

Form 990

OMB No. 1545-0047

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2016 calendar year, or tax year beginning 7/01, 2016, and ending 6/30, 2017

B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending. C SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC. 8014 MARINE WAY IRVINE, CA 92618. D Employer identification number 32-0362611. E Telephone number 949-653-2900. G Gross receipts \$ 53,364,247.

F Name and address of principal officer: NICOLE SUYDAM SAME AS C ABOVE. H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No.

I Tax-exempt status X 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527. J Website: WWW.FEEDOC.ORG. H(c) Group exemption number

K Form of organization: X Corporation Trust Association Other. L Year of formation: 2011. M State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

Table with 2 columns: Description and Amount. Rows include: 2 Check this box 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) 3 21. 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 21. 5 Total number of individuals employed in calendar year 2016 (Part V, line 2a) 5 103. 6 Total number of volunteers (estimate if necessary) 6 26,123. 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0.

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 8 Contributions and grants (Part VIII, line 1h) 45,810,705 50,821,929. 9 Program service revenue (Part VIII, line 2g) 2,624,782 2,428,843. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) -154,765 -87,671. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 48,280,722 53,163,101. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3). 14 Benefits paid to or for members (Part IX, column (A), line 4). 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 3,792,801 4,253,320. 16a Professional fundraising fees (Part IX, column (A), line 11e) 8,625 10,500. 16b Total fundraising expenses (Part IX, column (D), line 25) 1,478,667. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 44,184,240 49,704,366. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 47,985,666 53,968,186. 19 Revenue less expenses. Subtract line 18 from line 12 295,056 -805,085.

Table with 3 columns: Description, Beginning of Current Year, End of Year. Rows include: 20 Total assets (Part X, line 16) 16,927,722 16,584,070. 21 Total liabilities (Part X, line 26) 533,463 599,378. 22 Net assets or fund balances. Subtract line 21 from line 20 16,394,259 15,984,692.

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 (NICOLE SUYDAM), Date 3/5/18, Type or print name and title CEO.

Paid Preparer Use Only: Print/Type preparer's name GARY R. BELZ, CPA, Preparer's signature, Date 2/24/18, Check self-employed, PTIN P00079703, Firm's name WHITE NELSON DIEHL EVANS, LLP, Firm's address 2875 MICHELLE DRIVE, SUITE 300 IRVINE, CA 92606, Firm's EIN 33-0686301, Phone no. (714) 978-1300.

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 \$ 50,932,016. including grants of \$) (Revenue \$ 2,428,843.)

SEE SCHEDULE O

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

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

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

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

4e Total program service expenses ▶ 50,932,016.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	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>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in 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 other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I</i> (see instructions).		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

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
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 25a.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) 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>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, 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
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		
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>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, sub-part, value, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 or note to any line in this Part VI.

Section A. Governing Body and Management

		Yes	No
1 a	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.		
	1 a 21		
b	Enter the number of voting members included in line 1a, above, who are independent.		
	1 b 21		
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	
7 a	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? SEE SCHEDULE O	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
10 a	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?		
11 a	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. SEE SCHEDULE O		
12 a	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. SEE SCHEDULE O	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. SEE SCHEDULE O	X	
b	Other officers or key employees of the organization. SEE SCHEDULE O	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions).		
16 a	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 CA
- 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. SEE SCHEDULE O
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ▶
 JOYCE FOLEY 8014 MARINE WAY IRVINE CA 92618 (949) 653-2900

