

ATTACHMENTS TO FORM 1023

Part IV Narrative Description of Your Activities

CURRENT ACTIVITIES

Grain Place Foundation is a newly formed corporation. The first activity is to begin acquiring majority ownership of The Grain Place through receiving gifts of stock from shareholders. This is scheduled to take place over the next eight years. We expect to receive ownership of the following number of shares each year:

2015 – 400 shares

2016 – 1,000 shares

2017 – 1,000 shares

2018 – 1,000 shares

2019 – 1,000 shares

2020 – 1,000 shares

2021 – 1,000 shares

2022 – 1,000 shares

2023 – 1,000 shares

(There are a total of 10,000 shares.)

This will further the purpose of continuing to operate the Grain Place as a pioneering organic farm and developing and sharing innovative practices with others. It will also guarantee that the management of the farm cooperates with programs and educational opportunities through Grain Place Foundation.

It is expected that this will require the Board of Directors to participate in annual meetings of The Grain Place and consult as needed with farm management. It will consume perhaps 10% of the donated time from the Directors.

This will be funded entirely by the donation of stock by shareholders who have made a commitment to meet the above schedule.

Grain Place Foundation maintains its corporate office, a small resource center, and Guest House in the former home of Donald Vetter, which is on land owned by The Grain Place. Priority for use of the guest house will be for persons participating in Grain Place Foundation programs. It will also provide accommodation at fair market value to persons visiting and doing business with The Grain Place and Grain Place Foods. As internships and other on-site educational experiences are

developed this is expected to become the primary use of the housing accommodations. On a year-to-year basis portions of the property shall be used by The Grain Place and Grain Place Foods in exchange for utilities and care of the property. It will be managed by a representative of the Board under guidelines approved by the board. (see V.9.f). This furthers our educational and scientific purpose by providing administrative support, resource center, and accommodations for persons involved in educational and research programs. It is expected that the Guest House will be take 20% of our volunteer time. The Guest House will be given to the Foundation in late 2015 by an heir of Don Vetter. We expect the budget for its operations to be funded by use fees from folks staying there and income from use of portions of the building not needed for Foundation activities.

Beginning in 2016, Grain Place Foundation will sponsor the annual Grain Place Farm Tour. Held the second Saturday of July, this event features tours of the farm and Grain Place Foods processing plant, educational speakers, and a locally sourced meal. It also provides opportunity for networking among participants. All of these further our educational and scientific purposes. It will be funded by a grant from Grain Place Foods and registration fees. The event will be planned and carried out by a volunteer team. We estimate that this will take about 20% of our volunteer time. (Included is a copy of the 2015 Farm Tour flyer.)

Grain Place Foundation assists The Grain Place and Grain Place Foods to schedule and host visitors to the farm and processing plant, including school, business, and civic groups, and international delegations. In past years, approximately 12-15 such groups have visited each year. We expect that number to increase with the development of Grain Place Foundation. The tours are conducted by volunteers, with little or no budgetary impact to the Foundation. The Foundation will encourage and accept donations from those attending the tours. Donations received will go for the general operations of the Foundation. This is primarily an educational function that encourages management of life forms in symbiotic relationships. It is expected that this will take about 10% of volunteer time.

Grain Place Foundation operates a "Speakers Bureau" of persons who are available to speak to a variety of groups on what is happening at The Grain Place and the value systems behind it. In the past, folks from the Grain Place have addressed

secondary school and college classes, church groups, civic clubs, conferences and seminars. We expect this to increase and the pool of speakers to grow through the work of the Foundation. Initially, since all work is done by volunteers, this would not need specific funding. The Foundation will accept donations from groups that will be used for administrative costs and to help defray travel expenses for volunteer speakers. It is expected that this will take 10% of the volunteer time.

PROGRAMS IN DEVELOPMENT

We have a team led by Board Members that is developing Internship opportunities for folks interested in organic farming, especially young people. It is expected that we will do this cooperatively with institutions of higher education. Our first contacts are with the University of Nebraska. All internships will further our educational purpose. Some of them may involve research and would also further or scientific purpose. Sources of funding for these programs will be sought through grants from a variety of sources as well as direct gifts from individuals and businesses. The initial development will be undertaken by volunteers with administrative costs being born by the general operating fund of the Foundation. We expect this to take about 20% of our Board's volunteer time, but less than 10% of the total volunteer time.

