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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

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

For calendar year **2008**, or tax year beginning **2008**, and ending **20**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **NURTURE NATURE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **315 SEVENTH AVENUE**

Room/suite: **22B**

City or town, state, and ZIP code: **NEW YORK, NY 10001**

A Employer identification number
13-3637915

B Telephone number (see page 10 of the instructions)
(646) 454-9057

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 45,799,049.**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch. B.	1,190,000.			
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	126,513.	126,513.	126,513.	STMT 1
	4 Dividends and interest from securities	402,386.	402,386.	402,386.	STMT 2
	5a Gross rents	469,475.	469,475.	469,475.	
	b Net rental income or (loss) -379,645.				
	6a Net gain or (loss) from sale of assets not on line 10	-3,462,003.			
	b Gross sales price for all assets on line 6a 15,448,719.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances 19,309.				
b Less Cost of goods sold NONE					
c Gross profit or (loss) (attach schedule)	19,309.		19,309.		
11 Other income (attach schedule)	318,260.	6,994.	318,260.	STMT 3	
12 Total. Add lines 1 through 11	-936,060.	1,005,368.	1,335,943.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE			
	14 Other employee salaries and wages	277,640.	NONE	52,130.	219,080.
	15 Pension plans, employee benefits	48,947.	NONE	NONE	48,947.
	16a Legal fees (attach schedule) STMT 4	6,000.	NONE	NONE	6,000.
	b Accounting fees (attach schedule) STMT 5	3,188.	NONE	NONE	3,188.
	c Other professional fees (attach schedule) STMT 6	272,162.	106,132.	129,681.	94,640.
	17 Interest STMT 7	279,999.	NONE	7,125.	272,874.
	18 Taxes (attach schedule) (see page 14 of the instructions) *	39,746.	NONE	8,784.	30,962.
	19 Depreciation (attach schedule) and depletion ST 23	360,571.	80,587.	176,098.	
	20 Occupancy				
	21 Travel, conferences, and meetings	5,508.	NONE	477.	5,031.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	1,183,535.	440,789.	564,479.	189,784.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,477,296.	627,508.	938,774.	870,506.
	25 Contributions, gifts, grants paid	2,321,737.			1,089,000.
26 Total expenses and disbursements. Add lines 24 and 25	4,799,033.	627,508.	938,774.	1,959,506.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,735,093.				
b Net investment income (if negative, enter -0-)		377,860.			
c Adjusted net income (if negative, enter -0-)			397,169.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	390,606.	1,025,539.	1,025,539.	
	2 Savings and temporary cash investments	534,155.	433,715.	433,715.	
	3 Accounts receivable	23,303.			
	Less allowance for doubtful accounts	NONE	23,303.	23,303.	
	4 Pledges receivable				
	Less allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	NONE	2,052,661.	2,052,661.	
	7 Other notes and loans receivable (attach schedule)	*	348,613.		
	Less allowance for doubtful accounts	10,263,463.	348,613.	348,613.	
	8 Inventories for sale or use	341,300.	NONE	NONE	
	9 Prepaid expenses and deferred charges	NONE	180,623.	180,623.	
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)	STMT 10	20,602,094.	5,302,320.	5,302,320.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis	7,943,494.		STMT 11	
Less accumulated depreciation (attach schedule)	1,180,446.	NONE	6,763,048.	17,462,000.	
12 Investments - mortgage loans					
13 Investments - other (attach schedule)	STMT 12	-890,969.	100,000.	100,000.	
14 Land, buildings, and equipment basis	17,003,145.			STMT 13	
Less accumulated depreciation (attach schedule)	200,758.	11,614,164.	16,802,387.	16,802,387.	
15 Other assets (describe)	STMT 14	98,958.	2,067,888.	2,067,888.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		42,953,771.	35,100,097.	45,799,049.	
Liabilities	17 Accounts payable and accrued expenses	351.	56,660.		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)	7,552,871.	3,197,387.		
	22 Other liabilities (describe)	STMT 15	30,863.	21,466.	
23 Total liabilities (add lines 17 through 22)		7,584,085.	3,275,513.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	35,369,686.	31,824,584.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		NONE	NONE		
30 Total net assets or fund balances (see page 17 of the instructions)		35,369,686.	31,824,584.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		42,953,771.	35,100,097.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	35,369,686.
2 Enter amount from Part I, line 27a	2	-5,735,093.
3 Other increases not included in line 2 (itemize)	3	SEE STATEMENT 16
4 Add lines 1, 2, and 3	4	2,189,991.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,824,584.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-3,336,765.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007			
2006			
2005			
2004			
2003			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2009 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either by language in the governing instrument or by state legislation...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Did any persons become substantial contributors during the tax year?'.

*** SEE DISCLOSURE ON STATEMENT 24

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>N/A</u>			
14	The books are in care of ▶ <u>JANE STANLEY</u> Telephone no ▶ <u>646-454-9057</u>		
Located at ▶ <u>315 SEVENTH AVENUE #22B NEW YORK, NY</u> ZIP + 4 ▶ <u>10001</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year ▶			15

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	***	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	***	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	***	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	***	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b X	***
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c X	***
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

*** SEE DISCLOSURE ON STATEMENT 25

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

5 a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: SEE STATEMENT 17, NONE, NONE, NONE.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: SEE STATEMENT 18, 79,408., NONE, NONE.

Total number of other employees paid over \$50,000 NONE

*** SEE DISCLOSURE ON STATEMENT 26

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
----- NONE		

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>TO HELP URBAN REVITALIZATION, PRESERVATION OF LAND RESOURCES & ENVIRONMENTAL CONSERVATION IN EASTERN PA THROUGH ADAPTIVE REUSE OF FORMERLY ABANDONED, HISTORIC BLDG IN EASTON.</u>	243,655.
2 <u>TO EDUCATE THE PUBLIC THROUGH VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REG. FLOODING & OTHER ENVIRONMENTAL CONCERNS RELATED TO SUSTAINABLE DEVP.</u>	138,030.
3 <u>TO EDUCATE THE PUBLIC ABOUT SUSTAINABLE TRANSIT OPTIONS IN URBAN AREAS, WITH A SPECIAL FOCUS ON NYC, AND TO DEVELOP TOOLS OF ANALYSIS FOR EVALUATING THOSE OPTIONS.</u>	3,290.
4 -----	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>CAPITAL ADDITIONS TO FORMERLY ABANDONED HISTORIC BUILDING IN EASTON, PA TO HELP URBAN REVITALIZATIONS, PRESERVATION OF ENVIRONMENTAL CONSERVATION IN EASTERN PA.</u>	1,520,560.
2 <u>CAPITAL ADDITIONS TO A BUILDING WHOSE PURPOSE IS TO HOUSE VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REGARDING FLOODING & OTHER ENV. CONCERNS.</u>	491,289.
All other program-related investments See page 24 of the instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	2,011,849.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,454,400.
b	Average of monthly cash balances	1b	1,321,492.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	21,918,893.
d	Total (add lines 1a, b, and c)	1d	38,694,785.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	38,694,785.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	580,422.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,114,363.
6	Minimum investment return. Enter 5% of line 5	6	1,905,718.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,959,506.
b	Program-related investments - total from Part IX-B	1b	2,011,849.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,971,355.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,971,355.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ _____				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008 ***	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	397,169.				397,169.
b 85% of line 2a	337,594.				337,594.
c Qualifying distributions from Part XII, line 4 for each year listed	3,971,355.				3,971,355.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,574,531.				1,574,531.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,396,824.				2,396,824.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	45,799,049.				45,799,049.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					NONE
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,270,479.				1,270,479.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	*** SEE DISCLOSURES ON STATEMENT 24 AND STATEMENT 26				NONE
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					NONE
(3) Largest amount of support from an exempt organization					NONE
(4) Gross investment income					NONE