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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			
(1) MATTHIAS WEBER DIRECTOR	2 0	X					0.	0.	0.
(2) BOB WOLPERT CHAIR	2 0	X		X			0.	0.	0.
(3) MICHELE O'LEARY KOLL DIRECTOR	2 0	X					0.	0.	0.
(4) KATE KLIMOW VICE CHAIR	2 0	X		X			0.	0.	0.
(5) ROBERT GIFFORD DIRECTOR	2 0	X					0.	0.	0.
(6) TIM COOPER DIRECTOR	2 0	X					0.	0.	0.
(7) MATT GRAY DIRECTOR	2 0	X					0.	0.	0.
(8) CINDY GOSS SECRETARY	2 0	X		X			0.	0.	0.
(9) KATHY BRONSTEIN DIRECTOR	2 0	X					0.	0.	0.
(10) TEDDIE RAY DIRECTOR	2 0	X					0.	0.	0.
(11) PETER ANDRES DIRECTOR	2 0	X					0.	0.	0.
(12) RICHARD GORHAM DIRECTOR	2 0	X					0.	0.	0.
(13) DAVE COFFARO DIRECTOR	2 0	X					0.	0.	0.
(14) TRACY BRYARS DIRECTOR	2 0	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 dotted 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			
(15) YASITH WEERASURIYA DIRECTOR	2 0	X					0.	0.	0.	
(16) MIRIAM WELCH DIRECTOR	2 0	X					0.	0.	0.	
(17) KATHERINE LE DIRECTOR	2 0	X					0.	0.	0.	
(18) JAMES MORRIS DIRECTOR	2 0	X					0.	0.	0.	
(19) PAUL MURPHY DIRECTOR	2 0	X					0.	0.	0.	
(20) DAVID WILLIAMS DIRECTOR	2 0	X					0.	0.	0.	
(21) ALEX PARKER DIRECTOR	2 0	X					0.	0.	0.	
(22) KAREN CAPLAN DIRECTOR	2 0	X					0.	0.	0.	
(23) JUDY POSNIKOFF TREASURER	2 0	X		X			0.	0.	0.	
(24) STEVE CECH DIRECTOR	2 0	X					0.	0.	0.	
(25) ROBERT NEAL DIRECTOR	2 0	X					0.	0.	0.	
1 b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							487,317.	0.	56,024.	
d Total (add lines 1b and 1c)							487,317.	0.	56,024.	

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 ▶ 4

	Yes	No
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.	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual.	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person.	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
COMMUNITY SENIOR SERVE 1200 NORTH KNOLLWOOD CIR ANAHEIM, CA 92801	MEALS	1,189,134.
CALIFORNIA ASSOC. OF FOOD BANKS PO BOX 398205 SAN FRANCISCO, CA 9413	PRODUCE FEES	444,813.
RUSS REID PO BOX 90125 PASADENA, CA 91001	DIRECT MAIL	415,689.
CARMENITA TRUCK CENTER 13443 E. FREEWAY DR. SANTA FE SPRINGS, CA 906	VEHICLES	315,488.
CALIFORNIA CHOICE BENEFIT ADMINISTRATORS PO BOX 7088 ORANGE, CA 9285	HEALTH INSURANCE	285,299.

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 ▶ 7

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c 1,554,401.				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 49,267,528.				
	g Noncash contributions included in lines 1a-1f: \$	43,902,688.				
	h Total. Add lines 1a-1f	50,821,929.				
Program Service Revenue	Business Code					
	2 a CONTRACT REVENUE	900099	1,818,160.	1,818,160.		
	b AGENCY FEES	900099	610,683.	610,683.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		2,428,843.			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	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)					
	8 a Gross income from fundraising events (not including \$ 1,554,401. of contributions reported on line 1c). See Part IV, line 18.	a 79,400.				
		b Less: direct expenses	b 201,146.			
c Net income or (loss) from fundraising events			-121,746.		-121,746.	
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 34,075.					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory		34,075.	34,075.		
Miscellaneous Revenue		Business Code				
11 a	a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions		53,163,101.	2,462,918.	0.	-121,746.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	514,489.	71,761.	216,870.	225,858.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	2,755,503.	1,907,858.	538,322.	309,323.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	472,076.	287,966.	108,578.	75,532.
10 Payroll taxes	511,252.	311,864.	117,588.	81,800.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	26,700.		26,700.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	10,500.			10,500.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion	166,543.	2,192.	58,631.	105,720.
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	339,343.	313,587.	23,143.	2,613.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	37,596.	7,168.	28,304.	2,124.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	569,929.	526,671.	38,869.	4,389.
23 Insurance	142,504.	131,688.	9,719.	1,097.
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 <u>DONATED FOOD AND SUPPLIES</u>	44,592,679.	44,206,773.	7,842.	378,064.
b <u>PROGRAM COSTS</u>	1,505,840.	1,505,840.		
c <u>PRODUCT FEES AND PURCHASES</u>	1,006,704.	1,006,704.		
d <u>DIRECT MAILING COSTS</u>	262,617.			262,617.
e All other expenses	1,053,911.	651,944.	382,937.	19,030.
25 Total functional expenses. Add lines 1 through 24e	53,968,186.	50,932,016.	1,557,503.	1,478,667.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash — non-interest-bearing	2,214,320.	1	2,674,554.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	331,397.	3	343,310.	
	4 Accounts receivable, net	11,444.	4	24,599.	
	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 instructions). Complete Part II of Schedule L			6	
	7 Notes and loans receivable, net	562,838.	7	358,751.	
	8 Inventories for sale or use	3,661,138.	8	2,892,007.	
	9 Prepaid expenses and deferred charges	64,226.	9	110,798.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 14,753,946.			
	b Less: accumulated depreciation	10b 4,784,495.	9,889,597.	10c	9,969,451.
	11 Investments — publicly traded securities	192,762.	11	210,600.	
	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)	16 16,927,722.	16	16,584,070.		
Liabilities	17 Accounts payable and accrued expenses	352,195.	17	415,997.	
	18 Grants payable		18		
	19 Deferred revenue	181,268.	19	183,381.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	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		25		
	26 Total liabilities. Add lines 17 through 25	26 533,463.	26	599,378.	
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	11,648,612.	27	11,243,926.	
	28 Temporarily restricted net assets	4,552,885.	28	4,544,485.	
	29 Permanently restricted net assets	192,762.	29	196,281.	
	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	33 16,394,259.	33	15,984,692.		
34 Total liabilities and net assets/fund balances	34 16,927,722.	34	16,584,070.		

