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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to public inspection

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

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation UNFI FOUNDATION C/O LISA N'CHONON		A Employer identification number 45-5023490
Number and street (or P.O. box number if mail is not delivered to street address) 313 IRON HORSE WAY	Room/suite	B Telephone number 401-528-8634
City or town, state, and ZIP code PROVIDENCE, RI 02908		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,606.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	367,042.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	367,042.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 1	8,164.	0.		0.
	b Accounting fees STMT 2	4,918.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	1,333.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	2,171.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,586.	0.		0.
	25 Contributions, gifts, grants paid	341,850.			341,850.
26 Total expenses and disbursements. Add lines 24 and 25	358,436.	0.		341,850.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8,606.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

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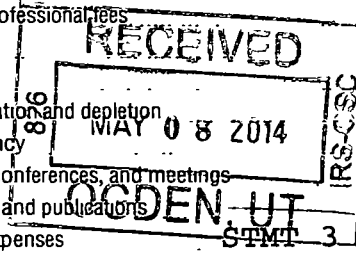
LHA For Paperwork Reduction Act Notice, see instructions.

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13390414 710287 0728201

2012.05070 UNFI FOUNDATION C/O LISA N' 07282011

SCANNED MAY 15 2014



Part II Balance Sheets		Beginning of year		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		939.	939.		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Assets	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶ 13,000.					
	Less accumulated depreciation STMT 4 ▶ 1,333.	4,000.	11,667.	11,667.		
	15 Other assets (describe ▶ TRADEMARKS)	2,000.	2,000.	2,000.		
	16 Total assets (to be completed by all filers)	6,000.	14,606.	14,606.		
	Liabilities	17 Accounts payable and accrued expenses				
		18 Grants payable				
19 Deferred revenue						
20 Loans from officers, directors, trustees, and other disqualified persons						
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	6,000.	14,606.			
30 Total net assets or fund balances	6,000.	14,606.				
31 Total liabilities and net assets/fund balances	6,000.	14,606.				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,000.
2 Enter amount from Part I, line 27a	2	8,606.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,606.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,606.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	0.	.000000
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2 .000000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 34,272.
5 Multiply line 4 by line 3			5 0.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 0.
8 Enter qualifying distributions from Part XII, line 4			8 341,850.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE, MA, RI, CT, CA, NH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.UNFIFOUNDATION.ORG	13	X	
14. The books are in care of LISA N'CHONON Telephone no. 401-528-8634 Located at 313 IRON HORSE WAY, PROVIDENCE, RI ZIP+4 02903			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16. At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a. During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
1b		
c. Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2. Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a. At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
2b		
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <div style="border: 1px solid black; height: 15px; width: 100%;"></div>		
3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b. If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
3b		
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
SEE STATEMENT 7	341,850.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	34,794.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,794.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,272.
6	Minimum investment return. Enter 5% of line 5	6	1,714.

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

1	Minimum investment return from Part X, line 6	1	1,714.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,714.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,714.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,714.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	341,850.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	341,850.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341,850.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,714.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 341,850.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,714.
e Remaining amount distributed out of corpus	340,136.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	340,136.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	340,136.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	340,136.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
A LITTLE TASTE OF EVERYTHING 3451 WALNUT STREET FRANKLIN BLDG. ANNEX PHILADELPHIA, PA 19104		501(C)(3)	LOCAL FARMERS NUTRITION - URBAN FOOD SYSTEM WEST PHILADELPHIA	1,000.
CENTER FOR LAND BASED LEARNING 5265 PTAH CREEK ROAD WINTERS, CA 95694		501(C)(3)	EDUCATION - HEALTHY FOOD AND NUTRITION EDUCATION	3,500.
COMMUNITY PARTNERS/THE FARMERS VETERAN COALITION 508 2ND ST SUITE 206 DAVIS, CA 95616		501(C)(3)	NEW FARMERS - SCHOLARSHIP FOR VETERANS TO ATTEND ORGANIC FARMING CONFERENCES	10,000.
FARM AID 501 CAMBRIDGE STREET CAMBRIDGE, MA 02141		501(C)(3)	AGRICULTURAL EDUCATION - IN KIND DONATIO- FOOD	5,000.
FRIENDS OF ZENGER FARMS 11741 SE FOSTER RD PORTLAND, OR 97266		501(C)(3)	EDUCATION	10,000.
Total	SEE CONTINUATION SHEET(S)			341,850.
b Approved for future payment				
NONE				
Total				0.

