinated and run by worker-owners, and over 100 new volunteer hours contributed by members towards outreach and education events.
- Development of a comprehensive list of Industry Resources accessible to the Co-op, that has been prioritized for the Co-op Board to move forward with utilizing at its discretion over the course of the next year.

Enclosed: Detailed Expense Report for above Completed Program Activities
Funds were deposited into Cooperative Communities Bank Account, and classified as restricted funds for the sole purposes of this Grant Program. Funds have been kept separate and accounted for in its own account, as detailed in the attached Quickbooks Expenditure Report.

Grant Funding Update:

	Proposal	**Actual**
Training & Consultation	$1,080	$3,399
Field Training	$2,220	$816
Community & Education	$1,400	$481
Co-op Metrics	$300	$300
Total	$5,000	$4,996

Remaining Funds: **$4 – Enclosed Check for Undistributed Funds**

***Budget Note:** Funds from the Field Training and Community & Education categories were re-allocated to Training & Consultation, due to the higher cost of profressional training workshops that the Board felt more appropriately met the grant programs' objectives, and ultimately fed into the other categories regardless. In exchange, board members and other organizations donated the following in-kind activities to fulfill the program activities in these other categories:

Field Training – 3 hour training session donated by Occupy Gainesville on Consensus Based Meetings on-site at the Co-op Worker Owner Member Meeting

Community & Education – Meeting space for workshops and member meetings donated by Atlantic Design. Food and Beverages for meetings donated by Board Members personally. Paper, printing, & In-store signage donated in kind by Paris Leaf Printing for over $500, Alta Systems, Inc. for $250, and Atlantic Design for over $250.

Other donations were pledged and received due to the successful implementation of the above program activities, including a $10,000 gift in December 2011 and an $8,000 gift in May 2012 to further the Cooperative Mission and Vision.

Cooperative Communities, Inc.
Transaction Detail by Account
January through December 2011

Date	Name	Memo	Amount
Community Food Building Grant			
Education			
03/09/11	Fresh, the Movie	Film Sponsorship	38.00
03/31/11	Environmental Film Festival	Film Sponsorship	100.00
04/24/11	Shelley Rogers	Whats Organic About Organic Film Screening Fee	45.00
Total Education			183.00
Field Training			
03/01/11	Liz Nesbit	Travel Expense RMB to Cape Canaveral & Orlando - 28...	120.00
03/01/11	Ian Mitnick	Travel Expense RMB to Cape Canaveral - 150 miles & t...	60.00
03/29/11	Ian Mitnick	Training Compensation - 16hrs @ $16/hr	256.00
03/29/11	Liz Nesbit	Training Compensation - 8hrs @ $16/hr	128.00
03/29/11	Ian Mitnick	Travel Expense RMB to Tallahassee - 120 miles	52.00
Total Field Training			616.00
Training & Consultation			
04/15/11	Eva Del Rio	Board Consulting Fee: Retainer for 1year period	1,099.00
12/15/11	Apogee Coaching	Contract for Board Training & Consulting Workshop	1,400.00
Total Training & Consultation			2,499.00
Total Community Food Building Grant			3,298.00
TOTAL			3,298.00

Cooperative Communities, Inc.
435 South Main
Gainesville, Fl 32601

Lydia B. Stokes Foundation
Grant Report Update
January 15, 2012

This report provides an account of the progress of the activities and expenditures of the $5000.00 grant received by Cooperative Communities Inc. from the Lydia B. Stokes Foundation from April 1st, 2011, date of receipt, through December 31, 2011. Cooperative Communities, Inc fiscal year ends December 31, 2011.

Completed Program Activities:

1. Sponsoring a series of four food education films at the Civic Media Center for increased education and awareness on food system issues
2. On-site training at two established and successful Co-op Markets: New Leaf Market in Tallahassee, Fl and Sunseed Food Co-op in Cape Canaveral, Fl. Attendence at a natural foods conference in Orlando, Fl.
3. Traning & Consultation - Cooperative Development Services
    - Professional review of proforma financials, budgets, business plan, board policies, and start-up procedures.
    - Provides feedback and consultation on clear action steps to move project forward.
    - Provides access and consultation with financing outlets for raising any additional funds needed to operate.

Results of Completed Program Activities:

1. Food Education Film Series was attended by 50-75 people at each film. Community presenters included a local sustainable farm, Florida Organic Growers, Gainesville Farm Fresh & Herb Garden, and Cinema Verde EcoFest. These films educated the audience about problems and concerns facing efforts to create cottage industries, and how important it is to understand policies that promote or inhibit efforts to build a local food system, and access to healthy local food.

