



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

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

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 7/01, 2011, and ending 6/30, 2012

B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return (X), Application pending. C GRIN & GROW, LTD, 1407 INDEPENDENCE AVE, WATERLOO, IA 50703. D Employer Identification Number 42-1135299. E Telephone number 319-291-2424. G Gross receipts \$ 757,765.

F Name and address of principal officer: Same As C Above. H(a) Is this a group return for affiliates? Yes No (X). H(b) Are all affiliates included? Yes No. H(c) Group exemption number.

I Tax-exempt status: X 501(c)(3), 501(c) ( ) (insert no.), 4947(a)(1) or 527. J Website: N/A.

K Form of organization: X Corporation, Trust, Association, Other. L Year of Formation: 1979. M State of legal domicile: IA.

Part I Summary

Table with 2 columns: Description and Amount. Rows include: 1 Briefly describe the organization's mission... TO PROVIDE A SAFE, NURTURING, QUALITY EARLY CHILDHOOD PROGRAM... 2 Check this box... 3 Number of voting members... 4 Number of independent voting members... 5 Total number of individuals employed... 6 Total number of volunteers... 7a Total unrelated business revenue... 7b Net unrelated business taxable income...

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 8 Contributions and grants... 9 Program service revenue... 10 Investment income... 11 Other revenue... 12 Total revenue - add lines 8 through 11...

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 13 Grants and similar amounts paid... 14 Benefits paid to or for members... 15 Salaries, other compensation... 16a Professional fundraising fees... 16b Total fundraising expenses... 17 Other expenses... 18 Total expenses... 19 Revenue less expenses...

Table with 3 columns: Description, Beginning of Current Year, End of Year. Rows include: 20 Total assets... 21 Total liabilities... 22 Net assets or fund balances...

Part II Signature Block

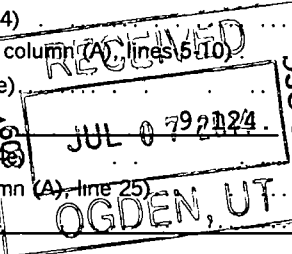
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer (MICHAEL KNAPP), Date 6/25/14, EXEC DIRECTOR.

Paid Preparer Use Only: Print/Type preparer's name (MONICA M. HAAG), Preparer's signature (Monica M Haag), Date 6/25/14, Check self-employed (X), PTIN P00303214, Firm's name (Carney, Alexander, Marold & Co., D.L.P.), Firm's address (P.O. Box 1290, Waterloo, IA 50704-1290), Firm's EIN (42-0728423), Phone no (319) 233-3318.

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

SCANNED JUL 21 2014



617 12

AMENDED

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

TO PROVIDE A SAFE, NURTURING, QUALITY EARLY CHILDHOOD PROGRAM TO A DIVERSE POPULATION REGARDLESS OF INCOME.

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

4a (Code: [ ]) (Expenses \$ 641,761. including grants of \$ ) (Revenue \$ 110,551.)

EDUCATION, CARE AND VARIOUS ACTIVITIES WERE PROVIDED TO 35,706 UNITS OF SERVICE FOR INFANT, PRESCHOOL AND SCHOOLAGE CHILDREN.

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

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

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

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

4e Total program service expenses ▶ 641,761.

# AMENDED

**Part IV Checklist of Required Schedules**

		Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3		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? If 'Yes,' complete Schedule C, Part II	4		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? If 'Yes,' complete Schedule C, Part III	5		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? If 'Yes,' complete Schedule D, Part I	6		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II	7		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10		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? If 'Yes,' complete Schedule D, Part VI	11a	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? If 'Yes,' complete Schedule D, Part VII	11b		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? If 'Yes,' complete Schedule D, Part VIII	11c		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? If 'Yes,' complete Schedule D, Part IX	11d		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11e		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)? If 'Yes,' complete Schedule D, Part X	11f	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	12a		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? If 'Yes,' complete Schedule F, Parts I and IV	14b		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV	15		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV	16		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? If 'Yes,' complete Schedule G, Part I (see instructions)	17		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? If 'Yes,' complete Schedule G, Part II	18		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

# AMENDED

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

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



# AMENDED

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

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

**Section A. Governing Body and Management**

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. . . . . If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	14		
b Enter the number of voting members included in line 1a, above, who are independent . . . . .	1b	14		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? . . . . .	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5			X
6 Did the organization have members or stockholders? . . . . .	6			X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .	7a			X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? . . . . .	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body? . . . . .	8a		X	
b Each committee with authority to act on behalf of the governing body? . . . . .	8b		X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O. . . . .	9			X