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

THEODORE W. KHEEL

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
SEE STATEMENT 19

b The form in which applications should be submitted and information and materials they should include
CALL FOUNDATION FOR APPLICATION

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 20				
Total ▶ 3a				2,321,737.
b <i>Approved for future payment</i>				
Total ▶ 3b				NONE

Name of the organization: NURTURE NATURE FOUNDATION
Employer identification number: 13-3637915

Organization type (check one)

- | Filers of: | Section: |
|--------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **NURTURE NATURE FOUNDATION**

Employer identification number
13-3637915

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THEODORE W. KHEEL 75 EAST 55TH STREET NEW YORK, NY 10016	\$ 1,190,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	PETER KOEHLER 400 NORTHAMPTON ST - SUITE 708 EASTON, PA 18042	\$ NONE	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization NURTURE NATURE FOUNDATION

Employer identification number

13-3637915

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>CONTRIBUTION OF ARTWORK -</u> <u>SEE SCHEDULE ATTACHED</u> <hr/> <hr/>	\$ <u>1,190,000.</u>	<u>VARIOUS</u>
2	<u>GIFT OF LIMITED PARTNERSHIP INTEREST</u> <u>IN EASTON HOTEL RESTORATION, LLC</u> <u>(NOW WHOLLY OWNED BY THE FOUNDATION) -</u> <u>NEGATIVE CAPITAL CONTRIBUTED</u>	\$ <u>NONE</u>	<u>01/01/2008</u>
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON EXCESS BENEFIT TRANSACTIONS *	126,513.	126,513.	126,513.
TOTAL	126,513.	126,513.	126,513.

* SEE FOOTNOTE REGARDING ORGANIZATION RECLASSIFICATION FROM PUBLIC CHARITY TO PRIVATE FOUNDATION. ALSO SEE FOOTNOTE TO FORM 990-PF PART VII-B QUESTIONS 1 (a) THROUGH 1 (c).

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	402,386.	402,386.	402,386.
TOTAL	402,386.	402,386.	402,386.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PROGRAM SERVICE REVENUE - EASTON HOTEL	311,266.	NONE	311,266.
OTHER MISC INCOME RELATED TO RENTAL PROP	6,994.	6,994.	6,994.
TOTALS	318,260.	6,994.	318,260.

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	6,000.	NONE	NONE	6,000.
TOTALS	6,000.	NONE	NONE	6,000.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,188.	NONE	NONE	3,188.
TOTALS	3,188.	NONE	NONE	3,188.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FUNDRAISING EXPENSES:				
VANTAGE POINT MEDIA	38,934.	NONE	NONE	NONE
CAROL INMAN	8,907.	NONE	NONE	NONE
INVESTMENT MANAGEMENT FEES	91,132.	91,132.	91,132.	NONE
GENERAL CONSULTING FEES:				
NORMA WILLIAMS	7,170.	NONE	NONE	7,170.
WILLIAM KHEEL-COMPUTER CONS	6,000.	NONE	NONE	6,000.
PETER KOEHLER-PROPERTY MGR	50,000.	15,000.	15,000.	35,000.
DAVID PITT	3,500.	NONE	NONE	3,500.
OTHER MISC. CONSULTING FEES	4,736.	NONE	NONE	4,736.
PROGRAM RELATED CONSULTING FEE	8,290.	NONE	NONE	8,290.
HOTEL MANAGEMENT FEES	30,025.	NONE	13,218.	16,807.
HOTEL BOOKKEEPING & OTHER FEES	23,468.	NONE	10,331.	13,137.
TOTALS	272,162.	106,132.	129,681.	94,640.

FORM 990PF, PART I -- INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INTEREST EXPENSE	279,999.	NONE	7,125.	272,874.
TOTALS	279,999.	NONE	7,125.	272,874.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	39,746.	NONE	8,784.	30,962.
TOTALS	39,746.	NONE	8,784.	30,962.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BAD DEBT EXPENSE	111,077.	NONE	17,249.	NONE
ADVERTISING & PROMOTION	50,739.	NONE	2,009.	48,394.
OFFICE EXPENSES	52,903.	NONE	9,176.	43,250.
STORAGE EXPENSE	44,907.	44,907.	44,907.	NONE
REPAIR AND MAINTENANCE	71,492.	NONE	30,581.	33,417.
UTILITIES & SUPPLIES	110,615.	NONE	48,696.	46,377.
MISCELLANEOUS EXPENSE	36,297.	NONE	15,979.	18,346.
RENTAL EXPENSES (INV PROP):				
VARIOUS OTHER THAN DEPR	705,505.	395,882.	395,882.	NONE
TOTALS	1,183,535.	440,789.	564,479.	189,784.

NURTURE NATURE FOUNDATION

13-3637915

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
DEUTSCHE BANK - SEE SCHEDULE	20,458,628.	5,215,930.	5,215,930.
5,300 SHS CISCO SYS INC	143,466.	86,390.	86,390.
TOTALS	20,602,094.	5,302,320.	5,302,320.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13626478.		SALE OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 17462447.				P	VARIOUS	VARIOUS
							-3835969.	
512,241.		SALE OF ONE UNIT OF 315 7TH AVE PROPERTY TYPE: OTHER 13,037.				D	VARIOUS	VARIOUS
							499,204.	
1,310,000.		SALE OF ARTWORK PROPERTY TYPE: OTHER 22,073.				D	VARIOUS	VARIOUS
							1,287,927.	
		LESS: NONTAXED GAIN ON INV PROP*				D		
		PROPERTY TYPE: OTHER					-1287927.	
TOTAL GAIN(LOSS)							-----	
							-3336765.	
							=====	
<p align="center">* GAIN ON SALE OF ARTWORK, INVESTMENT PROPERTY NOT CAPABLE OF PRODUCING INVESTMENT INCOME AS DEFINED BY THE INTERNAL REVENUE CODE.</p>								