2. Co-op Managers and Board of Director Members attended a day-long training session at New Leaf Co-op Market in Tallahassee, Fl and Sunseed Food Co-op in Cape Canaveral, Fl and received valuable guidance, start-up documents, training documents, and information for developing and opening a cooperative market in Gainesville, Fl.
   Attendees included: Liz Nesbit, Ian Mitnick, James Steele, & Gretchen McIntyre.

3. Upon the professional review of Co-op financials, business plan, and start-up procedures by Bill Gessner of the Cooperative Development Services, the Co-op

was able to determine a clear pathway towards a local food market opening and raise all the remaining funds needed for initial operations – approximately $85,000 from January 2011 through July 2011.

Other Program Deliverables Completed:

- A complete guide to Cooperative Education for worker-owners and board directors, compiled with information obtained from consultants, online resources, and other Cooperatives visited. To be posted on public website and made available to the community.
- A report on Cooperative Board Guidelines & Operating Principles, also to be made a public resource and shared with the community.
- Scheduling a Cooperative Education workshop for February 18, 2012 for the Co-op Board and Management team with a hired faciliator and cooperative business coach to establish a short and long-term strategic plan for the Co-op.
- Scheduling a Management workshop for March XX, 2012 with above coach to develop an internal transition and development plan for the worker-owner membership.
- Scheduling a Membership Meeting for March XX, 2012 for the entire Co-op Membership to share the results of the above training and workshops.

Ongoing Program Activities:

- Providing education materials, brochures, and signs outlining important food system facts and issues in the Co-op marketplace community corner
- Purchasing online webinars on Board Development & Training, which will be translated into written board governance policies and posted on our website for members to read.

Enclosed: Detailed Expense Report for above Completed Program Activities
Funds were deposited into Cooperative Communities Bank Account, and classified as restricted funds for the sole purposes of this Grant Program. Funds have been kept separate and accounted for in its own account, as detailed in the attached Quickbooks Expenditure Report.

Grant Funding Update:

	Proposal	**Actual**
Training & Consultation	$1,080	$1,099
Field Training	$2,220	$616
Community & Education	$1,400	$183
Co-op Metrics	$300	
Total	$5,000	$1,898
Remaining Funds:	**$3,102**	

LYDIA B. STOKES FOUNDATION
2012 FORM 990-PF
PART VII-B5c
ATTACHMENT

1 Name and address of the grantee.
Santa Fe Alliance, Post Office Box 23864
Santa Fe, New Mexico 87502

2 Date and amount of the grant:
May 10, 2011 / $4,000

3 Purpose of the grant.
Farm to restaurant project

4 Amounts spent by the grantee
$4,000 00

5 Whether the grantee has diverted the grant:
No

6 Dates of report from the grantee:
May - July 2011

7 Verification of the grantee's report
Verified

The report dated July, 2011 is attached

Lydia B. Stokes Foundation

March 29, 2011

Lydia B Stokes Foundation
Thalia Venerable, Trustee
721 Don Diego Ave
Santa Fe NM 87505

G. Mike McDow, Director
Business and Cooperative Programs
USDA, Rural Development
6200 Jefferson St. NE, Room 255
Albuquerque, NM 87109:

Dear Mr. McDow,

The Lydia B. Stokes Foundation is making a grant of $4000 to the Santa Fe Alliance, during our Spring Granting Cycle scheduled for May 2011. This grant will be in support of the Farm to Restaurant Delivery Project. Funds will be distributed by June 15, 2011.

We have supported the Santa Fe Alliance since 2009, so have watched this organization establish itself as a creative, dynamic and effective force in the Santa Fe region under the capable leadership of Ms. Pozzebon. The Santa Fe Alliance has also, in a very short time, gained national recognition as a leader in the socially responsible local business movement, and is modeling best practices in developing viable food systems and local business alliances for communities nationwide.

We were a seed funder of the Food and Fuels Project, and are excited to participate in the Farm to Restaurant Delivery Project. which we think is a critical next step in fostering more economic stability and health for rural farmers, utilizing resources more efficiently, reducing waste, and providing healthy, fresh food to the people of Santa Fe. We are committed to playing a role in ensuring the long term success of this project and to the larger vision of the Santa Fe Alliance in building food security by improving economic viability of the farmers and small towns in the Santa Fe area.

Restoring local food systems is proving to be an engine of economic development as well as fostering community security and health. The model emerging in Northern New Mexico is an inspiration to communities around the country, and to funders such as ourselves.

Sincerely,

Thalia Venerable, Trustee

Santa Fe Alliance/Farm to Restaurant Delivers
Stokes Funding May – July 2011
Program Accomplishments

During this time period, expenses in May and June were for the Farm to Restaurant Delivers Logistics Manager who spent time prepping for the upcoming season (coordinating with the SFA bookkeeper, securing relationships with farmers, coordinating the aggregation space in Santa Fe, hiring a driver). We also printed 5,000 Farm to Restaurant tri-fold brochures that list all restaurant and farm participants, the Cook with the Chef schedule, and information about the program. These brochures are distributed in local restaurants, hotels, public places and at Santa Fe Alliance events.