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


		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  4/16/14 **TREASURER**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SHARON KENNEDY	<i>Sharon R. Kennedy</i>	4/14/04		P00218909
	Firm's name ▶ PICCERELLI, GILSTEIN & CO. LLP				Firm's EIN ▶ 05-0353162
	Firm's address ▶ 144 WESTMINSTER STREET PROVIDENCE, RI 02903-2282				Phone no. (401) 831-0200

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

UNFI FOUNDATION
C/O LISA N'CHONON

Employer identification number

45-5023490

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

UNFI FOUNDATION
C/O LISA N'CHONON

Employer identification number

45-5023490

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UNITED NATURAL FOODS, INC. 313 IRON HORSE WAY PROVIDENCE, RI 02908	\$ 367,042.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

UNFI FOUNDATION
C/O LISA N'CHONON

45-5023490

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

UNFI FOUNDATION
C/O LISA N'CHONON

45-5023490

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

Part XV Supplementary Information
3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEORGIA ORGANICS 200 A OTTLEY DRIVE ATLANTA, GA 30324		501(C)(3)	LOCAL FARMERS NUTRITION - LOCAL FOODS SYSTEMS IN GEORGIA	2,000.
GMO FREE PRESCOTT/SUSTAINABLE ARIZONA 442 MILLER VALLEY RD PRESOTT, AZ 86301		501(C)(3)	FOOD LABELING	500.
GROWING GREAT 2711 N SEPULVEDA BLVD. #279 MANHATTAN BEACH, CA 90266		501(C)(3)	EDUCATION - NATIONWIDE EXPANSION OF ONLINE EDUCATION TRAINING TO EDUCATE CHILDREN AND ADULTS ON HEALTHY	5,000.
MIDWEST ORGANIC & SUSTAINABLE EDUCATION SERVICE P O BOX 339 SPRING VALLEY, WI 54767		501(C)(3)	AGRICULTURE - ORGANIC FARMING CONFERENCE & GROW ORGANIC PROGRAM	8,000.
NEW VENTURE FUND/ORGANIC VALLEY/CROPP COOPERATIVE ONE ORGANIC WAY LA FARGE, WI 54639		501(C)(3)	AGRICULTURE - SUPPORTING CONFERENCE ON WOMEN IN AGRICULTURE TRANSFORMATION	10,000.
NEW YORK COALITION FOR HEALTHY SCHOOL LUNCHES PO BOX 737 MAMARONECK, NY 10543		501(C)(3)	EDUCATION - NUTRITIONAL CURRICULUM DEVELOPMENT FOR K-12	10,000.
NORTHERN PLAINS SUSTAINABLE AG PO BOX 194 LAMOURE, ND 58458		501(C)(3)	AGRICULTURE - ADVERTISING AND PRESENCE IN QUARTERLY NEWSLETTER	250.
OCCIDENTAL ARTS & ECOLOGY CENTER/ CALIFORNIA CLIMATE & AGRICULTURE NETWORK PO BOX 1366 SEBASTOPOL, CA 95473		501(C)(3)	AGRICULTURE - AGRICULTURE AND CLIMATE CHANGE WORK	5,000.
OHIO ECOLOGICAL FOOD & FARM ASSOCIATION 41 CRFOSWELL RD COLUMBUS, OH 43214		501(C)(3)	NEW FARMERS - SUPPORT EDUCATIONAL CONFERENCE FOR OVER 1200 FARMERS	3,000.
ORGANIC FARMING RESEARCH FOUNDATION PO BOX 440 SANTA CRUZ, CA 95061		501(C)(3)	RESEARCH	25,000.
Total from continuation sheets				312,350.