Private Wealth Management

Deutsche Bank

NURTURE NATURE FOUNDATION

Portfolio Review

As of December 31, 2008

Account 250370 USD Base Currency

Holdings for Portfolio

Fixed Income

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est. Annual Income	Annual Yield %
300,000.00	CITIGROUP INC GLOBAL NT DTD 08/03/05 4.625% 08/07/2010 [SEGREGATED COLLATERAL]	8.0	295,599.00	98.351	295,053.00	5,704.17	4.625	13,875.00	4.70
300,000.00	INTL LEASE FINANCE CORP DTD 08/23/05 4.875% 09/01/2010 [SEGREGATED COLLATERAL]	6.4	304,329.00	78.389	235,167.00	4,875.00	4.875	14,625.00	6.22
300,000.00	HOME DEPOSIT INC SR NT DTD 03/24/06 5.20% 03/01/2011 [SEGREGATED COLLATERAL]	7.9	299,691.00	97.236	291,708.00	5,200.00	5.200	15,600.00	5.35
	Total Corporate	55.1	2,091,876.00		2,030,991.00	33,112.09		99,450.00	4.90
	Total Fixed Income	100.0	3,603,231.47		3,693,543.00	53,252.03		165,075.00	4.47

Please review this statement and report any discrepancy within 30 days to P.O. Box 318, Church Street Station, MS NYC20-0004, New York, NY 10008-0318. For more information regarding your account statement, please refer to the Disclosure Notice.



NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review
Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Last Annual Income	Annual Yield %
<i>Equity by Sector</i>									
<i>Consumer Discretionary</i>									
250.00	MARJOTT IN DL INC NFW CLA [SEGREGATED COLLATERAL]	0.9	11,091.67	19.450	4,862.50	21.88	0.350	87.50	1.80
100.00	MCDONALDS CORP COM [SEGREGATED COLLATERAL]	1.2	6,211.00	62.190	6,219.00		2.000	200.00	3.22
	Total Consumer Discretionary	2.1	17,302.67		11,081.50	21.88		287.50	2.59
<i>Consumer Staples</i>									
200.00	COLGATE PALMOLIVE CO COM [SEGREGATED COLLATERAL]	2.6	13,272.00	68.540	13,708.00		1.600	320.00	2.33
200.00	PEPSICO INC COM [SEGREGATED COLLATERAL]	2.1	13,338.42	54.770	10,954.00	85.00	1.700	340.00	3.10
200.00	PROCTER & GAMBLE CO COM [SEGREGATED COLLATERAL]	2.3	12,492.00	61.820	12,364.00		1.600	320.00	2.59
200.00	SYSCO CORP COM [SEGREGATED COLLATERAL]	0.9	7,103.52	22.940	4,588.00	48.00	0.960	192.00	4.18
200.00	WAL-MART STORES INC COM [SEGREGATED COLLATERAL]	2.1	8,755.76	56.060	11,212.00	47.50	0.950	190.00	1.69
	Total Consumer Staples	10.0	54,961.70		52,826.00	180.50		1,362.00	2.58
<i>Energy</i>									
400.00	CAMELION IN IL CORP COM [SEGREGATED COLLATERAL]	1.5	11,442.00	20.500	8,200.00				
300.00	EXXON MOBIL CORP COM [SEGREGATED COLLATERAL]	4.5	21,315.00	79.830	23,949.00		1.600	480.00	2.00
300.00	OCCIDENTAL PETROLEUM CORP COM [SEGREGATED COLLATERAL]	3.4	15,565.40 M	59.990	17,997.00	96.00	1.280	384.00	2.13

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Private Wealth Management

Deutsche Bank

As of December 31, 2008

NURTURE NATURE FOUNDATION

Portfolio Review

Account 250370 USD Base Currency

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est Annual Income	Annual Yield %
		9.5	48,322.40		50,146.00	96.00		864.00	1.72
Total Energy									
<u>Financials</u>									
200.00	APIAC INC COM [SEGREGATED COLLATERAL]	1.7	9,310.00	45.840	9,168.00		1.120	224.00	2.44
600.00	BANK NEW YORK MELLON CORP COM	3.2	27,979.62	28.330	16,998.00		0.960	576.00	3.39
100.00	[SEGREGATED COLLATERAL]								
100.00	INTERCON (INFIN) EXCHANGE INC COM	1.6	13,176.04	82.440	8,244.00				
100.00	INTERCONTINENTAL EXCHANGE INC COM	1.6	13,176.04	82.440	8,244.00				
	[SEGREGATED COLLATERAL]								
-400.00	J P MORGAN CHASE & CO COM [SEGREGATED COLLATERAL]	2.4	20,908.00	31.530	12,612.00		1.520	608.00	-4.82
200.00	US BANCORP DEL COM NEW [SEGREGATED COLLATERAL]	1.0	6,616.00	25.010	5,002.00	85.00	1.700	340.00	6.80
		11.4	91,165.70		60,268.00	85.00		1,748.00	2.90
Total Financials									
<u>Health Care</u>									
20.00	ABBOTT LABS COM	0.2	1,054.60	53.570	1,067.40		1.440	28.80	2.70
280.00	ABBOTT LABS COM [SEGREGATED COLLATERAL]	2.8	14,764.40	53.370	14,943.60		1.440	403.20	2.70
500.00	CELGENE CORP COM [SEGREGATED COLLATERAL]	5.2	25,378.05	53.280	27,640.00				
200.00	EDWARDS LIFESCIENCES CORP COM	2.1	9,103.42	54.950	10,990.00				
	[SEGREGATED COLLATERAL]								

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Deutsche Bank

As of December 31, 2008

Private Wealth Management

NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est. Annual Income	Amount Yield %
300.00	EXPRESS SCRIPTS INC COM [SEGREGATED COLLATERAL]	3.1	15,251.10	54.980	16,494.00				
300.00	GILEAD SCIENCES INC COM [SEGREGATED COLLATERAL]	2.9	10,549.83	51.140	15,342.00				
300.00	LABORATORY CORP AMFR HT.DGS COM NEW [SEGREGATED COLLATERAL]	3.7	20,184.00	64.410	19,323.00				
300.00	ST JUDE MED INC COM [SEGREGATED COLLATERAL]	1.9	11,831.25	32.960	9,888.00				
	Total Health Care	21.9	108,116.65		115,688.00			432.00	0.37
300.00	AMILLIK INC NEW COM [SEGREGATED COLLATERAL]	1.7	9,930.99	30.210	9,063.00		0.240	72.00	0.79
700.00	GENERAL ELECTRIC CO COM [SEGREGATED COLLATERAL]	2.2	24,258.50	16.200	11,340.00	217.00	1.240	868.00	7.65
200.00	ROCKWELL COLLINS INC COM [SEGREGATED COLLATERAL]	1.5	14,566.16	39.090	7,818.00		0.960	192.00	2.46
200.00	STERICYCLE INC COM [SEGREGATED COLLATERAL]	2.0	7,832.00	52.080	10,416.00				
200.00	UNITED TECHNOLOGIES CORP COM [SEGREGATED COLLATERAL]	2.0	12,866.00	53.600	10,720.00		1.540	308.00	2.87
	Total Industrials	9.4	69,453.65		-19,357.00	217.00		1,440.00	2.92
300.00	APPLE INC COM [SEGREGATED COLLATERAL]	4.8	26,526.00	85.350	25,605.00				