Delivery began in July and during this reporting period we made six deliveries (twice a week on Wednesdays and Saturdays) to eleven restaurants per delivery, ordering produce from eight farms. Total produce delivered was 3,000 pounds, $6,287 in restaurant invoices (receivables) and $5,175 in farmer invoices (payables).

Santa Fe Alliance/Farm To Restaurant Delivers

Stokes Funding 2011 - Financial Allocation

Expense Category	May	June	July	Comments
Logistics Manager / Contract Labor	544.00	800.00	800.00	Portion not covered by other funding
Delivery Driver / Contract Labor			310.00	Portion not covered by other funding
Insurance / Liability coverage for F2R			168.20	30% of Insurance coverage less other funding source
Cell phone / Logistics Manager	55.00	55.00	55.00	
Brochures / Listing Farmers & Restaurants in Delivery Program		1060.13		
Mileage / Logistics Manager			108.78	
Business Cards / F2R for Logistics Manager			43.28	
Subtotals	599.00	1915.13	1485.26	
TOTAL			**3999.39**	

LYDIA B. STOKES FOUNDATION
2012 FORM 990-PF
PART VIII, 1
ATTACHMENT

TITLE

Name and Address	Hrs./Wk.	Compensation
Nancy V. Deren 721 Don Diego Avene Santa Fe, New Mexico 87505	Co -Trustee 4 -12 Hrs./ Week	$7,500.
Thomas R. Willits 721 Don Diego Avenue Santa Fe, New Mexico 87505	Co -Trustee 4 -12 Hrs./ Week	$7,500.
Thalia Venerable 721 Don Diego Avenue Santa Fe, New Mexico 87505	Co -Trustee 1/2 Hr / Week	None

LYDIA B. STOKES FOUNDATION

2012 FORM 990 - PF

PART XV, 3a, 3b

ATTACHMENT

See attached list of Fall Cycle Grants and Spring Cycle Grants.

LYDIA B. STOKES FOUNDATION
FY 2012 / SPRING CYCLE GRANTS

1	Planned Parenthood Federation of America 434 West 33rd Street New York, New York 10001 Attn: Jen Wylegala Proj: General operating support for ongoing projects and operations of health services, outreach, and education.	$15,000.00
2	CISA 1 Sugarloaf Street South Deerfield, Massachusetts 01373 Attn: Phil Korman Proj General operating support for the staff of PV Grows	$5,000.00
3	Triskeles, Inc. 707 Eagleview Blvd. Suite 105 Exton, Pennsylvania 19341 Attn. Clemens Pietzner Proj: Food for All - involve at risk youth in building raised garden beds to provide local food to the food bank in Chester County, Pennsylvania	$4,000.00

LYDIA B. STOKES FOUNDATION
FY 2012 / SPRING CYCLE GRANTS

4	Partners for a Healthier Community, Inc Post Office Box 4895 Springfield, Massachusetts 01101-4895 Attn Jessica Collins Proj: Develop broader family engagement and secure mobile market to be at two pre-schools	$5,000.00
5.	The Food Project 10 Lewis Street Lincoln, Massachusetts 01773 Attn: Alex Brady Proj General operating support	$3,000.00
6.	Strolling of the Heifers, Inc 105 Partridge Road East Dummerston, Vermont 05346 Attn: Orly Munzing Proj: Slow Living Summit - video capture of summit program and event gatherings to make the video available on line	$4,000.00

LYDIA B. STOKES FOUNDATION
FY 2012 / SPRING CYCLE GRANTS

7	Adirondack Community Trust Keene Fire Department Fund Heaven Hill Farm Post Office Box 288 Lake Placid, New York 12946 Attn: Andrea Grout Proj: Disaster relief project toward relocating and rebuilding the Keene Fire Department destroyed in Hurricane Irene	$2,000 00
8	Artist's Alliance of North Florida, Inc. dba Florida's Eden Post Office Box 357336 Gainesville, Florida 32635 Attn Annie Pais Proj: Ichetucknee Classroom Model professional editing to produce a final high quality student created virtual tour of the Ichetucknee River used as part of curriculum and as a kids teaching kids website to be used state wide to educate a wide audience on the value and uniqueness of the Florida springs ecosystem	$10,000.00
9.	Conservation Trust for Florida, Inc. Post Office Box 134 Micanopy, Florida 32667 Attn: Busy Kislig-Shires Byerly Proj: Website and material grant to develop a viable farm transition program through a web based referral system. Also to develop awareness and promote local food and farms during the annual gathering to attract more supporters to this program	$8,000.00 (3 of 3)