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Form 990 (2016)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	53,163,101.
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,968,186.
3	Revenue less expenses. Subtract line 2 from line 1	3	-805,085.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	16,394,259.
5	Net unrealized gains (losses) on investments	5	
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) SEE SCHEDULE O	9	395,518.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	15,984,692.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	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: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	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.	X	
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?	X	
3b	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.	X	

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Form 990 (2016)

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization

SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC.

Employer identification number

32-0362611

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate value of contributions to (during year), Aggregate value of grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

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

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part 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:
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:

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' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	192,762.	205,964.	218,591.	203,880.	210,344.
b Contributions					
c Net investment earnings, gains, and losses	23,879.	-386.	327.	27,350.	22,188.
d Grants or scholarships	3,998.	10,608.	10,653.	10,356.	26,450.
e Other expenditures for facilities and programs				0.	
f Administrative expenses	2,043.	2,208.	2,300.	2,283.	2,202.
g End of year balance	210,600.	192,762.	205,964.	218,591.	203,880.

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

- a Board designated or quasi-endowment ▶ 100.00 %
 - b Permanent endowment ▶ _____ %
 - c Temporarily restricted endowment ▶ _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations	X	
(ii) related organizations		X
b If 'Yes' on line 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.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		2,400,000.		2,400,000.
b Buildings		1,964,922.	212,436.	1,752,486.
c Leasehold improvements		6,835,981.	2,175,648.	4,660,333.
d Equipment		1,859,796.	1,140,691.	719,105.
e Other		1,693,247.	1,255,720.	437,527.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				9,969,451.

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Part VII Investments – Other Securities.

N/A

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

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

Part VIII Investments – Program Related.

N/A

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

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

Part IX Other Assets.

N/A

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	53,903,036.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a		
	b Donated services and use of facilities	2b	138,390.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.) SEE PART XIII	2d	601,545.	
	e Add lines 2a through 2d	2e		739,935.
3	Subtract line 2e from line 1		3	53,163,101.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	53,163,101.

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

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

1	Total expenses and losses per audited financial statements		1	54,307,722.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a	138,390.	
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.) SEE PART XIII	2d	201,146.	
	e Add lines 2a through 2d	2e		339,536.
3	Subtract line 2e from line 1		3	53,968,186.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	53,968,186.

Part XIII Supplemental Information.

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

PART X - FIN 48 FOOTNOTE

THE ORGANIZATION ACCOUNTS FOR THE PROVISIONS OF FASB ASC 740-10-25 (FORMERLY FASB INTERPRETATION NO. 48, "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES") (FIN 48), WHEREBY AN ORGANIZATION MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX TAKEN FOR TAX RETURN PURPOSES WHEN IT IS MORE LIKELY THAN NOT THE POSITION WILL BE SUSTAINED. THE ORGANIZATION DOES NOT BELIEVE THERE ARE ANY MATERIAL UNCERTAIN TAX POSITIONS, AND ACCORDINGLY, IT HAS NOT RECOGNIZED ANY LIABILITY FOR UNRECOGNIZED TAX BENEFITS OR ANY RELATED INTEREST OR PENALTIES. THE ORGANIZATION'S 2014- 2016 TAX YEARS ARE OPEN

Part XIII Supplemental Information (continued)

PART X - FIN 48 FOOTNOTE (CONTINUED)

TO REVIEW FOR FEDERAL TAX PURPOSES AND 2013-2016 TAX YEARS ARE OPEN TO REVIEW FOR STATE INCOME TAX PURPOSES.