UNFI FOUNDATION
C/O LISA N'CHONON

45-5023490

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORGANIC FIELD SCHOOL AT GARDENS OF EAGAN 4210 25TH AVE S MINNEAPOLIS, MN 55406		501(C)(3)	NEW FARMERS - INCUBATOR PROGRAM FOR NEW ORGANIC FARMERS TO RUN INDEPENDENT FARMS	5,000.
ORGANIC SEED ALLIANCE PO BOX 772 PORT TOWNSEND, WA 98368		501(C)(3)	SEED BIODIVERSITY - SEED GROWERS CONFERENCE SPONSORSHIP	12,000.
ORGANIC VOICES ACTION FUND/JUST LABEL IT PO BOX 11390 WASHINGTON, DC 20008		501(C)(3)	LABELING/RIGHT TO KNOW	50,000.
ORGANICOLOGY 260 SW MADISON AVE SUITE 106 CORVALLIS, OR 97333		501(C)(3)	AGRICULTURE - CONFERENCE OREGON TILTH-ORGANIC SEED ALLIANCE-PTSLA	2,000.
THE CENTER FOR RURAL AFFAIRS/NSAC 110 MARYLAND AVE, NE SUITE 209 WASHINGTON, DC 20008		501(C)(3)	OTA GRASSROOTS POLICY	5,000.
THE ECOLOGICAL FARMING ASSOCIATION 2901 PARK AVE SUITE D-2 SOQUEL, CA 95073		501(C)(3)	AGRICULTURE - ECO FARM CONFERENCE SPONSORSHIP & PURITY ANNUAL DONATION	7,600.
THE OPEN SPACE COUNCIL/ EARTHDANCE 302 THOROUGHMAN AVE FERGUSON, MD 63135		501(C)(3)	LOCAL FARMERS NUTRITION - ST LOUIS REGION GROWING NEW ORGANIC FARMERS AS WELL AS NUTRITION AND	2,000.
THE ORGANIC CENTER 28 VERNON ST BRATTELBORO, VT 05301		501(C)(3)	RESEARCH	50,000.
TIDES/ NATIONAL FARM TO SCHOOL NETWORK 8770 WEST BRYN MAWR AVENUE, SUITE 1300 CHICAGO, IL 60631		501(C)(3)	EDUCATION - SUPPORTING EIGHT SCHOOLS TO ORGANIZE FOOD DAY RELATED EVENTS DURING THE NATIONAL FARM TO	10,000.
UCSC CENTER FOR AGROECOLOGY & SUSTAINABLE FOOD SYSTEMS 1156 HIGH STREET SANTA CRUZ, CA 95064		501(C)(3)	EDUCATION - FUND TWO INSTRUCTORS FOR APPRENTICESHIP PROGRAM CASFS FARM AND GARDEN WHICH WILL TRAIN 46	12,500.
Total from continuation sheets				

45-5023490

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GROWING GREAT

EDUCATION - NATIONWIDE EXPANSION OF ONLINE EDUCATION TRAINING TO
EDUCATE CHILDREN AND ADULTS ON HEALTHY EATING HABITS.

NAME OF RECIPIENT - THE OPEN SPACE COUNCIL/ EARTHDANCE

LOCAL FARMERS NUTRITION - ST LOUIS REGION GROWING NEW ORGANIC FARMERS
AS WELL AS NUTRITION AND EDUCATION

NAME OF RECIPIENT - TIDES/ NATIONAL FARM TO SCHOOL NETWORK

EDUCATION - SUPPORTING EIGHT SCHOOLS TO ORGANIZE FOOD DAY RELATED
EVENTS DURING THE NATIONAL FARM TO SCHOOL MONTH.

NAME OF RECIPIENT - UCSC CENTER FOR AGROECOLOGY & SUSTAINABLE FOOD
SYSTEMS

EDUCATION - FUND TWO INSTRUCTORS FOR APPRENTICESHIP PROGRAM CASFS FARM
AND GARDEN WHICH WILL TRAIN 46 NEW FARMERS AND GARDENERS

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,164.	0.		0.
TO FM 990-PF, PG 1, LN 16A	8,164.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,918.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,918.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	435.	0.		0.
INSURANCE	1,077.	0.		0.
OFFICE	448.	0.		0.
BANK FEES	211.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,171.	0.		0.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 4
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE	4,000.	1,333.	2,667.
COMPUTER SOFTWARE	9,000.	0.	9,000.
TOTAL TO FM 990-PF, PART II, LN 14	13,000.	1,333.	11,667.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 5
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NAME OF CONTRIBUTOR	ADDRESS
UNITED NATURAL FOODS, INC.	313 IRON HORSE WAY PROVIDENCE, RI 02908

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 6
-------------	---	-------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEVEN SPINNER 313 IRON HORSE WAY PROVIDENCE, RI 02908	CHAIRMAN, DIRECTOR 0.50	0.	0.	0.
LISA MADSEN 313 IRON HORSE WAY PROVIDENCE, RI 02908	DIRECTOR 3.00	0.	0.	0.
THOMAS DZIKI 313 IRON HORSE WAY PROVIDENCE, RI 02908	DIRECTOR 1.00	0.	0.	0.
MICHAEL FUNK 313 IRON HORSE WAY PROVIDENCE, RI 02908	DIRECTOR 0.50	0.	0.	0.
MELODY MEYER 313 IRON HORSE WAY PROVIDENCE, RI 02908	EXECUTIVE DIRECTOR 15.00	0.	0.	0.
ANNE NICHELSON 313 IRON HORSE WAY PROVIDENCE, RI 02908	SECRETARY 4.00	0.	0.	0.
LISA N'CHONON 313 IRON HORSE WAY PROVIDENCE, RI 02908	TREASURER 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