Information Technology

300.00 APPLE INC COM
[SEGREGATED COLLATERAL]

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Deutsche Bank

As of December 31, 2008

Private Wealth Management

NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	List. Annual Income	Annual Yield %
<i>Information Technology</i>									
300.00	BROADCOM CORP CL A [SEGREGATED COLLATERAL]	1.0	6,570.60	16.970	5,091.00				
1,000.00	CISCO SYS INC COM [SEGREGATED COLLATERAL]	3.1	25,935.00 M	16.300	16,300.00				
900.00	EMC CORP MASS COM [SEGREGATED COLLATERAL]	1.8	15,975.00	10.470	9,423.00				
1,000.00	INTEL CORP COM [SEGREGATED COLLATERAL]	2.8	19,360.00	14.660	14,660.00		0.560	560.00	3.82
900.00	MICROSOFT CORP COM [SEGREGATED COLLATERAL]	3.3	25,119.00 M	19.440	17,496.00		0.520	468.00	2.67
500.00	NVIDIA CORP COM	0.8	18,199.65	8.070	4,055.00				
900.00	ORACLE CORP COM [SEGREGATED COLLATERAL]	3.0	19,468.53	17.730	15,957.00				
500.00	QUALCOMM INC COM [SEGREGATED COLLATERAL]	3.4	20,045.00	35.830	17,915.00	80.00	0.640	320.00	1.79
250.00	RESEARCH IN MOTION LTD COM [SEGREGATED COLLATERAL]	1.9	24,538.90	40.580	10,145.00				
	Total Information Technology	25.8	201,737.68		136,627.00	80.00		1,348.00	0.99
<i>Materials</i>									
400.00	MONSANTO CO NEW COM [SEGREGATED COLLATERAL]	5.3	21,204.00	70.350	28,140.00		0.960	384.00	1.36
	Total Materials	5.3	21,204.00		28,140.00			384.00	1.36
<i>Telecommunication Services</i>									
200.00	AT & T INC COM [SEGREGATED COLLATERAL]	1.1	7,132.00	28.500	5,700.00		1.640	328.00	5.75

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Private Wealth Management



Deutsche Bank

NURTURE NATURE FOUNDATION

Portfolio Review

As of December 31, 2008

Account 250370 USD Base Currency

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	List Annual Income	Annual Yield %
<i>Equity by Sector</i>									
<i>Consumer Discretionary</i>									
250.00	MARRIOTT INTL INC NEW CL A [SEGRGATED COLLATERAL]	0.9	11,091.67	19.450	4,862.50	21.88	0.350	87.50	1.80
100.00	MCDONALDS CORP COM [SEGRGATED COLLATERAL]	1.2	6,211.00	62.190	6,219.00		2.000	200.00	3.22
	Total Consumer Discretionary	2.1	17,302.67		11,081.50	21.88		287.50	2.59
<i>Consumer Staples</i>									
200.00	COLGATE PALMOLIVE CO COM [SEGRGATED COLLATERAL]	2.6	15,272.00	68.540	13,708.00		1.600	320.00	2.33
200.00	PEPSICO INC COM [SEGRGATED COLLATERAL]	2.1	13,338.42	54.770	10,954.00	85.00	1.700	340.00	3.10
200.00	PROCTER & GAMBLE CO COM [SEGRGATED COLLATERAL]	2.3	12,492.00	61.820	12,364.00		1.600	320.00	2.59
200.00	SYSCO CORP COM [SEGRGATED COLLATERAL]	0.9	7,103.52	22.940	4,588.00	48.00	0.960	192.00	4.18
200.00	WAL-MART STORES INC COM [SEGRGATED COLLATERAL]	2.1	8,755.76	56.060	11,212.00	47.50	0.950	190.00	1.69
	Total Consumer Staples	10.0	54,961.70		52,826.00	180.50		1,362.00	2.58
<i>Energy</i>									
400.00	CAMERON INTL CORP COM [SEGRGATED COLLATERAL]	1.5	11,442.00	20.500	8,200.00				
300.00	EXXON MOBIL CORP COM [SEGRGATED COLLATERAL]	4.5	21,315.00	79.830	23,949.00		1.600	480.00	2.00
300.00	OCCIDENTAL PETR CORP COM [SEGRGATED COLLATERAL]	3.4	15,565.40 M	59.990	17,997.00	96.00	1.280	384.00	2.13

Please review this statement and report any discrepancy within 30 days to P.O. Box 318, Church Street Station, MS NYC20-0004, New York, NY 10008-0318.
For more information regarding your account statement, please refer to the Disclosure Notice.



Private Wealth Management

Deutsche Bank

As of December 31, 2008

NURTURE NATURE FOUNDATION

Portfolio Review

Account 250370 USD Base Currency

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est Annual Income	Annual Yield %
		9.5	48,322.40		50,146.00	96.00		864.00	1.72
Total Energy									
Financials									
200.00	AFI AC INC COM [SEGREGATED COLLATERAL]	1.7	9,310.00	45.840	9,168.00		1.120	224.00	2.44
600.00	BANK NEW YORK MELLON CORP COM	3.2	27,979.62	28.350	16,998.00		0.960	576.00	3.39
100.00	[SEGREGATED COLLATERAL] INTERCONTINENTAL EXCHANGE INC COM	1.6	13,176.04	82.440	8,244.00				
100.00	[SEGREGATED COLLATERAL] INTERCONTINENTAL EXCHANGE INC COM	1.6	13,176.04	82.440	8,244.00				
400.00	J P MORGAN CHASE & CO COM [SEGREGATED COLLATERAL]	2.4	20,908.00	31.530	12,612.00		1.520	608.00	4.82
200.00	US BANCORP DEL COM NEW [SEGREGATED COLLATERAL]	1.0	6,616.00	25.010	5,002.00	85.00	1.700	340.00	6.80
		11.4	91,165.70		60,268.00	85.00		1,748.00	2.90
Total Financials									
Health Care									
20.00	ABBOTT LABS COM	0.2	1,054.60	53.370	1,067.40		1.440	28.80	2.70
280.00	ABBOTT LABS COM [SEGREGATED COLLATERAL]	2.8	14,764.40	53.370	14,943.60		1.440	403.20	2.70
500.00	CELGENE CORP COM [SEGREGATED COLLATERAL]	5.2	25,378.05	55.280	27,640.00				
200.00	EDWARDS LIFESCIENCES CORP COM [SEGREGATED COLLATERAL]	2.1	9,103.42	54.950	10,990.00				

Please review this statement and report any discrepancy within 30 days to P.O. Box 318, Church Street Station, MS NYC20-0004, New York, NY 10008-4318. For more information regarding your account statement, please refer to the Disclosure Notice.