**SCHEDULE D, PART XI, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990**

NET ASSETS RELEASED FROM RESTRICTIONS.....	\$	400,399.
SPECIAL EVENT EXPENSES.....		<u>201,146.</u>
TOTAL	\$	<u><u>601,545.</u></u>

**SCHEDULE D, PART XII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S**

SPECIAL EVENT EXPENSES.....	\$	201,146.
TOTAL	\$	<u><u>201,146.</u></u>

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2016

Department of the Treasury
Internal Revenue Service

Complete if the organization answered 'Yes' on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization **SECOND HARVEST FOOD BANK
OF ORANGE COUNTY, INC.**

Employer identification number
32-0362611

Part I Fundraising Activities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If 'Yes,' list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 THE GAVEL GROUP 20472 CRESCENT LAKE FOREST CA 92630	AUCTION		X	168,245.	10,500.	157,745.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total▶				168,245.	10,500.	157,745.

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.
- CA
-
-
-
-

Public Disclosure Copy

Part II Fundraising Events. Complete if the organization answered 'Yes' on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		FASHION SHOW (event type)	FOOD DRIVE (event type)	5 (total number)	(add column (a) through column (c))	
REVENUE	1	Gross receipts	822,733.	229,824.	581,244.	1,633,801.
	2	Less: Contributions	762,733.	229,824.	561,844.	1,554,401.
	3	Gross income (line 1 minus line 2)	60,000.		19,400.	79,400.
DIRECT EXPENSES	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	16,200.		24,000.	40,200.
	7	Food and beverages	42,625.		4,664.	47,289.
	8	Entertainment			4,622.	4,622.
	9	Other direct expenses	83,274.		25,761.	109,035.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				201,146.
	11	Net income summary. Subtract line 10 from line 3, column (d)				-121,746.

Part III Gaming. Complete if the organization answered 'Yes' on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))	
REVENUE	1	Gross revenue				
	EXPENSES	2	Cash prizes			
		3	Noncash prizes			
		4	Rent/facility costs			
		5	Other direct expenses			
6	Volunteer labor	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		
7	Direct expense summary. Add lines 2 through 5 in column (d)					
8	Net gaming income summary. Subtract line 7 from line 1, column (d)					

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If 'No,' explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If 'Yes,' explain: _____

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- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions
- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions

SCHEDULE J
(Form 990)

Compensation Information

OMB No. 1545-0047

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

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

2016

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Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

SECOND HARVEST FOOD BANK

32-0362611

Part I Questions Regarding Compensation

	Yes	No
1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/> First-class or charter travel		
<input type="checkbox"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (such as, 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.	1 b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
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 type="checkbox"/> Compensation committee		
<input type="checkbox"/> Independent compensation consultant		
<input type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Approval by the board or compensation committee		
PART II		
4 During the year, did any person listed on 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?	4 a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4 b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4 c	X
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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5 a	X
b Any related organization?	5 b	X
If 'Yes' on line 5a or 5b, describe in Part III.		
6 For persons listed on 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?	6 a	X
b Any related organization?	6 b	X
If 'Yes' on line 6a or 6b, describe in Part III.		
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III.	7	X
8 Were any amounts reported on 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.	8	X
9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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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 on 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 in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	NICOLE SUYDAM CEO	(i) 145,156. (ii) 0.	0. 0.	0. 0.	300. 0.	14,869. 0.	160,325. 0.	0. 0.
2								
3								
4								
5								
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9								
10								
11								
12								
13								
14								
15								
16								

Part III Supplemental Information

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 3 - METHODS USED BY RELATED ORG. TO ESTABLISH CEO/EXEC. DIR. COMPENSATION

COMMITTEE USED SALARY SURVEYS FOR INITIAL HIRING AND SUBSEQUENT COMPENSATION

REVIEWS. BOARD APPROVES THE AMOUNT.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2016

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- ▶ **Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.**
- ▶ **Attach to Form 990.**
- ▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization **SECOND HARVEST FOOD BANK
OF ORANGE COUNTY, INC.**

Employer identification number
32-0362611

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded				
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential				
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory		1,624	43,516,782.	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (SUPPLIES)		252	385,906.	FMV
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 3

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If 'Yes,' describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If 'Yes,' describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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

2016

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

SECOND HARVEST FOOD BANK
OF ORANGE COUNTY, INC.