We are searching for grant funding for research programs into farming practices that further our purpose of managing life forms in symbiotic relationships, especially regarding soil health. Such research would need to be compatible with the operation of The Grain Place. Additional staff and other costs would be fully funded by the grants, including administrative costs. It is estimated that this will take about 20% of the Board's volunteer time, but less than 10% of total volunteer time.

We are developing a website to enable folks to connect with us and to provide access to information about us. It will include the following pages: Home – brochure announcing formation, News, Who Are We – board of directors, working groups, Official Documents – goals, budget, articles of incorporation, by-laws, minutes, 990s, Speakers and Programs, Farm Tour, Links - to related websites, Blogspace – comment from folks directly involved, tidbits from Don Vetter's files, How to get

involved, Contact Us. This will be developed by the Executive Director and is targeted to be up by April 15, 2016. It will be funded through the general operations budget which is supported primarily by donations. This will take about 20% of the Executive Director's time to set up and then about 5% to maintain. Counting the time of contributors of content this will take about 5% of overall volunteer time.

We plan to undertake an initiative in 2017 to reach out to grain farmers to encourage them to adopt management methods consistent with our philosophy. This will receive 30% of the Board's time in 2017, but not much until then. We expect to seek grants and conduct a fund raising effort in conjunction with the initiative.

The remainder of our volunteer time will be taken up in administrative work related to establishment and operating of the corporation, including preparing this application.

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Part V Line 1.a (additional names)

Name	Title	Mailing Address	Compensation Amount
Chuck Hassebrook	Board of Directors	250 N. 3 rd St. Lyons, NE 68038-4625	none
Glenda Vetter	Board of Directors	1503 Rosemont Ave. Grand Island, NE 68801-7557	none

Part V Line 2.a

Glenda Vetter and Jay Vetter are brother and sister. Allison Vetter is their niece.

Part V Line 3(a)

Qualifications and duties of Board Members and Officers:

Qualifications: Charles Francis is Professor of Agronomy and Horticulture, University of Nebraska -- Lincoln, and Visiting Professor of Agroecology, Norwegian University of Life Sciences. His degrees are from Univ California -- Davis (B.S.) and Cornell Univ. (M.S. and Ph.D.), and he has worked in Philippines, Colombia, and Norway. He directed a dryland agriculture program in Morocco (1982-1984), initiated the international program for Rodale Institute (1984-85), and was director of the Center for Sustainable Agricultural Systems at UNL (1990-2000). He was on the board of directors of The Land Institute, Salina, Kansas for 15 years, and has been active with Center for Rural Affairs in Nebraska. He has held research, teaching, extension and administrative positions at UNL from 1977 to present. He is author of 200 reviewed journal articles, 80 book chapters, 8 books, and numerous proceedings and workshops publications. His research interests are in long-term cropping and farming systems, local food systems, peri-urban farming, and crop rotations; teaching includes agroecology, organic farming, urbanization of rural landscapes, international seminars, and land grabs in the global south.

Average Hours Worked: 4-5 hours per month

Duties: Serves as member of the Board of Directors, Internship Committee

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Qualifications: David Van Pelt grew up on a farm near Archer Nebraska. After graduating from high school in Central City, Nebraska he went on to obtain a degree in Agriculture Education at the University of Nebraska Lincoln. He currently lives in Lincoln, Nebraska where he works as an ag lender for a family owned community bank, Midwest Bank N.A.. Prior to moving to Lincoln he spent approximately 27 years as a bank officer at Pinnacle Bank where he worked with the Grain Place and Grain Place Foods.

Average Hours Worked: 2-3 hours per month

Duties: Member of the Board of Directors, Treasurer

Qualifications: Chuck Hassebrook spent his career at the Center for Rural Affairs, a national rural advocacy and development organization based in the Northeast Nebraska community of Lyons. He served with the Center for over 36 years, including 18 as the Executive Director. His work was crucial in securing the passage of state and federal policy reforms that strengthen family farms, small business, and rural communities. During his time at the Center, they have provided loans, training, and business-planning assistance to over 10,000 small businesses in rural Nebraska.

Chuck also served 18 years as a Regent for the University of Nebraska, including two terms as Chair. His efforts led to tuition assistance for students from modest income families and the creation of a Rural Futures Institute, aimed at revitalizing small communities.

Chuck has previously served on the Board of the USDA North Central Region Rural Development Center, the Nebraska Rural Development Commission, USDA Commission on Small Farms, and the Board of Bread for the World, a Christian ecumenical anti-hunger organization based in Washington.

