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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2012Open to Public
Inspection**A For the 2012 calendar year, or tax year beginning****and ending****B Check if applicable**

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**Grocery Manufacturers Association**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

1350 I Street, NW

Room/suite

300

City, town, or post office, state, and ZIP code

Washington, DC 20005**F Name and address of principal officer: Mr. Steve McCroddan
same as C above****D Employer identification number****53-0114930****E Telephone number****(202) 639-5900****G Gross receipts \$ 59,990,992.****H(a) Is this a group return**

for affiliates?

☐ Yes ☒ No**H(b) Are all affiliates included?**☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I Tax-exempt status:** ☐ 501(c)(3) ☒ 501(c) (**6**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website: ▶ www.gmaonline.org****K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation: 1909 M State of legal domicile: DE****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities. GMA represents the world's leading food, beverage and consumer products companies.	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	50
	4	Number of independent voting members of the governing body (Part VI, line 1b)	50
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	107
	6	Total number of volunteers (estimate if necessary)	0
		7a	Total unrelated business revenue from Part VIII, column (A), line 13
7b		Net unrelated business taxable income from Form 990-E, line 34	96,174.
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,265,192.
	9	Program service revenue (Part VIII, line 2g)	1,348,013.
	10	Investment income (Part VIII, column (A), lines 3-4, and 7d)	24,479,724.
	11	Other revenue (Part VIII, column (A), lines 5, 6, 8, 9, 10e, and 11e)	46,476,217.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	728,747.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,218,601.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	2,268,145.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,716,249.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	28,741,808.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	185,175.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	139,050.
	19	Revenue less expenses. Subtract line 18 from line 12	0.
	20	Total assets (Part X, line 16)	14,809,554.
	21	Total liabilities (Part X, line 26)	35,039,084.
	22	Net assets or fund balances. Subtract line 21 from line 20	29,637,300.

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	Steve McCroddan	Date	5/9/13
	Type or print name and title	Mr. Steve McCroddan, Sr. VP, CFO, CAO		
Paid Preparer Use Only	Print/Type preparer's name	Thomas J. Raffa	Preparer's signature	5/7/13
	Firm's name	Raffa, P.C.	Check if self-employed <input type="checkbox"/>	PTIN P00916458
	Firm's address	1899 L Street, NW, Suite 900 Washington, DC 20036	Firm's EIN	52-1511275
			Phone no.	(202) 822-5000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

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

☒ X

1 Briefly describe the organization's mission:

GMA is the voice of more than 300 leading food, beverage and consumer products companies that sustain and enhance the quality of life for hundreds of millions of people in the United States and around the globe. GMA is an active, vocal advocate for its member companies and

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

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

4a (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

Scientific Affairs: Science and technology - Through its laboratory facilities and top research scientists, this program provides applied research, public policy support and technical assistance to the consumer products industry in the areas of food safety, chemistry, microbiology, nutrition, processing, packaging, waste disposal and other areas.

Regulatory affairs staff monitor issues affecting the consumer products industry, develop strategies to advance regulatory policy and provide a link between the consumer products industry and regulatory decision makers in agencies like the Food and Drug Administration, U.S. Department of Agriculture, and the Environmental Protection Agency. GMA's forensic science staff work diligently to defend the consumer

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

Government Affairs - Federal and State: This program monitors and advocates public policy issues affecting the consumer products industry and provides a link between the consumer products industry and Congressional and state decision makers by ensuring that sound science is included in the legislative decision making process where appropriate.

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

Public Communication: This program ensures that GMA acts as the spokesperson on issues affecting the consumer products industry to educate the public through industry coalitions, media education and technical and scientific publications. This program includes the "Facts Up Front" initiative, a voluntary nutrient-based labeling system that summarizes important food nutrient information on the front of food and beverage packages. The "Facts Up Front" voluntary initiative is aligned with guidelines from the U.S. Food and Drug Administration and the U.S. Department of Agriculture.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses

Form 990 (2012)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Form 990 (2012)

Part IV Checklist of Required Schedules (continued)