Employer identification number

32-0362611

FORM 990, PART I, LINE 1 - ORGANIZATION MISSION OR SIGNIFICANT ACTIVITIES

SECOND HARVEST FOOD BANK'S MISSION IS TO END HUNGER IN ORANGE COUNTY. FOR MORE THAN 34 YEARS WE HAVE SERVED AS THE CRUCIAL LINK BETWEEN FOOD SUPPLIERS, OTHER DONORS, AND OUR MEMBER AGENCIES WHO HELP US FEED THE MORE THAN 315,000 PEOPLE WHO MAY NOT KNOW WHERE THEY WILL FIND ENOUGH FOOD FOR THEIR NEXT MEAL.

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

SECOND HARVEST FOOD BANK'S MISSION IS TO END HUNGER IN ORANGE COUNTY. FOR MORE THAN 34 YEARS WE HAVE SERVED AS THE CRUCIAL LINK BETWEEN FOOD SUPPLIERS, OTHER DONORS, AND OUR MEMBER AGENCIES WHO HELP US FEED THE MORE THAN 315,000 PEOPLE WHO MAY NOT KNOW WHERE THEY WILL FIND ENOUGH FOOD FOR THEIR NEXT MEAL.

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

SECOND HARVEST FOOD BANK HAS BEEN FEEDING ORANGE COUNTY'S MOST VULNERABLE POPULATIONS INCLUDING CHILDREN, SENIORS, FAMILIES, VETERANS, DISABLED AND THE HOMELESS SINCE 1983.

IN FY2017 SECOND HARVEST FOOD BANK DISTRIBUTED MORE THAN 21.6 MILLION POUNDS OF FOOD, PROVIDING 250,000 PEOPLE PER MONTH WITH HIGH-QUALITY, NUTRITIOUS FOOD TO PROVIDE A HAND UP AND A LIFE-LINE TO SELF-SUFFICIENCY. THE FOOD COLLECTED BY SECOND HARVEST IS DISTRIBUTED BY 190 NON-PROFIT PARTNERS INCLUDING CHURCH PANTRIES, HOMELESS SHELTERS, SOUP KITCHENS, AFTER SCHOOL, AND SENIOR PROGRAMS.

OUR CHILD HUNGER STRATEGY SEEKS TO END HUNGER FOR MORE THAN 129,000 AT-RISK CHILDREN EACH MONTH. AFTER-SCHOOL AND SUMMER MEALS AND SNACKS (PLUS NUTRITION EDUCATION) ARE PROVIDED THROUGH A NETWORK OF KIDS CAFES. OUR SCHOOL PANTRY PROGRAM DISTRIBUTES THOUSANDS OF POUNDS OF FRESH PRODUCE AND OTHER FOOD ITEMS AT NEIGHBORHOOD SCHOOLS IN UNDER-SERVED AREAS.

Name of the organization	SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC.	Employer identification number	32-0362611
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FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

SECOND HARVEST'S SENIOR GROCERY PROGRAM IS DESIGNED TO COMBAT HUNGER AND MALNUTRITION FOR LOW-INCOME SENIORS BY DISTRIBUTING GROCERIES TO MORE THAN 3,700 SENIOR HOUSEHOLDS. OUR FEEDING HOPE BOX PROGRAM PROVIDES EMERGENCY FOOD FOR INDIVIDUALS AND FAMILIES EXPERIENCING FINANCIAL EMERGENCIES SUCH AS JOB LOSS AND UNEXPECTED MEDICAL OR CAR REPAIR EXPENSES AND PROVIDES FOOD TO TIDE THEM OVER ROUGH PATCHES.

WE ALSO PROVIDE STAPLE ITEMS AND FRESH PRODUCE DIRECTLY TO THE NEEDY IN UNDER-SERVED AREAS THROUGHOUT ORANGE COUNTY WITH OUR MOBILE PANTRY AND SCHOOL PANTRY DELIVERIES. WE PROVIDE DIRECT, ON THE SPOT APPLICATION ASSISTANCE FOR CALFRESH BENEFITS FOR QUALIFIED INDIVIDUALS AND FAMILIES IN UNDERSERVED AREAS, ELIMINATING BARRIERS TO PARTICIPATION.