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

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

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ None
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:  
 ▶ MICHAEL KNAPP 1407 INDEPENDENCE AVENUE WATERLOO IA 50703 319-291-2424

# AMENDED

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

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

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

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

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

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL KNAPP Exec Director	45	X					43,560.	0.	0.	
(2) LORI JOHNSON Director	1.5	X					0.	0.	0.	
(3) ED DAMS Director	1.5	X					0.	0.	0.	
(4) DR. RONALD FLORY Director	1.5	X					0.	0.	0.	
(5) ERIN LYONS President	1.5	X		X			0.	0.	0.	
(6) DEE BLANSHAN Director	1.5	X					0.	0.	0.	
(7) SHANNON ADAMS Director	1.5	X					0.	0.	0.	
(8) LORI MCCARVEL Treasurer	1.5	X		X			0.	0.	0.	
(9) BRIAN SANDERMAN Director	1.5	X					0.	0.	0.	
(10) CHRISTINA WESTENDORF Director	1.5	X					0.	0.	0.	
(11) DEBRA SHOOPMAN Director	1.5	X					0.	0.	0.	
(12) KATIE LYONS Director	1.5	X					0.	0.	0.	
(13) C. MORGAN LASLEY Director	1.5	X					0.	0.	0.	
(14) KARI DAHLSTROM Director	1.5	X					0.	0.	0.	

# AMENDED

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JOE TRIPP-RIEKS Director	1.5	X					0.	0.	0.	
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
<b>1 b Sub-total</b> .....							43,560.	0.	0.	
<b>c Total from continuation sheets to Part VII, Section A</b> .....							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b> .....							43,560.	0.	0.	

**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
<b>3</b> Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual</i>	3	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>4</b> 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>	4	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>5</b> 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>	5	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**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

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

# AMENDED

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns . . . . .	1a			
	b Membership dues . . . . .	1b			
	c Fundraising events . . . . .	1c			
	d Related organizations . . . . .	1d			
	e Government grants (contributions) . . . . .	1e	554,041.		
	f All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f	85,930.		
	g Noncash contributions included in lns 1a-1f: \$				
h Total. Add lines 1a-1f . . . . .		639,971.			
PROGRAM SERVICE REVENUE	2a TUITION	Business Code 611710	110,551.	110,551.	
	b				
	c				
	d				
	e				
	f All other program service revenue . . . . .				
	g Total. Add lines 2a-2f . . . . .		110,551.		
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) . . . . .				
	4 Income from investment of tax-exempt bond proceeds . . . . .				
	5 Royalties . . . . .				
	6a Gross rents	(i) Real (ii) Personal			
	b Less: rental expenses				
	c Rental income or (loss) . . . . .				
	d Net rental income or (loss) . . . . .				
	7a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	b Less: cost or other basis and sales expenses . . . . .				
	c Gain or (loss) . . . . .				
	d Net gain or (loss) . . . . .				
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a			
	b Less: direct expenses . . . . .	b			
	c Net income or (loss) from fundraising events . . . . .				
	9a Gross income from gaming activities. See Part IV, line 19 . . . . .	a			
b Less: direct expenses . . . . .	b				
c Net income or (loss) from gaming activities . . . . .					
10a Gross sales of inventory, less returns and allowances . . . . .	a				
b Less: cost of goods sold . . . . .	b				
c Net income or (loss) from sales of inventory . . . . .					
Miscellaneous Revenue	Business Code				
11a MISCELLANEOUS		7,243.	7,243.		
b					
c					
d All other revenue . . . . .					
e Total. Add lines 11a-11d . . . . .		7,243.			
12 Total revenue. See instructions . . . . .		757,765.	117,794.	0.	0.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	46,622.	14,378.	32,244.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	501,494.	458,406.	41,699.	1,389.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	756.	652.	104.	
10 Payroll taxes	56,017.	48,343.	7,568.	106.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	9,742.		9,742.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	2,317.	2,317.		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	837.	837.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	5,770.	5,770.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,438.	4,438.		
23 Insurance	14,012.	12,196.	1,816.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Food	29,932.	27,549.		2,383.
b Rent/janitor	26,685.	25,884.	801.	
c Bad Debt Expense	12,852.	12,852.		
d Purchased services	8,968.	8,968.		
e All other expenses	28,455.	19,171.	4,038.	5,246.
25 Total functional expenses. Add lines 1 through 24e	748,897.	641,761.	98,012.	9,124.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**AMENDED**