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

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	72	
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	107	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	X	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d If "Yes," indicate the number of Forms 8282 filed during the year		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c Enter the amount of reserves on hand		
14a Did the organization receive any payments for indoor tanning services during the tax year?		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	50	
b Enter the number of voting members included in line 1a, above, who are independent	50	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Bill Pappas, VP & Controller - (202) 639-5900**
1350 I Street NW, Suite #300, Washington, DC 20005

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Gary Rodkin, ConAgra Foods Chair	1.00	X		X				0.	0.	0.
(2) Kendall Powell, General Mills Vice Chair	1.00	X		X				0.	0.	0.
(3) William Cyr, Sunny Delight Beverages Co., Treas./Sec.	1.00	X		X				0.	0.	0.
(4) Jeffrey Ansell, Sun Products Corp., Director	1.00	X						0.	0.	0.
(5) J.P. Bilbrey, The Hershey Co. Director	1.00	X						0.	0.	0.
(6) J.S. Brown III, Bruce Foods Corp., Director	1.00	X						0.	0.	0.
(7) John Bryant, Kellogg Co. Director	1.00	X						0.	0.	0.
(8) Mark Clouse, Mondelez Global LLC, Director	1.00	X						0.	0.	0.
(9) Sean Connolly, Hillshire Brands Co., Director	1.00	X						0.	0.	0.
(10) Brian Cornell, PepsiCo., Inc. Director	1.00	X						0.	0.	0.
(11) James Craigie, Church & Dwight Co., Inc., Director	1.00	X						0.	0.	0.
(12) George Deese, Flowers Foods, Inc., Director	1.00	X						0.	0.	0.
(13) J. Alexander Douglas, Jr., Coca Cola Co., Director	1.00	X						0.	0.	0.
(14) Brian Driscoll, Diamond Foods Inc., Director	1.00	X						0.	0.	0.
(15) Stanley Dunbar, Moody Dunbar, Inc., Director	1.00	X						0.	0.	0.
(16) Gregg Engles, WhiteWave Foods Co., Director	1.00	X						0.	0.	0.
(17) Jeffrey Ettinger, Hormel Foods Corp., Director	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Tom Ferriter, Bush Brothers & Co.; Director	1.00	X						0.	0.	0.
(19) C.J. Fraleigh, Shearer's Foods Inc.; Director	1.00	X						0.	0.	0.
(20) Joseph Gallo, E&J Gallo Winery Director	1.00	X						0.	0.	0.
(21) Robert Gamgort, Pinnacle Foods Group, LLC; Director	1.00	X						0.	0.	0.
(22) David Geise, Furmano Foods Director	1.00	X						0.	0.	0.
(23) William Gisell, Jr., Rich Products Corp.; Director	1.00	X						0.	0.	0.
(24) Paul Grimwood, Nestle, USA Director	1.00	X						0.	0.	0.
(25) Kenneth Guise, Jr., Knouse Foods Cooperative; Director	1.00	X						0.	0.	0.
(26) James Hannan, Georgia-Pacific LLC; Director	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								5,395,993.	0.	522,417.
d Total (add lines 1b and 1c)								5,395,993.	0.	522,417.

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

32

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Coalition Against the Costly Food Labeling Proposition 455 Capital Mall, Suite 600, Sacramento, CA 95814	Lobbying - CA Ballot	21,875,000.
BBDO New York, 1285 Avenue of the Americas, New York, NY 10019	Consulting - Facts Up Front	1,181,397.
Daniel J. Edelman, Inc., 1875 I Street, NW, Suite 900, Washington, DC 20006	Consulting - Facts Up Front	741,626.
Hogan & Lovells US LLP 555 13th Street, NW, Washington, DC 20004	Consulting - General & CA Ballot	478,458.
Lin Sun-Hoffman P.O. Box 52048, Palo Alto, CA 94303	Consulting - Global Strategies	253,105.