Chuck is a University of Nebraska graduate and native of Platte Center, where his family has farmed for more than a century. He lives with his wife, Kate, in Lyons, where they are active in Bethany Lutheran Church. They have two sons, Anton and Peter, both students at the University of Nebraska Lincoln.

Average Hours Worked: 1-2 hours per month

Duties: Member of Board of Directors

Qualifications: Allison Vetter is Associate Professor of Sociology at Henderson State University in Arkadelphia, Arkansas. She has and currently serves on boards of several non-profit organizations in the arts, education and health issues in central Arkansas. She is a graduate of Doane College (B.A.) and the University of Nebraska-Lincoln (M.A. and Ph.D.). Allison was raised on the Grain Place and continues to have an active interest in its

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operations. She is a shareholder in the Grain Place and has pledged to contribute shares to Grain Place Foundation.

Average Hours Worked: 3-4 hours per month

Duties: Member Board of Directors, Secretary

Qualifications: Glenda Vetter is a retired Social Worker from Grand Island, NE having served as a school social worker, hospital social worker and in private counseling practice. She has served on several non-profit boards in Hall County Nebraska. She spent part of her childhood on the farm that became the Grain Place. She and her husband, Charlie Ponec, have devoted much volunteer time helping develop the Grain Place, including planting many trees, keeping bees on the property, and assisting with care of the buildings. She is a current shareholder of the Grain Place and has pledged to contribute shares to Grain Place Foundation.

Average Hours Worked: 10 - 15 hours per month

Duties: Member Board of Directors, Caretaker of Guest House

Qualifications: Jay Vetter is a retired United Methodist Pastor who spent 42 years serving congregations in Nebraska. He spent part of his childhood on the farm that would become the Grain Place. He has served on many non-profit boards in several Nebraska Communities. He is a current shareholder of Grain Place Stock and has pledged to contribute shares to Grain Place Foundation.

Average Hours Worked: 40 hours per month

Duties: Executive Director

Qualifications: Thomas Harding has over 40 years in organic agriculture and trade. He was a Founder and President of Lehigh Valley Organic Growers, Inc., Founder and First President of the Organic Crop Improvement Association, Co-Founder and First President Institute of Alternative Agriculture, Founding Member and First President Organic Trade Association, Board Member and President International Federation of Organic Agriculture Movements, and Founder and President The Brice Institute.

Average Hours Worked: 2-3 hours per month

Duties: Board President

Part V Line 5(a)

The attached "Conflict of Interest" policy was developed by the Executive Director and adopted by the Board of Directors at its organizational meeting on July 9, 2015.

Part V, Line 9

(b) This agreement is spelled out in an addendum to our written Guest House Guidelines.

(c) Glenda Vetter is an officer of The Grain Place, which we have entered into an agreement with to provide use of parts of the Guest House in exchange for utilities, security and yard care.

(d) Glenda Vetter will recuses herself when the addendum is discussed and approved.

(e) The per night cost for use of the Guest House lodging will be set by the rates of the nearest Motel – Ken's Motel in Aurora, NE.

(f) GRAIN PLACE FOUNDATION

Guest House General Guidelines

The Grain Place Foundation Guest House shall be cared for and administered by the Board of Directors through a committee established by the Board and empowered to establish fees, guidelines and policies for its use and upkeep. This committee shall comply with the following general guidelines.

- A. The Guest House shall provide corporate office space for the Grain Place Foundation.
- B. Insofar as possible the operation of the Guest House shall generate enough revenue through use fees to offset the cost of operation, including property taxes, insurance, utilities and upkeep.
- C. The Grain Place Foundation Guest House shall be available to lodge all interested persons who are willing to cooperate with the house rules and fees currently in force. Priority in use shall be given as follows:
 - 1) Persons participating in Grain Place Foundation leadership and programs.
 - 2) Persons doing business as part of or with The Grain Place and Grain Place Foods.
 - 3) Visitors to the Grain Place

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ADDENDUM (effective November 1, 2015 to December 31, 2016)

The Grain Place and Grain Place Foods shall have exclusive use of the garage and den of the Grain Place Foundation Guest House in exchange for provision of electricity, natural gas and water to the building. The Grain Place will provide lawn and yard care and regularly monitor the property and notify the Foundation of any problems or issues. As such the farm manager will have access to the house at all times.

Under usage according C.2) of the policy, the amount charged shall be equal to the cost of a single room at Ken's Motel in Aurora, which is the closest commercial accommodation.

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Part VIII, Line 4 a

Most of our correspondence will be carried on via e-mail. We expect to develop a "Friends of the Foundation" program, whereby interested folks may participate at various levels, including volunteering and providing financial support. There will be no general e-mail solicitation.