Deutsche Bank

As of December 31, 2008

page 11

Private Wealth Management

NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est. Annual Income	Amount Yield %
<u>Health Care</u>									
300.00	EXPRESS SCRIPTS INC COM [SEGREGATED COLLATERAL]	3.1	15,251.10	54.980	16,494.00				
300.00	GILEAD SCIENCES INC COM [SEGREGATED COLLATERAL]	2.9	10,549.83	51.140	15,342.00				
300.00	LABORATORY CORP AMER HT DGS COM NEW [SEGREGATED COLLATERAL]	3.7	20,184.00	64.410	19,323.00				
300.00	ST JUDE MED INC COM [SEGREGATED COLLATERAL]	1.9	11,831.25	32.960	9,888.00				
	Total Health Care	21.9	108,116.65		115,688.00			432.00	0.37
<u>Industrials</u>									
300.00	AMULK INC NEW COM [SEGREGATED COLLATERAL]	1.7	9,930.99	30.210	9,163.00		0.240	72.00	0.79
700.00	GENERAL FHC CO COM [SEGREGATED COLLATERAL]	2.2	24,258.50	16.200	11,340.00	217.00	1.240	868.00	7.65
200.00	ROCKWELL COLLINS INC COM [SEGREGATED COLLATERAL]	1.5	14,566.16	39.090	7,818.00		0.960	192.00	2.46
200.00	STERICYCLE INC COM [SEGREGATED COLLATERAL]	2.0	7,832.00	52.080	10,416.00				
200.00	UNITED TECHNOLOGIES CORP COM [SEGREGATED COLLATERAL]	2.0	12,866.10	53.600	10,720.00		1.540	308.00	2.87
	Total Industrials	9.4	69,453.65		49,557.00	217.00		1,440.00	2.92
<u>Information Technology</u>									
300.00	APPLE INC COM [SEGREGATED COLLATERAL]	4.8	26,526.00	85.350	25,605.00				

Please review this statement and report any discrepancy within 30 days to P.O. Box 318, Church Street Station, MS NYC20-0004, New York, NY 10008-0318. For more information regarding your account statement, please refer to the Disclosure Notice.



Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	List Annual Income	Annual Yield %
<i>Information Technology</i>									
300.00	BROADCOM CORP CL A [SEGREGATED COLLATERAL]	1.0	6,570.60	16.970	5,091.00				
1,000.00	CISCO SYS INC COM [SEGREGATED COLLATERAL]	3.1	25,935.00 M	16.300	16,300.00				
900.00	L M C CORP MASS COM [SEGREGATED COLLATERAL]	1.8	15,975.00	10.470	9,423.00				
1,000.00	INTEL CORP COM [SEGREGATED COLLATERAL]	2.8	19,360.00	14.660	14,660.00		0.560	560.00	3.82
900.00	MICROSOFT CORP COM [SEGREGATED COLLATERAL]	3.3	25,119.00 M	19.440	17,496.00		0.520	468.00	2.67
500.00	NVII)IA CORP COM	0.8	18,199.65	8.070	4,035.00				
900.00	ORACLE CORP COM [SEGREGATED COLLATERAL]	3.0	19,468.53	17.730	15,957.00				
500.00	QUALCOMM INC COM [SEGREGATED COLLATERAL]	3.4	20,045.00	35.830	17,915.00	80.00	0.640	320.00	1.79
250.00	RESEARCH IN MOTION LID COM [SEGREGATED COLLATERAL]	1.9	24,538.90	40.580	10,145.00				
	Total Information Technology	25.8	201,737.68		136,627.00	80.00		1,348.00	0.99
<i>Materials</i>									
400.00	MONSANTO CO NEW COM [SEGREGATED COLLATERAL]	5.3	21,204.00	70.350	28,140.00		0.960	384.00	1.36
	Total Materials	5.3	21,204.00		28,140.00			384.00	1.36
<i>Telecommunication Services</i>									
200.00	AT & T INC COM [SEGREGATED COLLATERAL]	1.1	7,132.00	28.500	5,700.00		1.640	328.00	5.75

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Deutsche Bank

As of December 31, 2008

Private Wealth Management

NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est. Annual Income	Annual Yield %
Telecommunication Services									
300.00	AMERICAN TOWER CORP CL A [SEGREGATED COLLATERAL]	1.7	13,059.33	29.320	8,796.00				
100.00	VERIZON COMMUNICATIONS COM [SEGREGATED COLLATERAL]	0.6	4,120.44	33.900	3,390.00		1.840	184.00	5.43
	Total Telecommunication Services	3.4	24,311.77		17,886.00			512.00	2.86
Utilities									
200.00	EDISON INTL COM [SEGREGATED COLLATERAL]	1.2	9,650.00	32.120	6,424.00	62.00	1.240	248.00	3.86
	Total Utilities	1.2	9,650.00		6,424.00	62.00		248.00	3.86
Total Equity by Sector									
		100.0	646,226.22		528,443.50	742.38		8,625.50	1.63
Equity Investment Funds									
977.27	COLUMBIA SELECT SMALL CAP FUND	1.1	19,604.08	10.520	10,280.90				
2,803.12	COLUMBIA SELECT SMALL CAP FUND [SHARES HELD ELSEWHERE W/ SEGREGATED COLLATERAL]	3.2	56,230.57	10.520	29,488.81				
58.96	LATON VANCE STRUCTURED EMERGING MKTS	0.1	857.42 M	7.910	466.39		0.102	6.01	1.29
10,000.00	EATON VANCE STRUCTURED EMERGING MKTS [SHARES HELD ELSEWHERE W/ SEGREGATED COLLATERAL]	8.7	145,419.58 M	7.910	79,100.00		0.102	1,020.00	1.29