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

14

See Part VII, Section A Continuation sheets

Form 990 (2012)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) Melanie Healey, Procter & Gamble Co.; Director	1.00	X						0.	0.	0.
(28) Bradley Irwin, Welch Foods, Inc Director	1.00	X						0.	0.	0.
(29) William Johnson, H.J. Heinz Co.; Director	1.00	X						0.	0.	0.
(30) Donald Knauss, The Clorox Co. Director	1.00	X						0.	0.	0.
(31) Kees Kruythoff, Unilever Director	1.00	X						0.	0.	0.
(32) Christopher Lischewski, Bumble Bee Foods, LLC; Director	1.00	X						0.	0.	0.
(33) Reid MacDonald, Faribault Foods Inc.; Director	1.00	X						0.	0.	0.
(34) Apu Mody, Mars Food North Am. Director	1.00	X						0.	0.	0.
(35) John Morgan, Morgan Foods, Inc. Director	1.00	X						0.	0.	0.
(36) Denise Morrison, Campbell Soup Co.; Director	1.00	X						0.	0.	0.
(37) Gregory Page, Cargill, Inc. Director	1.00	X						0.	0.	0.
(38) Randy Papadellis, Ocean Spray Cranberries, Inc.; Director	1.00	X						0.	0.	0.
(39) Clement Pappas, Clement Pappas & Co., Inc.; Director	1.00	X						0.	0.	0.
(40) Christopher Policinski, Land O'Lakes, Inc.; Director	1.00	X						0.	0.	0.
(41) C. Larry Pope, Smithfield Foods Inc.; Director	1.00	X						0.	0.	0.
(42) Gary Prince, Bimbo Bakeries USA; Director	1.00	X						0.	0.	0.
(43) Richard Smucker, The J.M. Smucker Co.; Director	1.00	X						0.	0.	0.
(44) Thomas Stokes, Tree Top, Inc. Director	1.00	X						0.	0.	0.
(45) Gregg Tanner, Dean Foods Co. Director	1.00	X						0.	0.	0.
(46) W. Anthony Vernon, Kraft Foods Group; Director	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) David West, Del Monte Foods Co., Director	1.00	X						0.	0.	0.
(48) Alan Wilson, McCormick & Co., Inc., Director	1.00	X						0.	0.	0.
(49) David Yanda, Lakeside Foods, Inc., Director	1.00	X						0.	0.	0.
(50) Kevin Hunt, Ralston Foods, Inc. Director	1.00	X						0.	0.	0.
(51) Brad Alford, Nestle USA, Inc. Director (thru 10/1/2012)	1.00	X						0.	0.	0.
(52) John Compton, PepsiCo, Inc. Director (thru 9/17/2012)	1.00	X						0.	0.	0.
(53) Michael Mendes, Diamond Foods Director (thru 2/13/2012)	1.00	X						0.	0.	0.
(54) Paul Michaels, Mars, Inc. Director (thru 1/25/2012)	1.00	X						0.	0.	0.
(55) Pamela Bailey President & CEO	37.50			X				2,059,412.	0.	73,939.
(56) Steve McCroddan Sr. VP, CFO, CAO	37.50			X				254,222.	0.	48,292.
(57) Sean Darragh Exec. VP - Global Strategies	37.50				X			496,694.	0.	49,552.
(58) Mary Sophos Exec. VP-Policy/Strategic Planning	37.50				X			370,494.	0.	35,653.
(59) Leon Bruner Sr. VP-Scientific/Regulatory Affairs	37.50				X			322,108.	0.	48,664.
(60) Donald McBride VP-Communications	37.50				X			271,422.	0.	31,381.
(61) Dennis Belcastro EVP-Industry Affairs & Collaboration	37.50				X			271,231.	0.	15,749.
(62) Louis Finkel Exec. VP-Gov't Affairs	37.50				X			254,426.	0.	15,563.
(63) Scott Riehl VP-State Affairs	37.50					X		248,446.	0.	34,154.
(64) George Dunaif VP-Food Safety & Tech. Services	37.50					X		234,550.	0.	46,978.
(65) Robert Burns VP-Health & Nutrition Policy	37.50					X		230,550.	0.	48,496.
(66) James Skiles VP & General Counsel	37.50					X		217,183.	0.	39,315.
Total to Part VII, Section A, line 1c										

[illegible]