We will encourage folks who visit the Grain Place individually or in groups to learn about and become involved in the Foundation. We will also share information about the Foundation with folks who are part of groups who utilize speakers from our speakers bureau. This will be low key through making a brochure available and mentioning our web site.

We will also approach individuals in person who we think might be potential donors to the Foundation or specific programs operated by it.

Board members are constantly on the look-out for grants (either private or governmental) that would develop and assist with our educational and scientific work.

We expect to include an option in the "How to Get Involved" section of our web site for folks to make financial contributions.

Part VIII, Line 11

Grain Place Foundation has a commitment from an heir of Donald R. Vetter to donate his former home to be used as a corporate office, resource center, and guest house.

Shareholders have also committed to donate enough shares of Grain Place Stock so that Grain Place Foundation will hold 84% of the 10,000 privately held shares. We expect the house to be donated in 2015, and the shares of stock over the next several years with a goal of a majority being held by the Foundation in 2020 and 80% by 2023. The Foundation would also accept full or partial ownership of other farms and businesses that fit with its mission. Any restrictions on use of donated property in the future will be spelled out in agreements negotiated at the time the property is received.

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Part IX, Line 7

FY 2015

Donation of former home of Donald Vetter - \$29,980 per county assessment

Donation of 400 shares of Grain Place Stock @ \$345.27 - \$138,108

FY 2016

Donation of 1,000 shares of Grain Place Stock - \$345,270

FY 2017

Donation of 1,000 shares of Grain Place Stock - \$345,270

Part IX, Line 9

FY 2015

Guest House Income - \$500

FY 2016

Guest House Income - \$1,500

Farm Tour Registrations - \$1,000

FY 2017

Guest House Income - \$2,000

Farm Tour Registrations - \$1,000

Part IX, Line 23

FY 2015

Form 1023 filing fee - \$850

Office Supplies - \$500

Board Meeting Expense - \$100

Insurance - \$500

Property taxes - \$500

Communications (web page, e-mail, postage, phone, etc.) - \$500

Total - \$2,950

FY 2016

Office Supplies - \$500

Board Meeting Expense - \$1,000

Insurance - \$500

Property Taxes - \$500

Communications (web page, e-mail, postage, phone, etc.) - \$2,500

Farm Tour - \$2,500

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Speaker's Bureau - \$500

Total - \$8,000

FY 2017

Office Supplies - \$500

Board Meeting Expense - \$1,000

Insurance - \$500

Property Taxes - \$500

Communications (web page, e-mail, postage, phone, etc.) - \$2,500

Farm Tour - \$2,500

Speaker's Bureau - \$800

Young Farmer Initiative - \$1,000

Total - \$9,300

Part X, Line 1b

By Nebraska State Law, per appendix B of the instructions.

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Part X, Line 4 (option 2)

Grain Place Foundation will participate in the governance of The Grain Place as a shareholder, becoming a majority shareholder by 2020 and holding more than 80% of the shares by 2023. One of the primary purposes of Grain Place Foundation is to enable The Grain Place to continue to operate as a pioneering organic farm (experimenting and educating to advance management of life forms in symbiotic relationships for the production of food, feed, and fiber through operation of and cooperation with, farming, field practice, and providing educational programs) beyond the present generation of stock holders. Grain Place Foundation will engage in educational activities each year included by not limited to: Annual Farm Tour, conducting tours for individuals and groups, providing programs through the speakers bureau, and participation in conferences and events. We will provide resources and accommodation to persons learning from or contributing to the operation of The Grain Place through operation of our guest house. As an operating private 501(c)3 foundation we will be able to partner with and receive grants from other non-profit foundations, educational institutions, and organizations.

We believe that we meet the income test for being an operating foundation because more than 85% of our income will be used directly for exempt activities. Most of our income will be derived from grants and donations for specific educational and scientific activities. Other income will be derived from fees paid by participants in educational and scientific activities (ie. Registration fees, accommodation at the guest house, etc.) We do not expect to derive any income from ownership of stock in The Grain Place. Other than operating and project cash, the only assets we expect to own are the guest house and stock in The Grain Place. We believe that they meet the asset test because their use is directly related to our exempt activities. The Grain Place is a privately held corporation whose shareholders have committed to donate at least 10% of the stock to Grain Place Foundation each year until at least 84% of the stock is held by Grain Place Foundation. No single shareholder currently owns more than 13% of the 10,000 total shares.