SECOND HARVEST FOOD BANK DEPENDS ON ITS GENEROUS AND DEDICATED VOLUNTEERS WHOSE WORK REPRESENTS 40% OF THE LABOR PERFORMED AT SECOND HARVEST.

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

ST. VINCENT DE PAUL IS THE SOLE MEMBER OF THE CORPORATION AND IS ALLOWED TO APPOINT A BOARD MEMBER.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

REVIEW OF THE 990 DRAFT WILL BE DONE BY FINANCE COMMITTEE AS PART OF ITS DUTIES. COPY OF DRAFT HAS BEEN REQUESTED TO BE AVAILABLE BY THE PREPARER WELL IN ADVANCE OF THE FINAL DUE DATE IN ORDER TO GIVE COMMITTEE TIME TO REVIEW IT.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

COI FORMS WILL BE RESIGNED ANNUALLY AND MONITORED BY STAFF.

Name of the organization SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC.	Employer identification number 32-0362611
--	--

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO & TOP MANAGEMENT

THE ORGANIZATION HAS A BOARD COMMITTEE TO REVIEW AND APPROVE THE COMPENSATION FOR THE CEO, CFO, COO AND CDO. SALARY SURVEYS ARE USED BY THE COMMITTEE.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

THE ORGANIZATION HAS A BOARD COMMITTEE TO REVIEW AND APPROVE THE COMPENSATION FOR TOP MANAGEMENT. SALARY SURVEYS ARE UTILIZED BY THE COMMITTEE.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, POLICIES, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST AND ON ITS WEBSITE.

**FORM 990, PART XI, LINE 9
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

INCREASE IN TEMP RESTRICTED NET ASSETS.....	\$ 391,999.
OTHER INCOME.....	3,519.
	TOTAL \$ 395,518.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 - ▶ Attach to Form 990.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

2016

Department of the Treasury
Internal Revenue Service

Open to Public Inspection

Name of the organization

Employer identification number

SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC.

32-0362611

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ----- ----- ----- ----- -----					
(2) ----- ----- ----- ----- -----					
(3) ----- ----- ----- ----- -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) COUNCIL OF OC SOCIETY OF ST. VINCENT DE PAUL 1505 E 17TH ST #109 SANTA ANA, CA 92705 95-3033494	PROVIDES SERVICES TO THE NEEDY	CA		501 (C) (3)	N/A		X
(2) ----- ----- ----- ----- -----							
(3) ----- ----- ----- ----- -----							
(4) ----- ----- ----- ----- -----							

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

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

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

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

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

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

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

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

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

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

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Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													

(2) -----													

(3) -----													

(4) -----													

(5) -----													

(6) -----													

(7) -----													

(8) -----													

Part VII Supplemental Information.

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

TAXABLE YEAR

2016

California Exempt Organization
Annual Information Return

FORM

199

Calendar Year 2016 or fiscal year beginning (mm/dd/yyyy) 7/01/2016, and ending (mm/dd/yyyy) 6/30/2017

Corporation/Organization name **SECOND HARVEST FOOD BANK OF ORANGE COUNTY, INC.** California corporation number **3422175**

Additional information. See instructions. FEIN **32-0362611**

Street address (suite or room) **8014 MARINE WAY** PMB no.

City **IRVINE** State **CA** Zip code **92618**

Foreign country name Foreign province/state/county Foreign postal code

- A First Return Yes No
- B Amended Return Yes No
- C IRC Section 4947(a)(1) trust Yes No
- D Final Information Return?
 - Dissolved
 - Surrendered (Withdrawn)
 - Merged/Reorganized
- E Check accounting method:
 - 1 Cash
 - 2 Accrual
 - 3 Other
- F Federal return filed? 1 990T 2 990-PF 3 Sch H (990) 4 Other 990 series
- G Is this a group filing? See instructions Yes No
- H Is this organization in a group exemption? If 'Yes,' what is the parent's name? Yes No
- I Did the organization have any changes to its guidelines not reported to the FTB? See instructions. Yes No