7

ACTIVITY ONE

THE UNFI FOUNDATION IS COMMITTED TO PROMOTING HEALTHY,
SUSTAINABLE AND ORGANIC FOOD PRODUCTION AND CONSUMPTION. WE
SUPPORT THOSE ORGANIZATIONS THAT:

INCREASE ORGANIC FOOD PRODUCTION AND CONSUMPTION

\$102,500

PROVIDE RESEARCH AND SCIENCE TO DEVELOP ORGANIC FARMING
PRACTICES \$56,000ORGANIZE CONFERENCES AND COLLABORATIVE EDUCATION FORUMS FOR
NEW AND INNOVATIVE IDEAS \$55,000PROTECTING THE BIODIVERSITY OF OUR SEED SUPPLY, AND THE
STEWARDSHIP OF GENETIC
RESOURCES OF ORGANIC SEED

\$50,500

PROMOTE TRANSPARENT LABELING IN OUR FOOD SUPPLY

\$49,850

TEACH SUSTAINABLE FARMING PRACTICES THAT PROMOTE
CONSERVATION OF RESOURCES \$16,000SUPPORT ORGANIZATIONS THAT FOSTER THE NEXT GENERATION OF
SUSTAINABLE AND
ORGANIC FARMERS
\$12,000

TOTAL

\$341,850

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

341,850.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MELODY MEYERS
313 IRON HORSE WAY
PROVIDENCE, RI 02908

TELEPHONE NUMBERNAME OF GRANT PROGRAM

401-528-8634

UNFI FOUNDATION GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

A PDF APPLICATION FORM IS AVAILABLE ONLINE TO BE COMPLETED AND MAILED TO THE FOUNDATION. THE APPLICANT'S IRS DETERMINATION LETTER OR A CERTIFICATION OR OPINION FROM LEGAL COUNSEL REGARDING THEIR CLASSIFICATION MUST ACCOMPANY THE APPLICATION. THE APPLICATION REQUIRES INFORMATION ABOUT THE APPLICANT, THE PURPOSE OF THE GRANT REQUEST, THE AMOUNT REQUESTED, THE IMPACT THE GRANT WILL HAVE ON THEIR MISSION, AND THE TIME LINE THE GRANT WILL COVER. OTHER MATERIALS MAY BE SUBMITTED TO ENHANCE THE APPLICATION.

ANY SUBMISSION DEADLINES

CURRENTLY NO DEADLINES FOR APPLICATION. APPLICATIONS ARE ACCEPTED AS LONG AS FUNDS ARE AVAILABLE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS ARE RESTRICTED TO US ENTITIES THAT INCREASE ORGANIC FOOD PRODUCTION AND CONSUMPTION, PROVIDE RESEARCH TO DEVELOP ORGANIC FARMING PRACTICES, ORGANIZE CONFERENCES FOR INNOVATIVE IDEAS, PROTECT THE BIODIVERSITY OF OUR SEED SUPPLY, PROMOTE TRANSPLANT LABELING, TEACH SUSTAINABLE FARMING PRACTICES THAT PROMOTE CONSERVATION, EDUCATE CONSUMERS ON THE IMPORTANCE OF HEALTHY FOOD CHOICES, SUPPORT ORGANIZATIONS THAT FOSTER SUSTAINABLE AND ORGANIC FARMERS AND UTILIZE RESOURCES TO PROVIDE NUTRIENTS AND MICRO NUTRIENTS AMONG AT-RISK POPULATIONS.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	WEBSITE	08/01/12	SL	3.00		16	4,000.				4,000.			1,333.	1,333.
2	COMPUTER SOFTWARE	08/01/13	SL	3.00		16	9,000.				9,000.			0.	0.
	* TOTAL 990-PF PG 1 DEPR						13,000.				13,000.	0.		1,333.	1,333.