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	<b>1</b> Cash — non-interest-bearing .....	2,810.	<b>1</b>	21,729.
	<b>2</b> Savings and temporary cash investments .....		<b>2</b>	
	<b>3</b> Pledges and grants receivable, net .....		<b>3</b>	
	<b>4</b> Accounts receivable, net .....	20,215.	<b>4</b>	31,954.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<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 .....	2,647.	<b>9</b>	1,342.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 81,994.		
	<b>b</b> Less: accumulated depreciation .....	10b 74,851.	11,581.	10c 7,143.
	<b>11</b> Investments — publicly traded securities .....		<b>11</b>	
	<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 .....		<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 34) .....	37,253.	<b>16</b>	62,168.	
<b>LIABILITIES</b>	<b>17</b> Accounts payable and accrued expenses .....	118,333.	<b>17</b>	134,380.
	<b>18</b> Grants payable .....		<b>18</b>	
	<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> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	29,783.	<b>23</b>	29,783.
	<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 .....	148,116.	<b>26</b>	164,163.
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29 and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	-160,347.	<b>27</b>	-129,374.
	<b>28</b> Temporarily restricted net assets .....	24,598.	<b>28</b>	2,493.
	<b>29</b> Permanently restricted net assets .....	24,886.	<b>29</b>	24,886.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
	<b>33 Total net assets or fund balances .....</b>	-110,863.	<b>33</b>	-101,995.
<b>34 Total liabilities and net assets/fund balances .....</b>	37,253.	<b>34</b>	62,168.	

# AMENDED

**Part XI Reconciliation of Net Assets**

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

1 Total revenue (must equal Part VIII, column (A), line 12) .....	1	757,765.
2 Total expenses (must equal Part IX, column (A), line 25) .....	2	748,897.
3 Revenue less expenses. Subtract line 2 from line 1 .....	3	8,868.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) .....	4	-110,863.
5 Other changes in net assets or fund balances (explain in Schedule O) .....	5	0.
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) .....	6	-101,995.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question 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? .....

b Were the organization's financial statements audited by an independent accountant? .....

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 in Schedule O.

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....

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 in Schedule O and describe any steps taken to undergo such audits. ....

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

BAA

AMENDED

OMB No 1545-0047

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

2011

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



Department of the Treasury Internal Revenue Service

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

Name of the organization: GRIN & GROW, LTD; Employer identification number: 42-1135299

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii).
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv).
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi).
8 A community trust described in section 170(b)(1)(A)(vi).
9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions...
10 An organization organized and operated exclusively to test for public safety.
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations...
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations...
f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

Table with 3 columns: Question (11g (i), (ii), (iii)), Yes, No

h Provide the following information about the supported organization(s).

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in column (i) listed in your governing document?, (v) Did you notify the organization in column (i) of your support?, (vi) Is the organization in column (i) organized in the U.S., (vii) Amount of support

# AMENDED

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.) . . .	579,153.	544,791.	565,145.	608,070.	639,971.	2,937,130.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . . .						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge . .						0.
4 <b>Total.</b> Add lines 1 through 3 . . .	579,153.	544,791.	565,145.	608,070.	639,971.	2,937,130.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . .						0.
6 <b>Public support.</b> Subtract line 5 from line 4 . . . . .						2,937,130.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4 . . . . .	579,153.	544,791.	565,145.	608,070.	639,971.	2,937,130.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	105.	49.	7.	2.		163.
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						0.
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						2,937,293.
12 Gross receipts from related activities, etc (see instructions) . . . . .					12	667,109.
13 <b>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 type="checkbox"/>

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	99.99 %
15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .	15	99.97 %
16a <b>33-1/3% support test – 2011.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
b <b>33-1/3% support test – 2010.</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"/>
17a <b>10%-facts-and-circumstances test – 2011.</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 IV 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 – 2010.</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 IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
18 <b>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 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b 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; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.); 13 Total support. (Add lns 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

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) 15%. Row 16: Public support percentage from 2010 Schedule A, Part III, line 15 16%.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) 17%. Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17 18%.