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

				(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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,348,013.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			1,348,013.			
Program Service Revenue	2 a Project funding	Business Code	900099	23,993,104.	23,993,104.		
	b Membership dues		900099	19,611,435.	19,611,435.		
	c Conf's/conventions		900099	2,731,407.	2,731,407.		
	d Publications		900099	140,271.	140,271.		
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			46,476,217.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			948,285.			948,285.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			46,248.			46,248.
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			270,316.			270,316.
	8 a 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						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a Sublease rental income **		900099	698,641.	698,641.			
b Claims reimbursements		900099	622,809.	622,809.			
c Expense reimbursements		900099	159,473.	159,473.			
d All other revenue 541800 & 541610 &		900099	189,078.	1,557.	187,521.		
e Total. Add lines 11a-11d			1,670,001.				
12 Total revenue. See instructions.			50,759,080.	47,958,697.	187,521.	1,264,849.	

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** Sublease income - from non-investment property; non-debt financed

Form 990 (2012)

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	139,050.			
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	4,612,141.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	8,315,030.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	761,315.			
9 Other employee benefits	977,559.			
10 Payroll taxes	685,747.			
11 Fees for services (non-employees).				
a Management				
b Legal	616,640.			
c Accounting	73,537.			
d Lobbying	22,241,186.			
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	48,947.			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	4,069,544.			
12 Advertising and promotion	5,494.			
13 Office expenses	436,476.			
14 Information technology	189,069.			
15 Royalties				
16 Occupancy	2,884,247.			
17 Travel	738,102.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,700,474.			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	467,317.			
23 Insurance	120,297.			
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 Dues	85,175.			
b Lab supplies	67,151.			
c Recruitment costs	64,436.			
d Provision for UBI exp.	30,435.			
e All other expenses	200,557.			
25 Total functional expenses. Add lines 1 through 24e	50,529,926.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,944,458.	1	4,225,314.
	2 Savings and temporary cash investments	12,533,023.	2	17,818,019.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	629,759.	4	410,813.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	366,380.	9	574,123.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 8,586,451.		
	b Less: accumulated depreciation	10b 6,861,948.	10c	1,724,503.
	11 Investments - publicly traded securities	26,567,975.	11	28,806,297.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	46,156,345.	16	53,559,069.	
Liabilities	17 Accounts payable and accrued expenses	3,002,033.	17	3,772,112.
	18 Grants payable		18	
	19 Deferred revenue	10,478,599.	19	15,255,324.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	225,815.	21	105,816.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	6,326,682.	25	6,365,511.
	26 Total liabilities. Add lines 17 through 25	20,033,129.	26	25,498,763.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	26,123,216.	27	28,060,306.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	26,123,216.	33	28,060,306.
	34 Total liabilities and net assets/fund balances	46,156,345.	34	53,559,069.

Form 990 (2012)

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	50,759,080.
2	Total expenses (must equal Part IX, column (A), line 25)	2	50,529,926.
3	Revenue less expenses Subtract line 2 from line 1	3	229,154.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26,123,216.
5	Net unrealized gains (losses) on investments	5	2,176,836.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<468,900.>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	28,060,306.

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?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2012)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2012

Open to Public
Inspection

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization	Grocery Manufacturers Association	Employer identification number	53-0114930
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
GMA Political Action Committee	1350 I St. NW Wash., DC 20005	91-1981944	0.	15,754.

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

Schedule C (Form 990 or 990-EZ) 2012

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

1 Dues, assessments and similar amounts from members	1	41,111,435.
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	24,837,624.
b Carryover from last year	2b	1,873,891.
c Total	2c	26,711,515.
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	26,755,865.
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	<44,350.>

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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)? ☐ Yes ☐ No

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

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

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

1a 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 XIII, 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	► \$

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

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☒

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

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

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

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

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

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

- (i) unrelated organizations
 (ii) related organizations

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

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,934,770.	2,438,239.	496,531.
d Equipment		2,255,806.	1,786,677.	469,129.
e Other		3,395,875.	2,637,032.	758,843.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,724,503.

Schedule D (Form 990) 2012

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Deferred rent	1,274,532.
(3) Deferred lease benefit	489,743.
(4) Accrued pension and	
(5) post-retirement benefits	4,601,236.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

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

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

1	Total revenue, gains, and other support per audited financial statements	1	52,825,800.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,176,836.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	561,640.
e	Add lines 2a through 2d	2e	2,738,476.
3	Subtract line 2e from line 1	3	50,087,324.
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	48,947.
b	Other (Describe in Part XIII.)	4b	622,809.
c	Add lines 4a and 4b	4c	671,756.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	50,759,080.