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Deutsche Bank

December 31, 2008

Private Wealth Management

NURTURE NATURE FOUNDATION

Portfolio Review

Account 250370 USD Base Currency

Holdings for Portfolio

Equities

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Est. Annual Income	Annual Yield %
4,156.69	HENDERSON EUROPEAN FOCUS FUND CL A	5.5	127,931.05 M	12.050	50,088.10		0.596	2,477.39	4.95
21,337.69	HENDERSON EUROPEAN FOCUS FUND CL A	29.5	687,490.42 M	12.050	269,169.14		0.596	13,313.26	4.95
30.00	[SEGREGATED COLLATERAL] ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD	0.1	1,500.21	26.350	790.50		0.630	18.90	2.39
7,570.00	ISHARES INC MSCI PACIFIC EX-JAPAN INDEX FD [SEGREGATED COLLATERAL]	21.8	378,553.49	26.350	199,469.50		0.630	4,769.10	2.39
300,000.00	AUTO CALLABLE KNOCK-OUT NOTIS LINKED TO THE ISHARES MSCI EMERGING MARKETS INDEX FUND DUE JULY 23, 2009 DTD 07/25/07 07/23/2009	16.9	300,000.00	51.500	154,500.00				
30.00	ROWE J PRICE JAPAN FD INTL	0.0	119.20	7.080	212.40		0.060	1.80	0.85
16,903.58	ROWE J PRICE JAPAN FD INTL [SHARES HELD ELSEWHERE W/ SEGREGATED COLLATERAL]	13.1	179,854.13	7.080	119,677.37		0.060	1,014.22	0.85
Total Equity Investment Funds					913,243.11			22,620.68	2.48
Total Equities					1,441,686.61			742.38	31,246.18

AN M AFTER TAX COST INDICATES MULTIPLE LOTS. A U INDICATES UNID. TERMINAL COST

Note: Industry sector is based on the Global Industry Classification Standard (GICS).

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Deutsche Bank

As of December 31, 2008

Private Wealth Management

NURTURE NATURE FOUNDATION

Account 250370 USD Base Currency

Portfolio Review

Holdings for Portfolio

Alternative Investments

Quantity	Description	% of Category	Tax Cost	Current Price	Market Value	Accrued Income	Rate	Fst. Annual Income	Annual Yield %
30.00	DWS RRELF GLOBAL REAL-ESTATE SIC FD	0.2	301.80	5.380	161.40		1.800	0.54	0.33
14,970.00	DWS RRELF GLOBAL REAL-ESTATE SEC FD [SHARES HELD ELSEWHERE W/ SEGREGATED COLLATERAL]	99.8	150,598.20	5.380	80,538.60		1.800	269.46	0.33
	Total Real Estate	100.0	150,900.00		80,700.00			270.00	0.33

Total Alternative Investments	100.00	150,900.00	80,700.00	270.00	0.33
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SUMMARY OF SECURITIES IN DEUTSCHE BANK:

FIXED INCOME	3,693,543
EQUITIES	1,441,687
ALTERNATIVE INVESTMENTS	80,700
TOTAL	5,215,930

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Nurture Nature Foundation
Investments - Land, Bldgs & Equipment
12/31/2008

Asset:	Cost Basis			Accumulated Depreciation			NET	FMV
	Beg	Reclass Add	Deletions Ending	Beginning	Additions	Deletions Ending		
<i>Rental Property</i>								
315 Seventh Avenue								
Land			1,260,000					
Bldg and Improvements			5,744,680		143,615			
						1,180,446		
Total 315 Seventh Avenue			7,004,680		143,615	1,180,446	5,824,234	16,468,000
<i>Construction In Progress</i>								
214 Spring Garden - Land								
Bldg and Improvements			920,259				920,259	925,000
914 Spruce Street - Land,								
Bldg and Improvements			18,555				18,555	69,000
Other Land, Bldg & Equip - No Depreciation			938,814				938,814	994,000
Total Investments - Land, Building and Equipment & Accumulated Dep.			7,943,494			1,180,446	6,763,048	17,462,000

* Prior Period Adjustment to Accumulated Depreciation not included on prior years returns.

NURTURE NATURE FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CAYMAN MEDIA HOLDING	NONE	100,000.	100,000.
EASTON HOTEL RESTORATION	-890,969.	NONE	NONE
TOTALS	-890,969.	100,000.	100,000.

Nurture Nature Foundation
Land, Bldgs & Equipment
12/31/2008

Asset:	Cost Basis				Accumulated Depreciation			NET	
	Beginning	Reclass	Additions	Deletions	Ending	Beginning	Additions		Deletions
140 Northampton St									
Land	46,944	-	-	-	46,944	-	-	-	-
Building	469,971	-	-	-	469,971	-	5,875	-	5,875
Building Improvements	9,791,972	-	3,517,555	-	13,309,527	-	166,369	-	166,369
Machinery & Equipment	7,531	-	82,670	-	90,202	-	9,020	-	9,020
Furniture & Fixtures	21,637	-	173,304	-	194,940	-	19,494	-	19,494
Total 140 Northampton St	10,338,056	-	3,773,529	-	14,111,584	-	200,758	a	200,758
Construction In Progress									
516-18 Northampton St - Land, Bldg and Improvements				2,874,134					
Pine Street Easton (Part of Flood Museum)				2,857					
Other Land, Bldg & Equip - No Depreciation				2,876,991					
Equipment				14,570					
Total Land, Building and Equipment & Accumulated Depreciation				17,003,145					200,758
									16,802,387

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RENT RECEIVABLE AND PREPAYMENT	97,533.	NONE	NONE
DIVIDENDS RECEIVABLE	1,425.	54,003.	54,003.
OTHER RECEIVABLE	NONE	150,000.	150,000.
SECURITY RECEIVABLE - HSBC	NONE	29,321.	29,321.
EASTON ENVIRONMENTAL PROGRAM	NONE	28,927.	28,927.
CON-ED SECURITY DEPOSIT	NONE	77.	77.
ARTWORK HELD FOR INVESTMENT	NONE	1,805,560.	1,805,560.
TOTALS	98,958.	2,067,888.	2,067,888.

FORM 990PF, PART II - OTHER LIABILITIES
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
SECURITY PAYABLE	30,302.	21,466.
TAXES PAYABLE	561.	NONE
TOTALS	----- 30,863. =====	----- 21,466. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
PRIOR PERIOD ADJUSTMENTS	2,189,991.
TOTAL	----- 2,189,991. =====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THEODORE W. KHEEL 75 EAST 55TH STREET NEW YORK, NY 10016	CHAIRMAN OF THE BOARD/DIRECTOR 2.	NONE	NONE	NONE
LESLIE HOFFMAN 122 EAST 38TH STREET NEW YORK, NY 10016	EXECUTIVE DIRECTOR/DIRECTOR 1.	NONE	NONE	NONE
ROBERT J. KHEEL 787 SEVENTH AVENUE NEW YORK, NY 10019	PRESIDENT & TREASURER/DIRECTOR 2.	NONE	NONE	NONE
JANE STANLEY 7407 DENTON ROAD BETHESDA, MD 20814	SECRETARY/DIRECTOR 40.	NONE	NONE	NONE
EDWARD PECK 75 EAST 55TH STREET NEW YORK, NY 10019	DIRECTOR 1.	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
RACHEL A. HOGAN 323 HIGH STREET EASTON, PA 18042	SENIOR PROG OFFICER 40.	79,408.