19a 33-1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. 19b 33-1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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



**Form 990, Schedule D**

Leasehold improvements, Schedule D pg 2 part 6 line 1c column c		18,821
Decrease in accumulated depreciation as reported on schedule d		
originally filed	18,821	
amended	<u>18,820</u>	
net change		<u>(1)</u>
Leasehold improvements - accumulated depreciation		<u><u>18,820</u></u>

**Form 990, Schedule L**

Business transactions involving interested persons, Schedule L pg 2 part 4 line 1 column c		5,510
Decrease in business transactions involving interested persons		
originally filed	5,510	
amended	<u>-</u>	
net change		<u>(5,510)</u>
Business transactions involving interested persons		<u><u>-</u></u>

AMENDED

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements
Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
Attach to Form 990. See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

Employer identification number

GRIN & GROW, LTD

42-1135299

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 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?.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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, 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, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Table with 2 columns: Amounts. Rows include: 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

# AMENDED

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

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

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

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

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

2 a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Temporarily restricted endowment  \_\_\_\_\_ %

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements		23,158.	18,820.	4,338.
d Equipment				
e Other		58,836.	56,031.	2,805.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				7,143.

# AMENDED

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12. N/A

(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) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990 Part X, column (B) line 12.) ▶		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13. N/A

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

**Part IX Other Assets.** See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B), line 15.) ▶	

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

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

2 FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). See Part XIV

# AMENDED

<b>Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements</b>		N/A
1	Total revenue (Form 990, Part VIII, column (A), line 12)	
2	Total expenses (Form 990, Part IX, column (A), line 25)	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	

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

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

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part X - FIN 48 Footnote**

The Organization adopted accounting standards which require evaluation of the impact of uncertain tax positions taken or expected to be taken in a tax return. In some instances, the Organization may be required to recognize a liability related to those tax positions. At June 30, 2012 and 2011, the Organization had no uncertain tax positions requiring recognition in the financial statements. The Organization is no longer subject to federal and state income tax examinations by tax authorities for years before June 30, 2009.



AMENDED

SCHEDULE O  
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2011

Department of the Treasury  
Internal Revenue Service

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.

Open to Public  
Inspection

Name of the organization

GRIN & GROW, LTD

Employer identification number

42-1135299

Form 990 - Explanation of Amended Return

~~We are amending the 2011 Form 990 - U.S. Income Tax Return for an Exempt  
Organization to report changes on the reviewed financial statements. The originally  
filed tax return was filed using numbers available at the time. We are amending the  
return to show more accurate numbers after a review of the financial statements had  
been performed.~~

Form 990, Part VI, Line 11b - Form 990 Review Process

Governing board reviews in conjunction with annual meeting.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Information is available to the public upon request.

**Explanation of Changes Amended 2011 form 990**

**Form 990, Page 1**

Contributions and grants, pg 1 part I line 8		596,579
Increase in Exempt Organization Grants as reported on form 990 part VIII		
originally filed	544,866	
amended	<u>554,041</u>	
net change		9,175
Increase in other contributions as reported on form 990 part VIII		
originally filed	51,713	
amended	<u>85,930</u>	
net change		<u>34,217</u>
Total net change to contributions and grants		<u>43,392</u>
Contributions and grants		<u>639,971</u>
Program service revenue, pg 1 part I line 9		105,150
Increase in Exempt Organization program service revenue as reported on form 990 part VIII		
originally filed	105,150	
amended	<u>110,551</u>	
net change		<u>5,401</u>
Total net change to program service revenue		<u>5,401</u>
Program service revenue		<u>110,551</u>
Other revenue, pg 1 part I line 11		47,381
Decrease in Exempt Organization other revenue as reported on form 990 part VIII		
originally filed	47,381	
amended	<u>7,243</u>	
net change		<u>(40,138)</u>
Total net change to other revenue		<u>(40,138)</u>
Other revenue		<u>7,243</u>
Total revenue, pg 1 part I line 12		749,110
contributions and grants net change	43,392	
program service revenue net change	5,401	
other revenue net change	<u>(40,138)</u>	
Total net change total revenue		<u>8,655</u>
Total revenue		<u>757,765</u>