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

1	Total expenses and losses per audited financial statements	1	50,120,153.
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 XIII.)	2d	261,983.
e	Add lines 2a through 2d	2e	261,983.
3	Subtract line 2e from line 1	3	49,858,170.
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	48,947.
b	Other (Describe in Part XIII.)	4b	622,809.
c	Add lines 4a and 4b	4c	671,756.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	50,529,926.

Part XIII Supplemental Information

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

Part IV, line 2b: GMA is the recipient of funds from various outside

organizations and individuals as well as certain members which are to be used exclusively for project objectives and expenditures as negotiated and approved by the funding groups. The amounts received and disbursed by GMA for such purposes are not considered revenue and expenses of GMA as the funding groups retain the exclusive right to determine the expenditures. The cash held and related liability are reported in the financial statements of GMA.

Part XIII Supplemental Information (continued)

Part X, Line 2: Management reviews and assesses all activities annually to identify any changes in the scope of the activities and revenue sources and the tax treatment thereof to identify any uncertain tax positions. For the year ended December 31, 2012, management did not identify any uncertain tax positions requiring recognition or disclosure in the financial statements.

Part XI, Line 2d - Other Adjustments:

Revenue of entities other than GMA included in the consolidated audited financial statements, net of elimination entries. 561,640.

Part XI, Line 4b - Other Adjustments:

Claims reimbursements- reported as rev. on the Form 990 in accordance with guidance from the IRS but netted with expenses in the audited consolidated financial statements. 622,809.

Part XII, Line 2d - Other Adjustments:

Expenses of entities other than GMA included in the consolidated audited financial statements, net of elimination entries. 261,983.

Part XII, Line 4b - Other Adjustments:

Claims reimbursements- reported as rev. on the Form 990 in accordance with guidance from the IRS but netted with expenses in the audited consolidated financial statements. 622,809.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Grocery Manufacturers Association

Employer identification number
53-0114930

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
State Legislative Leaders Foundation - 1645 Falmouth Rd., Building D - Centerville, MA 02632	23-7148478	501(c)(3)	45,000.	0.			General support
Senate President's Forum 66 Witherspoon St., #226 Princeton, NJ 08540	22-3284046	501(c)(3)	33,500.	0.			General support - Educational programming
Partnership for Food Safety Education - 2345 Crystal Drive, - Arlington, VA 22202	75-2977151	501(c)(3)	25,000.	0.			Support for Food Safety Education
American Chemistry Council 700 2nd Street, NE Washington, DC 20002	53-0104410	501(c)(6)	15,000.	0.			Support for Public Health Forum plenary
Council of State Governments 2760 Research Park Drive Lexington, KY 40511	36-6000818	501(c)(3)	6,000.	0.			General support

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

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

10.
3.

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

Schedule I (Form 990) (2012)

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Schedule I, Part I, Line 2: Contributions are made with the general understanding that funding will be used to support a specific program (general contribution) or research grant (with an expected deliverable) that is aligned with the interests of the consumer products industry and/or their customers. General contributions are made to well-established organizations known for successfully accomplishing specific goals of interest while research grants are made by program managers who receive updates and monitor progress to ensure research deliverables are completed.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|---|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b X