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

1.	Displaced Homemaker Program c/o Office for Development Robertson Administration Building Room 207 3000 NW 83rd Street Gainesville, Florida 32606 Attn: Joan M. Suchorski Proj. General operating support for the Displaced Homemaker program which provides comprehensive transitional services to homemakers over 35 who have lost their support systems	$5,000 00
2.	Adirondack Community Trust / Keene Flood Recovery Fund Post Office Box 288 Lake Placid, New York 12946 Attn: Andrea Grout, Grants & Scholarship Coordinator Proj: General operating support to aid in the first stage efforts toward the recovery from Hurricane Irene in the Keene Valley and St. Huberts areas.	$2,500.00
3	Blue Oven Kitchens Santa Fe College CIED 530 West University Avenue Gainesville, Florida 32601 Attn: Val Leitner, President Proj: To support the development of educational materials for the expansion of the Farm to Restaurant Consumer Education program and to help launch the North Central Florida Foodshed and Local Economics Research and Planning Project.	$7,595.00

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

4.	Physicians for Social Responsibility 1875 Connecticut Avenue NW Suite 1012 Washington, DC 20009 Attn: Mary Dillon Kerwin, Associate Director Proj: General operating support for the PSRS Radiation and Health Project which presents meaningful science to the public, media and policymakers regarding the risks of nuclear reactors and the exposure to radiation.	$3,500.00
5.	Post Carbon Institute 613 4th Street No. 208 Santa Rosa, California 95404 Attn. Asher Miller, Executive Director Proj: General operating support for research and publication of **Financing the Transition** - a guide for supporting local agriculture, energy and business ventures.	$10,000.00 (year 2)
6.	Quivira Coalition 1413 Second Street Suite #1 Santa Fe, New Mexico 87505 Attn: Courtney White, Executive Director Proj: Two year grant for general operating support for the development of the Carbon Ranch Project.	$15,000.00 (year 1 $7,500) (year 2 $7,500)

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

7.	Santa Fe Farmer's Market Institute 1607 Paseo de Peralta Suite A Santa Fe, New Mexico 87501 Attn: Sarah Noss, Executive Director Proj: General operating support for programs to assist and educate farmers, residents and youth of Northern New Mexico.	$10 000.00 (year 1 $5,000) (year 2 $5,000)
8	BALLE 305 Flora Street, Suite E Bellingham, Washington 98225 Attn Michelle Long Proj: General support for research into the feasability and implementation of a Local Living Economics Innovation Fund.	$10,000 00
9	YES MAGAZINE / Positive Futures Network 284 Madrona Way NE Suite 116 Bainbridge Island, Washington 98110-2870 Attn Fran Korten, Jessica Lind-Diamond Proj: General support for a positive economic vison and the development of new jobs.	$5,000.00

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

10	Environmental Health Fund, Inc. (ASBC) 41 Oakview Terrace Jamaica Plain, Massachusetts 02130 Attn: David Levine Proj: General operating support to encourage businesses in creating new jobs and the development of a sustainable economy	$10.000.00
11.	CISA 1 Sugarloaf Street South Deerfield, Massachusetts 01373 Attn Phil Korman Proj: General operating support for bringing together urban and rural food systems in Hampden County.	$2,500.00
12.	CISA 1 Sugarloaf Street South Deerfield, Massachusetts 01373 Attn: Phil Korman Proj General operating support for the staff of PV Grows	$5,000.00
13.	Gasoline Alley Foundation (GTC) Post Office 90774 Springfield, Massachuset 01139 Attn: Anne Richmond Proj: General operating support for the development of youth based urban food programs.	$5,000 00

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

14. AFSC $18,000.00
1501 Cherry Street
Philadelphia, Pennsylvania 19102-1403
Attn: Jenn Mansfield

<u>Three Projects:</u>

"If I Had a Trillion Dollars" $6,000.00
General operating support for a youth video project which will focus on the positive use of a trillion dollars in the context of a war.

"Windows and Mirrors": Reflections on the War in Afghanistan. General operating support for a traveling exhibit of murals depicting the impact of the war on the citizens of Afghanistan. $6,000.00

Palestinian Youth Program $6,000.00
General operating support for a program to develop skills in young adults in the West Bank and Gaza to become leaders for peace and social justice

15. Presidio Graduate School $7,500.00
36 Lincoln Boulevard
San Francisco, California 94129
Attn William Shutkin, CEO
Proj: To develop and establish a class on "Market Failures and the Regulatory Environment"

LYDIA B. STOKES FOUNDATION
FY 2012 / FALL CYCLE GRANTS

16.	Community Ventures 436 14th Street Suite 1120 Oakland, California 94612 Attn: Angelica Banks, Jenny Kassan Proj: PV Community Capital Agriculture Notes (PVCANs) To design and develop investment programs that would support local agriculture systems and to share resources with communities interested in developing the same	$15,000.00 (year 1 $8,000) (year 2 $7,000.)