Salaries and other compensation, pg I part I line 15		594,317
Increase in compensation of current officers as reported on form 990 part IX		
originally filed	43,613	
amended	<u>46,622</u>	
net change		3,009
Increase in other salaries and wages as reported on form 990 part IX		
originally filed	494,208	
amended	<u>501,494</u>	
net change		7,286
Increase in other employee benefits as reported on form 990 part IX		
originally filed	588	
amended	<u>756</u>	
net change		168
Increase in payroll taxes as reported on form 990 part IX		
originally filed	55,908	
amended	<u>56,017</u>	
net change		<u>109</u>
Total net change to salaries and other compensation		<u>10,572</u>
Salaries and other compensation		<u>604,889</u>
Other expenses, pg 1 part I line 17		117,409
Increase in fees for services as reported on form 990 part IX		
originally filed	8,003	
amended	<u>9,742</u>	
net change		1,739
Increase in office expense as reported on form 990 part IX		
originally filed	2,066	
amended	<u>2,317</u>	
net change		251
Increase in travel as reported on form 990 part IX		
originally filed	602	
amended	<u>837</u>	
net change		235
Decrease in interest as reported on form 990 part IX		
originally filed	7,168	
amended	<u>5,770</u>	
net change		(1,398)
Increase in insurance as reported on form 990 part IX		
originally filed	8,668	
amended	<u>14,012</u>	
net change		5,344
Increase in other expenses as reported on form 990 part IX		
originally filed	86,464	
amended	<u>106,892</u>	
net change		<u>20,428</u>
Total net change to other expenses		<u>26,599</u>
Other expenses		<u>144,008</u>

Total expenses, pg 1 part I line 18		711,726
salaries and other compensation net change	10,572	
other expenses net change	<u>26,599</u>	
Total expenses net change		<u>37,171</u>
Total expenses		<u><u>748,897</u></u>
Revenue less expenses, pg 1 part I line 19		37,384
revenue net change	8,655	
expenses net change	<u>37,171</u>	
Total net change revenue less expenses		<u>(28,516)</u>
Revenue less expenses		<u><u>8,868</u></u>
Total assets, pg 1 part I line 20		
Decrease in total assets as reported on form 990 part X		67,094
originally filed	67,094	
amended	<u>62,168</u>	
net change		<u>(4,926)</u>
Total assets		<u><u>62,168</u></u>
Total liabilities, pg 1 part I line 21		140,573
Increase in total liabilities as reported on form 990 part X		
originally filed	140,573	
amended	<u>164,163</u>	
net change		23,590
Total liabilities		<u><u>164,163</u></u>
Net assets or fund balance, pg 1 part I line 22		
Decrease in fund balance as reported on form 990 part 1		(73,479)
originally filed	(73,479)	
amended	<u>(101,995)</u>	
net change		<u>(28,516)</u>
Net assets or fund balance		<u><u>(101,995)</u></u>
<b>Form 990, Page 2</b>		
Program Expenses, pg 2 part III line 4a		
Increase in program expense		641,461
originally filed	641,461	
amended	<u>641,761</u>	
net change		<u>300</u>
Program Expenses		<u><u>641,761</u></u>

Program Revenue, pg 2 part III line 4a			
Increase in program revenue			105,150
	originally filed	105,150	
	amended	<u>110,551</u>	
	net change		<u>5,401</u>
Program Revenue			<u><u>110,551</u></u>
Form 990, Page 9			
Total revenue, pg 9 part VIII line 12 column a			749,110
Increase in total revenue			
	originally filed	749,110	
	amended	<u>757,765</u>	
	net change		<u>8,655</u>
Total revenue			<u><u>757,765</u></u>
Related or exempt function revenue, pg 9 part VIII line 12 column b			152,531
Decrease in related or exempt function revenue			
	originally filed	152,531	
	amended	<u>117,794</u>	
	net change		<u>(34,737)</u>
Related or exempt function revenue			<u><u>117,794</u></u>
Form 990, Page 10			
Total expenses, pg 10 part IX line 25 column a			711,726
Increase in total expenses			
	originally filed	711,726	
	amended	<u>748,897</u>	
	net change		<u>37,171</u>
Total expenses			<u><u>748,897</u></u>
Program service expenses, pg 10 part IX line 25 column b			641,461
Increase in program service expenses			
	originally filed	641,461	
	amended	<u>641,761</u>	
	net change		<u>300</u>
Program service expenses			<u><u>641,761</u></u>
Management and general expenses, pg 10 part IX line 25 column c			64,374
Increase in management and general expenses			
	originally filed	64,374	
	amended	<u>98,012</u>	
	net change		<u>33,638</u>
Management and general expenses			<u><u>98,012</u></u>