2 X

4a X

4b X

4c X

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Pamela Bailey President & CEO	(i) 1,146,011.	861,981.	51,420.	33,245.	40,694.	2,133,351.	861,981.
(2) Steve McCroddan Sr. VP, CFO, CAO	(ii) 0.	0.	0.	0.	0.	0.	0.
(3) Sean Darragh Exec. VP - Global Strategies	(i) 254,222.	0.	0.	33,245.	15,047.	302,514.	0.
(4) Mary Sophos Exec. VP - Policy/Strategic Planning	(ii) 0.	0.	0.	0.	0.	0.	0.
(5) Leon Bruner Sr. VP - Scientific/Regulatory Affairs	(i) 496,694.	0.	0.	33,245.	16,307.	546,246.	0.
(6) Donald McBride VP-Communications	(ii) 0.	0.	0.	0.	0.	0.	0.
(7) Dennis Belcastro EVP-Industry Affairs & Collaboration	(i) 370,494.	0.	0.	33,245.	2,408.	406,147.	0.
(8) Louis Finkel Exec. VP-Gov't Affairs	(ii) 0.	0.	0.	0.	0.	0.	0.
(9) Scott Riehl VP-State Affairs	(i) 322,108.	0.	0.	33,245.	15,419.	370,772.	0.
(10) George Dunaif VP-Food Safety & Tech. Services	(ii) 0.	0.	0.	0.	0.	0.	0.
(11) Robert Burns VP-Health & Nutrition Policy	(i) 271,422.	0.	0.	30,275.	1,106.	302,803.	0.
(12) James Skiles VP & General Counsel	(ii) 0.	0.	0.	0.	0.	0.	0.
(13) Carla Mitchell VP-Human Resources	(i) 225,423.	0.	45,808.	0.	15,749.	286,980.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 254,426.	0.	0.	0.	15,563.	269,989.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 248,446.	0.	0.	32,893.	1,261.	282,600.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 234,550.	0.	0.	32,005.	14,973.	281,528.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 218,467.	0.	12,083.	28,595.	19,901.	279,046.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 217,183.	0.	0.	28,941.	10,374.	256,498.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 165,255.	0.	0.	20,884.	13,797.	199,936.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 1a: First class travel for the President and CEO was provided in accordance with the employment agreement. Such costs were required to be substantiated via receipts and itinerary submitted. All travel was business related.

Spousal travel was included as part of the contract agreement between GMA and its President and CEO. All spousal travel was required to comply with GMA expense reporting policies and was included in the President and CEO's Federal Form W-2.

Gross-up payments for the President and CEO of GMA included personal use of a company automobile and group term life insurance. All such amounts were appropriately reported on the individual's Form W-2 issued by GMA.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

Grocery Manufacturers Association

Employer identification number
53-0114930

Form 990, Part III, Line 1, Description of Organization Mission:

a trusted source of information about the industry and the products consumers rely on and enjoy every day. GMA and its member companies are committed to meeting the needs of consumers through product innovation, responsible business practices and effective public policy solutions developed through a genuine partnership with policymakers and other stakeholders. In keeping with its founding principles, GMA helps its members produce safe products through a strong and ongoing commitment to scientific research, testing and evaluation and to providing consumers with the products, tools and information they need to achieve a healthy diet and an active lifestyle.

Form 990, Part III, Line 4a, Program Service Accomplishments:

products industry against food claims lacking merit and thereby protect and build public confidence in the food supply.

The Scientific Affairs program also convenes a conference that serves as a forum to exchange ideas and knowledge related to the consumer products industry. Workshops are also provided which increase the overall awareness of the industry on regulatory changes and research development.

Form 990, Part III, Line 4d, Other Program Services:

Industry Affairs: This program provides an understanding of the drivers of sales and sales promotion, works to reduce the total cost of the industry supply chain, improve customer service levels and improve industry performance through metrics and benchmark development. This

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Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

program also provides conferences and conventions which serve as a forum to exchange ideas and knowledge related to the consumer products industry.

Meetings: The Executive Conference creates a forum for gathering the most influential leaders from the consumer products industry for collaborative learning, trend-spotting, and problem solving, all with the goal of ensuring a bright and vibrant future for our industry, our employees and the consumers we serve.

Global Strategy: Through this program, GMA works to eliminate tariff and non-tariff trade barriers, harmonize standards for food, beverage and consumer products, encourage border efficiencies and advocate common-sense policies related to investment and tax, intellectual property and counterfeiting, multi-lateral organization activity, market-based commodity prices and customs facilitation.

Membership: Through this program, GMA staff seek to retain existing members and recruit new members.

Form 990, Part VI, Section A, line 6: There are three categories of membership in GMA:

1. **General members:** General members represent companies that manufacture and market branded and private label food and consumer packaged goods through retail, wholesale and food service channels of distribution. General members include retailers and food service companies that manufacture and market food and beverage products for sale. They also represent companies that provide outsourced marketing and sales services to

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

customers that sell food, beverage and consumer products. General members can participate on councils and committees, ultimately helping to drive GMA's agenda.