SUPERVISES OTHER PROGRAM STAFF IN IMPLEMENTING GRANT-MAKING OR IN-HOUSE PROGRAMS IN ADDITION TO PERFORMING THE DUTIES OF PROGRAM OFFICER. RESPONSIBILITIES INCLUDE OVERSEEING THE DEVELOPEMENT OF AN ENVIRONMENTAL SCIENCE CETER IN EASTON PA; FUNDRAISING & COORDINATING OUTREACH FOR THE CENTER; ORGANIZING, SPEAKING AT & LEADING CONFERENCES; AND OVERSEEING OTHER EMPLOYEES WORKING AT THE CENTER. OTHER RESPONSIBILITIES INCLUDE OVERSEEING BUNIDINGS OWNED BY THE FOUNDATION IN EASTON, INCLUDING THE FOUNDATION'S PROGRAM RELATED INVESTMENT IN THE GRAND EASTONIAN HOTEL.

TOTAL COMPENSATION 79,408.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

JANE STANLEY
315 SEVENTH AVENUE #22B
NEW YORK, NY 10001
646-454-9057

NURTURE NATURE FOUNDATION

13-3637915

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DONALD BREN SCHOOL OF ENVIRONMENTAL SCIENCE MGMT 2400 BREN HALL UNIVERSITY OF CALIFORNIA, SANTA BARBARA SANTA BARBARA, CA 93106	NONE SCHOOL	GENERAL SUPPORT	1,000.
WILDLANDS CONSERVANCY 3701 ORCHID PL EMMAUS, PA 18049	NONE PUBLIC CHARITY	GENERAL SUPPORT	500.
EARTH PLEDGE FOUNDATION 122 EAST 38TH STREET NEW YORK, NY 10016	CONTROLLED PUBLIC CHARITY	GENERAL SUPPORT	822,390.
CLINTON GLOBAL INITIATIVE (WILLIAM J CLINTON FDTM) 1301 AVENUE OF THE AMERICAS - 37TH FL NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL SUPPORT	40,000.
PERSISTENCE FOUNDATION PO BOX 11 EAGLE BRIDGE, NY 12057	NONE PRIVATE OPERATING FDTN * *	GENERAL SUPPORT	25,000.
MORAVIAN ACADEMY 7 EAST MARKET STREET 2ND FLOOR BETHLEHEM, PA 18018	NONE PUBLIC CHARITY	GENERAL SUPPORT	17,500
EASTON FARMERS' MARKET CENTRE SQUARE DOWNTOWN EASTON, PA	NONE * * NONE	GENERAL SUPPORT	5,000.

* SEE FOOTNOTE TO FORM 990-PF PART VII-B QUESTIONS 5a(4) AND 5c

NURTURE NATURE FOUNDATION

13-3637915

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PACE UNIVERSITY LAW SCHOOL
1 PACE PLAZA
NEW YORK, NY 10038

NONE
PUBLIC CHARITY

KHEEL CENTER ON RESOLUTION OF ENVIRONMENTAL
INTEREST DISPUTES

1,000,000.

NURTURE NATURE CENTER
518 NORTHAMPTON STREET
EASTON, PA 18042

CONTROLLED
PUBLIC CHARITY

GENERAL SUPPORT

3,000.

EARTH PLEDGE FOUNDATION
122 EAST 38TH STREET
NEW YORK, NY 10016

CONTROLLED
PUBLIC CHARITY

GENERAL SUPPORT

19,006

NURTURE NEW YORKS NATURE INC
315 SEVENTH AVENUE, APT 22B
NEW YORK, NY 10001

CONTROLLED
PUBLIC CHARITY

GENERAL SUPPORT

388,341.

FORM 990-PF LINE 25 COLUMN A

TOTAL CONTRIBUTIONS PAID

2,321,737.

LESS: AMOUNTS TO CONTROLLED ORGANIZATIONS, FUNDS
NOT REDISTRIBUTED

(1,232,737)

TOTAL ON FORM 990-PF LINE 25 COLUMN D

1,089,000

NURTURE NATURE FOUNDATION

13-3637915

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PROGRAM SERVICE REVENUE - EASTON HOTEL			01	6,994.	311,266.
OTHER MISC. PROGRAM SERVICE REVENUE					
TOTALS				6,994.	311,266.

Nurture Nature Foundation
 Fixed Asset Summary - At Historical Cost
 12/31/2008

Asset:	Cost Basis				Accumulated Depreciation				
	Beginning	Reclass	Additions	Deletions	Ending	Beginning	Additions	Deletions	Ending
140 Northampton St									
Land	46,944	-	-	-	46,944	-	-	-	-
Building	469,971	-	-	-	469,971	-	5,875	-	5,875
Building Improvements	9,791,972	-	3,517,555	-	13,309,527	-	166,369	-	166,369
Machinery & Equipment	7,531	-	82,670	-	90,202	-	9,020	-	9,020
Furniture & Fixtures	21,637	-	173,304	-	194,940	-	19,494	-	19,494
Total 140 Northampton St	10,338,056	-	3,773,529	-	14,111,584	-	200,758	a	200,758
Rental Property									
315 Seventh Avenue									
Land			1,260,000		1,260,000				
Bldg and Improvements			5,744,680		5,744,680	1,036,831	143,615		1,180,446
Total 315 Seventh Avenue			7,004,680		7,004,680	1,036,831	143,615	a	1,180,446
Construction In Progress									
516-18 Northampton St - Land, Bldg and Improvements			2,874,134		2,874,134				
214 Spring Garden - Land Bldg and Improvements			920,259		920,259				
914 Spruce Street - Land, Bldg and Improvements			18,555		18,555				
Pine Street Easton (Part of Flood Museum)			2,857		2,857				
Other Land, Bldg & Equip - No Depreciation			3,815,805		3,815,805				
Equipment			14,570		14,570				
Total Land, Building and Equipment & Accumulated Depreciation (Inv & Charitable)			24,946,639		24,946,639				1,381,204
Loan costs - entire loan paid off in 2007, amortize entire amount						16,198	16,198	a	16,198

a = Total Depreciation/Amortization Expense reflected on Statement of Functional Expenses 360,571

* Prior Period Adjustment to Accumulated Depreciation not included on prior years returns.