Fundraising expenses, pg 10 part IX line 25 column d		5,891
Increase in fundraising expenses		
originally filed	5,891	
amended	9,124	
net change		<u>3,233</u>
Fundraising expenses		<u>9,124</u>
<b>Form 990, Page 11</b>		
Cash, pg 11 part X line 1 column b		33,907
Decrease in cash as reported on form 990 part X		
originally filed	33,907	
amended	21,729	
net change		<u>(12,178)</u>
Cash		<u>21,729</u>
Accounts receivable, pg 11 part X line 4 column b		22,698
Increase in accounts receivable as reported on form 990 part X		
originally filed	22,698	
amended	31,954	
net change		<u>9,256</u>
Accounts receivable		<u>31,954</u>
Prepaid expenses and deferred charges, pg 11 part X line 9 column b		3,347
Decrease in prepaid expenses as reported on form 990 part X		
originally filed	3,347	
amended	1,342	
net change		<u>(2,005)</u>
Prepaid expenses and deferred charges		<u>1,342</u>
Land, Buildings, and Equipment (net), pg 11 part X line 10c column b		7,142
Increase in fixed assets as reported on form 990 part X		
originally filed	7,142	
amended	7,143	
net change		<u>1</u>
Land, Buildings, and Equipment (net)		<u>7,143</u>
Total assets, pg 11 part X line 16 column b		67,094
Decrease in total assets as reported on form 990 part X		
originally filed	67,094	
amended	62,168	
net change		<u>(4,926)</u>
Total assets		<u>62,168</u>

Accounts payable, pg 11 part X line 17 column b		110,790
Increase in accounts payable as reported on form 990 part X		
originally filed	110,790	
amended	<u>134,380</u>	
net change		<u>23,590</u>
Accounts payable		<u><u>134,380</u></u>
Total liabilities, pg 11 part X line 26 column b		140,573
Increase in total liabilities as reported on form 990 part X		
originally filed	140,573	
amended	<u>164,163</u>	
net change		<u>23,590</u>
Total liabilities		<u><u>164,163</u></u>
Unrestricted net assets, pg 11 part X line 27 column b		(122,963)
Decrease in unrestricted net assets as reported on form 990 part X		
originally reported	(122,963)	
amended	<u>(129,374)</u>	
net change		<u>(6,411)</u>
Unrestricted net assets		<u><u>(129,374)</u></u>
Temporarily restricted net assets, pg 11 part X line 28 column b		24,598
Decrease in temporarily restricted net assets as reported on form 990 part X		
originally filed	24,598	
amended	<u>2,493</u>	
net change		<u>(22,105)</u>
Temporarily restricted net assets		<u><u>2,493</u></u>
Total net assets or fund balance, pg 11 part X line 33 column b		(73,479)
Decrease in total net assets as reported on form 990 part X		
originally filed	(73,479)	
amended	<u>(101,995)</u>	
net change		<u>(28,516)</u>
Total net assets or fund balance		<u><u>(101,995)</u></u>
Total liabilities and net assets/fund balances, pg 11 part X line 34 column b		67,094
Decrease in total liabilities and net assets as reported on form 990 part X		
originally filed	67,094	
amended	<u>62,168</u>	
net change		<u>(4,926)</u>
Total liabilities and net assets/fund balances		<u><u>62,168</u></u>

**Form 990, Page 12**

Total revenue, pg 12 part XI line 1		749,110
Increase in total revenue as reported on form 990 part XI		
originally filed	749,110	
amended	<u>757,765</u>	
net change		<u>8,655</u>
Total revenue		<u><u>757,765</u></u>
Total expenses, pg 12 part XI line 2		711,726
Increase in total expenses as reported on form 990 part XI		
originally filed	711,726	
amended	<u>748,897</u>	
net change		<u>37,171</u>
Total expenses		<u><u>748,897</u></u>
Revenue less expenses, pg 12 part XI line 3		37,384
Decrease in Revenue less expenses as reported on form 990 part XI		
originally filed	37,384	
amended	<u>8,868</u>	
net change		<u>(28,516)</u>
Revenue less expenses		<u><u>8,868</u></u>
Net assets or fund balances at end of year, pg 12 part XI line 6		(73,479)
Decrease in net assets or fund balance as reported on form 990 part XI		
originally filed	(73,479)	
amended	<u>(101,995)</u>	
net change		<u>(28,516)</u>
Net assets or fund balances at end of year		<u><u>(101,995)</u></u>
<b>Form 990, Schedule A</b>		
Gifts, grants, contributions, Schedule A part II line 1 column e		596,579
Increase in gifts, grants, contributions as reported on shcedule A		
originally filed	596,579	
amended	<u>639,971</u>	
net change		<u>43,392</u>
Gifts, grants, contributions		<u><u>639,971</u></u>