2. Affiliate members: Affiliate, non-manufacturer members are chain and franchise companies actively and regularly engaged in selling consumer products to consumers.

3. Associate members: Associate membership is available to companies that supply services to the consumer packaged goods industry and fall under one of the following categories: a) knowledge partners/consulting firms; b) technology providers; c) audit firms; d) logistics providers or e) service providers.

Form 990, Part VI, Section A, line 7a: The governing body of GMA is its Board of Directors. The Board of Directors shall elect from its members a Nominating Committee. The Nominating Committee shall propose candidates for election as directors at each Annual Meeting, as officers and as members of the Executive Committee and the Finance and Audit Committee and shall propose candidates for election to these positions as vacancies occur. Members of the Board are generally elected to three-year terms. Officers including the Chair, Vice Chair, Secretary and Treasurer shall be elected for a term of two years.

Form 990, Part VI, Section A, line 7b: Decisions involving proposed mergers or liquidation would be brought before the full membership for approval.

Form 990, Part VI, Section B, line 11: GMA's Federal Form 990 is reviewed by its accounting staff, including the Director of Accounting, Controller

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

and CFO. Such review takes place upon receipt of the draft Form 990 received from the independent public accounting firm who conducts the consolidated financial statement audit of GMA. The review involves comparison of financial data in the Form 990 with the audited financial statements and the books and records of GMA and review of all narrative information for accuracy and completeness by the appropriate GMA staff. Additionally, a report is made to GMA's Finance and Audit Committee.

Form 990, Part VI, Section B, Line 12c: In addition to the written conflict of interest policy, GMA's in-house legal counsel regularly reviews anti-trust provisions, which specifically address conflict of interest provisions, at board meetings and most committee meetings. The disinterested members of the GMA Finance and Audit Committee shall make an initial determination as to whether a conflict exists and what subsequent action is appropriate, if any. The GMA Finance and Audit Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Form 990, Part VI, Section B, Line 15: Pay comparability data is gathered from a variety of publicly available sources including published survey data and Form 990's. Compensation recommendations for key positions are reviewed by an independent compensation consultant. Compensation decisions for key positions are recommended by the GMA Executive Committee and approved by the Board Chair.

Form 990, Part VI, Section C, Line 19: GMA makes its Form 990 available

Name of the organization

Grocery Manufacturers Association

Employer identification number

53-0114930

upon request. Audited financial statements and governing documents may be made available upon GMA's consideration of the request.

Form 990, Part XI, line 9, Changes in Net Assets:

Unrecognized actuarial loss

-468,900.

Form 990, Part XII, Line 2c

The Finance and Audit Committee of the Grocery Manufacturers Association is responsible, annually, for the approval of the independent public accounting firm who conducts the consolidated financial statement audit of GMA and for the approval of the consolidated audited financial statements. This process is unchanged from the prior year.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Grocery Manufacturers Association

Employer identification number
53-0114930

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GMA Science and Education Foundation - 52-2088235, 1350 I Street, NW, Suite 300, Washington, DC 20005	Promote & conduct applied research relevant to the consumer products industry	District of Columbia	501(c)(3)	11(a) N/A			X

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Schedule R (Form 990) 2012

Page 2

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

232162	12-10-12	52	Schedule R (Form 990) 2012
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Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) GMA Science and Education Foundation	A	1,547.	Fair value
(2) GMA Science and Education Foundation	L	186,631.	Fair value
(3) GMA Science and Education Foundation	O	177,529.	Fair value
(4) GMA Science and Education Foundation	P	194,669.	Fair value
(5) GMA Science and Education Foundation	Q	9,797.	Fair value
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990 Page 10

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Leasehold improvements	Varies	SL	.000	16	2934770.			2934770.	2438239.		129,185.
2	Equipment	Varies	SL	.000	16	2255806.			2255806.	1786677.		122,929.
3	Furniture	Varies	SL	.000	16	3395875.			3395875.	2637032.		215,203.
	* Total 990 Page 10 Depr					8586451.		0.	8586451.	6861948.	0.	467,317.