229111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No 179

UNFI FOUNDATION
C/O LISA N'CHONON

Business or activity to which this form relates

Identifying number

FORM 990-PF PAGE 1

45-5023490

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,333.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	1,333.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

UNFI FOUNDATION
C/O LISA N' CHONON

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Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No										24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No									
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost											
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use								25											
26 Property used more than 50% in a qualified business use																			
		%																	
		%																	
		%																	
27 Property used 50% or less in a qualified business use																			
		%				S/L -													
		%				S/L -													
		%				S/L -													
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28											
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29											

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI

Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

ARTICLE II COMMITTEES

2.1 Committees. The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors and, in the case of committees other than an Executive Committee or an Audit Committee and as provided in these Bylaws, other individuals who are not members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees. Except as otherwise provided in these Bylaws, each committee may exercise the authority specified by the Board of Directors except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Participation of Others on Committees. Any director who is not a member of such committee may attend and participate in any meeting of any committee established by the Board of Directors. The Chairman, if in attendance, may vote on any matter coming before the committee, but, to the extent the Chairman is not an otherwise appointed member of such committee, his or her attendance at such meeting shall not count towards the establishment of a quorum for the transaction of business by such committee. The attendance of any other director who is not otherwise an appointed member of such committee shall not count towards the

establishment of a quorum for the transaction of business by such committee, and such other director may not vote on any matter coming before such committee at such meeting.

As previously provided in this Article, the Board of Directors may appoint one or more other individuals who are not directors to serve on any committee of the Board, other than an Executive Committee or an Audit Committee. No committee with members who are not directors of the Corporation may exercise the final authority of the Board of Directors. Any member of a committee who is not a director shall count towards the establishment of a quorum for the transaction of business by such committee and may vote on any matter to be presented to the Board of Directors or any Executive Committee established by the Board of Directors as a recommendation of such committee.

2.4 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

UNFI FOUNDATION

BYLAWS

ARTICLE I DIRECTORS

1.1 General Powers. The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number. The number of directors of the Corporation shall be not less than five (5) and not more than nine (9).

1.3 Appointment and Term. Initial, successor, and additional directors shall be appointed by the Board of Directors of United Natural Foods, Inc. At the first annual meeting of the Board of Directors, the number of directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of directors shall be elected by the Board of Directors of United Natural Foods, Inc. for a term of three years, to succeed those whose terms expire. Directors may serve unlimited successive terms. No individual shall be elected as a director without his or her prior consent.

1.4 Removal; Vacancies. The Board of Directors of United Natural Foods, Inc. may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors may be filled by the Board of Directors of United Natural Foods, Inc., and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

1.5 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the State of Delaware, as may be provided in the notice of the meeting and approved by the President or the Board of Directors. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

1.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

1.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.8 Quorum; Voting. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.10 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different

effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.11 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

ARTICLE II COMMITTEES OF DIRECTORS

2.1 Committees. The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE III OFFICERS

3.1 Officers. The officers of the Corporation shall be a Chairman and a Secretary, and in the discretion of the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. Any two or more offices may be held by the same person. In addition, the Corporation shall have an Executive Director.

3.2 Election; Term. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 Duties of Officers. The Chairman shall be the Chief Executive Officer of the Corporation. The Chairman and the other officers of the Corporation shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

ARTICLE IV ADVISORY COMMITTEES

The Board of Directors may establish one or more Advisory Committees and appoint any individuals to serve on any such Advisory Committee. Any Advisory Committee so established by the Board of Directors shall provide advice to the Board of Directors on matters as requested by the Board of Directors to assist the Board of Directors in carrying out the purposes of the Corporation as set forth in Article II of the Corporation's Articles of Incorporation. An Advisory Committee shall act only in an advisory capacity and may make recommendations to the Board of Directors or any committee of the Board of Directors, but shall have no authority to act on behalf of the Board of Directors or the Corporation.

ARTICLE V CONFLICTS OF INTERESTS

5.1 Duty of Directors and Officers. The directors and officers of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the director or officer.

5.2 Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Corporation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Corporation. Relationships and

dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation shall not constitute interests under this Article.

5.3 Full Disclosure. Any director or officer having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board of Directors at the first meeting of the Board after the conflict occurs, and, in any case before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Corporation's interest.

5.4 Standards and Procedures.

(a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist.

(b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

(c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee to investigate alternatives to such proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her personal influence in connection

with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Corporation.

(e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested director or directors, that the proposed contract, transaction, or arrangement is in the Corporation's best interest and for its own benefit; and the proposed contract, transaction, or arrangement is fair and reasonable to the Corporation.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

5.5 Corrective and Disciplinary Action. The violation of this conflicts of interests policy is a serious matter and may constitute "cause" for removal or termination of a director or officer.

**ARTICLE VI
MISCELLANEOUS PROVISIONS**

6.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

6.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

6.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Directors.

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