GENERAL DISCLOSURE:

NURTURE NATURE FOUNDATION (THE "FOUNDATION") IS SHOWN IN INTERNAL REVENUE SERVICE ("IRS") RECORDS AS A PUBLIC CHARITY. HOWEVER, IN TWO LETTERS TO THE IRS DATED APRIL 9, 2010 AND AUGUST 16, 2010, THE FOUNDATION REQUESTED THAT THE IRS RECLASSIFY IT AS A PRIVATE OPERATING FOUNDATION. THE FOUNDATION UNDERSTANDS THAT RECLASSIFICATION AS A PRIVATE OPERATING FOUNDATION AS OF JANUARY 1, 2008 HAS BEEN RECOMMENDED BY THE IRS AGENT WHO REVIEWED THE FOUNDATION'S REQUEST. AS OF THE DATE OF THIS FILING THE FOUNDATION HAS NOT YET RECEIVED FORMAL NOTICE OF THIS RECLASSIFICATION, ALTHOUGH THE FOUNDATION'S COUNSEL HAS CONFIRMED WITH THE IRS THAT THE RECLASSIFICATION IS BEING PROCESSED. IN THE MEANTIME, HOWEVER, THE FOUNDATION IS OBLIGATED TO FILE ITS 2009 INFORMATION RETURN. THEREFORE, DUE TO THE EXPECTED RECLASSIFICATION, THE FOUNDATION IS FILING FORM 990-PF FOR ITS FISCAL YEARS ENDING DECEMBER 31, 2008 (AMENDED) AND DECEMBER 31, 2009.

2008 FORM 990-PF – PART I, LINE 25, COLUMN (D)**QUALIFYING DISTRIBUTIONS; PRIVATE OPERATING FOUNDATION:**

IN ANTICIPATION OF THE FOUNDATION'S RECLASSIFICATION AS A PRIVATE OPERATING FOUNDATION, CERTAIN GRANTS REPORTED IN PART I, LINE 25, COLUMN (A) HAVE NOT BEEN CARRIED THROUGH TO PART I, LINE 25, COLUMN (D). THESE GRANTS WERE MADE TO ORGANIZATIONS THAT COULD HAVE BEEN CONSIDERED CONTROLLED ORGANIZATIONS OF THE FOUNDATION (AS DEFINED IN TREASURY REGULATIONS SECTION 53.4942(A)-3(A)(3)) HAD THE FOUNDATION BEEN CLASSIFIED AS PRIVATE OPERATING FOUNDATION AT THE TIME THAT THE GRANTS WERE MADE. THE FOUNDATION WAS A PUBLIC CHARITY WHEN THE GRANTS WERE MADE, BUT DUE TO THE FOUNDATION'S EXPECTED RECLASSIFICATION AS A PRIVATE OPERATING FOUNDATION, THE APPLICABLE GRANTS HAVE NOT BEEN CARRIED THROUGH.

2008 FORM 990-PF – PART VII-B, LINES 1A, 1B AND 1C**QUESTIONS RELATING TO TRANSACTIONS WITH DISQUALIFIED PERSONS:**

DURING 2009, THE FOUNDATION BECAME AWARE THAT CERTAIN DISQUALIFIED PERSONS HAD ENGAGED IN PROHIBITED TRANSACTIONS WITH THE FOUNDATION. THOSE TRANSACTIONS HAVE BEEN CORRECTED FULLY AND WERE REPORTED ON THE 2008 FORM 990 PREVIOUSLY FILED BY THE FOUNDATION. THOSE TRANSACTIONS ARE AGAIN BEING REPORTED HERE AS HAVING OCCURRED AND HAVING BEEN CORRECTED. BECAUSE THE FOUNDATION WAS A PUBLIC CHARITY WHEN THOSE TRANSACTIONS OCCURRED, THE TRANSACTIONS WERE REPORTED AS EXCESS BENEFIT TRANSACTIONS WITH A PUBLIC CHARITY RATHER THAN ACTS OF SELF DEALING WITH A PRIVATE FOUNDATION. ACCORDINGLY, THE FOUNDATION OBTAINED CORRECTION UNDER THE INTERNAL REVENUE CODE'S EXCESS BENEFIT TRANSACTION RULES. IN ADDITION, THE FOUNDATION FOLLOWED THE IRS'S INSTRUCTIONS FOR FORM 4720 APPLICABLE TO EXCESS BENEFIT TRANSACTIONS, WHICH REQUIRE FORM 4720 TO BE FILED BY THE DISQUALIFIED PERSON INVOLVED IN A TRANSACTION, NOT THE PUBLIC CHARITY. THE FOUNDATION UNDERSTANDS THAT THE APPLICABLE DISQUALIFIED PERSONS FILED FORMS 4720 AS REQUIRED.

**2008 FORM 990-PF – PART VII-B, LINES 5A(4) AND 5C
QUESTIONS REGARDING GRANTS MADE:**

DURING 2008, WHEN CLASSIFIED AS A PUBLIC CHARITY, THE FOUNDATION MADE ONE GRANT TO A PRIVATE OPERATING FOUNDATION AND ONE GRANT TO AN ORGANIZATION NOT DESCRIBED IN CODE SECTION 509(A)(1), (2) OR (3), OR SECTION 4940(D)(2), BOTH OF WHICH GRANTS FURTHERED THE FOUNDATION'S CHARITABLE PURPOSES. IF THE FOUNDATION HAD BEEN A PRIVATE FOUNDATION AT THAT TIME, IT WOULD HAVE BEEN REQUIRED TO EXERCISE EXPENDITURE RESPONSIBILITY IN ORDER FOR THOSE GRANTS TO BE CONSIDERED QUALIFYING DISTRIBUTIONS AND NOT TAXABLE EXPENDITURES. HOWEVER, AS THE GRANTS WERE MADE AT A TIME WHEN THE FOUNDATION WAS CLASSIFIED AS A PUBLIC CHARITY, NO EXPENDITURE RESPONSIBILITY WAS REQUIRED AND NONE WAS EXERCISED.

**2008 FORM 990-PF – PART XIV
PRIVATE OPERATING FOUNDATION TEST:**

AFTER DISCUSSION WITH THE IRS AGENT WHO REVIEWED THE FOUNDATION'S REQUEST FOR RECLASSIFICATION AS A PRIVATE OPERATING FOUNDATION, ONLY 2008 FIGURES ARE REPORTED HERE SINCE THE FOUNDATION EXPECTS TO BE NEWLY RECLASSIFIED.

2008 FORM 990-PF, PART XVI-B:

THE AMOUNT REPORTED ON LINE 11 IS INCOME RECEIVED FROM ONE OF THE FOUNDATION'S PROGRAM-RELATED ACTIVITIES, RESTORING AND OPERATING A FORMERLY ABANDONED HISTORIC HOTEL IN EASTON, PA. THE FOUNDATION'S RESTORATION AND ADAPTIVE USE OF THE FORMERLY ABANDONED BUILDING IS CONTRIBUTING TO THE URBAN REVITALIZATION OF THE CITY OF EASTON, BUILDING COMMUNITY AND ATTRACTING COMMERCE, WHICH IN TURN PROMOTES SUSTAINABILITY IN THE WAY THE PEOPLE OF THE LEHIGH VALLEY USE URBAN RESOURCES AND ENCOURAGES PRESERVATION OF THE SURROUNDING COUNTRYSIDE. (NOTE: THE COST OF THE RENOVATION AND OPERATION OF THE PROPERTY FAR EXCEEDS THE REVENUES RECEIVED.)