- J If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions Yes No
- K Is the organization exempt under R&TC Section 23701g?... If 'Yes,' enter the gross receipts from nonmember sources \$ Yes No
- L If organization is exempt under R&TC Section 23701d and meets the filing fee exception, check box. No filing fee is required. Yes No
- M Is the organization a Limited Liability Company? Yes No
- N Did the organization file Form 100 or Form 109 to report taxable income? Yes No
- O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No
- P Is federal Form 1023/1024 pending? Yes No Date filed with IRS

CACA1112L 11/30/16

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8.	1	2,542,318.
	2	Gross dues and assessments from members and affiliates.	2	
	3	Gross contributions, gifts, grants, and similar amounts received. SEE SCH. B.	3	50,821,929.
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B.	4	53,364,247.
Expenses	5	Cost of goods sold.	5	
	6	Cost or other basis, and sales expenses of assets sold.	6	
	7	Total costs. Add line 5 and line 6.	7	
	8	Total gross income. Subtract line 7 from line 4.	8	53,364,247.
Filing Fee	9	Total expenses and disbursements. From Side 2, Part II, line 18.	9	54,169,332.
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8.	10	-805,085.
Sign Here	11	Total payments.	11	
	12	Use tax. See General Instruction K.	12	
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11.	13	
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12.	14	
	15	Filing fee \$10 or \$25. See General Instruction F.	15	10.
	16	Penalties and Interest. See General Instruction J.	16	
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result.	17	10.

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.

Signature of officer: *[Signature]* Title: **CEO** Date: **3/5/18** Telephone: **949-653-2900**

Preparer's signature: **GARY R. BELZ, CPA** Date: **2/24/18** Check if self-employed:

Firm's name (or yours, if self-employed) and address: **WHITE NELSON DIEHL EVANS LLP**
2875 MICHELLE DRIVE, SUITE 300
IRVINE, CA 92606
 PTIN: **P00079703**
 FEIN: **33-0686301**
 Telephone: **(714) 978-1300**

May the FTB discuss this return with the preparer shown above? See instructions. Yes No

SECOND HARVEST FOOD BANK

32-0362611

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts — complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1	34,075.
	2	Interest	•	2	
	3	Dividends	•	3	
	4	Gross rents	•	4	
	5	Gross royalties	•	5	
	6	Gross amount received from sale of assets (See instructions)	•	6	
	7	Other income. Attach schedule	•	7	2,508,243.
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	2,542,318.
	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	•	9	
Expenses and Disbursements	10	Disbursements to or for members	•	10	
	11	Compensation of officers, directors, and trustees. Attach schedule	•	11	514,489.
	12	Other salaries and wages	•	12	2,755,503.
	13	Interest	•	13	
	14	Taxes	•	14	511,252.
	15	Rents	•	15	339,343.
	16	Depreciation and depletion (See instructions)	•	16	569,929.
	17	Other Expenses and Disbursements. Attach schedule	•	17	49,478,816.
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	54,169,332.

Schedule L Balance Sheet

	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		2,214,320.		2,674,554.
2 Net accounts receivable		342,841.		367,909.
3 Net notes receivable		562,838.		358,751.
4 Inventories		3,661,138.		2,892,007.
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock				
8 Mortgage loans				
9 Other investments. Attach schedule		192,762.		210,600.
10a Depreciable assets	11,895,459.		12,353,946.	
b Less accumulated depreciation	4,405,862.	7,489,597.	4,784,495.	7,569,451.
11 Land		2,400,000.		2,400,000.
12 Other assets. Attach schedule. STM 3		64,226.		110,798.
13 Total assets		16,927,722.		16,584,070.
Liabilities and net worth				
14 Accounts payable		352,195.		415,997.
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable				
18 Other liabilities. Attach schedule. STM 4		181,268.		183,381.
19 Capital stock or principal fund		16,394,259.		15,984,692.
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund				
22 Total liabilities and net worth		16,927,722.		16,584,070.

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.

1	Net income per books	•	-805,085.	7	Income recorded on books this year not included in this return. Attach schedule	•	
2	Federal income tax	•		8	Deductions in this return not charged against book income this year. Attach schedule	•	
3	Excess of capital losses over capital gains	•		9	Total. Add line 7 and line 8	•	
4	Income not recorded on books this year. Attach schedule	•		10	Net income per return. Subtract line 9 from line 6	•	-805,085.
5	Expenses recorded on books this year not deducted in this return. Attach schedule	•					
6	Total. Add line 1 through line 5	•	-805,085.				