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Form **990-PF**

MAY 14 2010

Return of Private Foundation

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

OMB No. 1545-0052

2009

Department of the Treasury
Internal Revenue Service (77)

POSTMARK DATE

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation New Earth Foundation, Inc.		A Employer identification number 86-0865717
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 839-1754
	c/o Foundation Source, 501 Silverside Road		
	City or town, state, and ZIP code Wilmington DE 19809-1377		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 456,648			D 1. Foreign organizations, check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	53	53		
4 Dividends and interest from securities	19,613	19,613		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-64,675			
b Gross sales price for all assets on line 6a 350,099				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	289	53		
12 Total. Add lines 1 through 11	-44,720	19,719		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	25,828			25,828
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	30,799			30,799
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	5,829	5,829		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	58	58		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	61			61
21 Travel, conferences, and meetings	367			367
22 Printing and publications	40			40
23 Other expenses (attach schedule)	15,187	1,375		13,812
24 Total operating and administrative expenses. Add lines 13 through 23	78,169	7,262		70,907
25 Contributions, gifts, grants paid	52,600			52,600
26 Total expenses and disbursements. Add lines 24 and 25	130,769	7,262		123,507
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-175,489			
b Net investment income (if negative, enter -0-)		12,457		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA) **FRESNO, CA**

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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			
	2 Savings and temporary cash investments	19,218	7,687	7,687
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,400		
	10 a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	676,683	440,593	438,507
	c Investments—corporate bonds (attach schedule)		9,500	10,454
	11 Investments—land, buildings, and equipment, basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	50,568	113,200		
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	747,869	570,980	456,648	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	747,869	570,980	
	30 Total net assets or fund balances (see page 17 of the instructions)	747,869	570,980	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	747,869	570,980	

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	747,869
2 Enter amount from Part I, line 27a	2	-175,489
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	572,380
5 Decreases not included in line 2 (itemize) ▶ <u>Prior Period Adjustment</u>	5	1,400
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	570,980

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 Publicly-traded Securities		P	Various	Various
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 350,099		414,774	-64,675	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-64,675	
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		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	88,031	725,475	0.121343
2007	6,438	1,916,597	0.003359
2006	8,638	2,016,964	0.004283
2005	119,599	2,079,470	0.057514
2004	178,868	2,608,132	0.068581
2 Total of line 1, column (d)			2 0.255080
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 0.051016
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 458,400
5 Multiply line 4 by line 3			5 23,386
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 125
7 Add lines 5 and 6			7 23,511
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.			8 123,507

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	125
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	125
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	125
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	250	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	250	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	125	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 125 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) AZ, CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ c/o Foundation Source	Telephone no. ▶ (800) 839-1754		
	Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE	ZIP+4 ▶ 19809-1377		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	X
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 2009? <input type="checkbox"/>	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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) <input type="checkbox"/>	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. ▶ 20____, 20____, 20____, 20____		
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 2009 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 2009) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT		25,828		

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

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

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

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 ▶

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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	449,898
b	Average of monthly cash balances	1b	15,483
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	465,381
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	
3	Subtract line 2 from line 1d	3	465,381
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	6,981
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	458,400
6	Minimum investment return. Enter 5% of line 5	6	22,920

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	22,920
2a	Tax on investment income for 2009 from Part VI, line 5	2a	125
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	125
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,795
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	22,795
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	22,795

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	123,507
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	123,507
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	125
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,382

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				22,795
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	26,897			
f Total of lines 3a through e	26,897			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 123,507				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				22,795
e Remaining amount distributed out of corpus	100,712			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	127,609			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	127,609			
10 Analysis of line 9:				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	26,897			
e Excess from 2009	100,712			

Form **990-PF** (2009)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT				
Total			▶ 3a	52,600
b Approved for future payment NONE				
Total			▶ 3b	

New Earth Foundation, Inc.
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Form 990-PF, Part I, Line 11 – Other Income

Asset Description	Line 11 - Column (a) Revenue and Expenses Per Books	Line 11 - Column (b) Net Investment Income
FEDERAL TAX REFUND	\$236	\$0
FOREIGN TAX REFUND	\$53	\$53
TOTAL OTHER INCOME	\$289	\$53

New Earth Foundation, Inc.

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Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 16a – Legal Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
GENERAL GOVERNANCE MATTERS AND COUNSELING	\$30,799	\$0	-	\$30,799
TOTAL:	\$30,799	\$0	-	\$30,799

New Earth Foundation, Inc.
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Form 990-PF, Part I, Line 16c – Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	\$5,829	\$5,829	-	\$0
TOTAL:	\$5,829	\$5,829	-	\$0

New Earth Foundation, Inc.
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Form 990-PF, Part I, Line 18 – Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
FOREIGN TAX PAID	\$58	\$58	-	\$0
TOTAL:	\$58	\$58	-	\$0

New Earth Foundation, Inc.
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Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	\$11,376	\$0	-	\$11,376
BANK CHARGE	\$1,375	\$1,375	-	\$0
INDEMNIFICATION INSURANCE PREMIUM PAYMENTS	\$1,506	\$0	-	\$1,506
MISCELLANEOUS OFFICE SUPPLIES	\$187	\$0	-	\$187
STATE OR LOCAL FILING FEES	\$503	\$0	-	\$503
WEB SITE COSTS	\$240	\$0	-	\$240
TOTAL:	\$15,187	\$1,375	-	\$13,812

New Earth Foundation, Inc.

EIN: 86-0865717

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
105	AGILENT TECHNOLOGIES INC (A)	\$2,397.64	\$3,262.35
15	APPLE INC. (AAPL)	\$1,566.25	\$3,160.98
160	AMERISOURCEBERGEN CORP (ABC)	\$3,524.13	\$4,171.20
135	ASSOCIATED ESTATES REALTY CORP. PRFD 'B' (AEC-PB)	\$2,619.00	\$3,307.50
30	APACHE CORPORATION (APA)	\$2,655.00	\$3,095.10
195	AIRCASLE LTD CMN ST (AYR)	\$941.67	\$1,920.75
172	BANK OF AMERICA CORP (BAC)	\$695.65	\$2,590.32
65	BAXTER INTERNATIONAL INC. (BAX)	\$3,042.17	\$3,814.20
130	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	\$1,433.90	\$2,843.10
45	CHUBB CORP (CB)	\$1,794.85	\$2,213.10
2895	CALVERT SOCIAL INVEST BD PORTF CL I (CBDIX)	\$45,769.64	\$43,852.61
110	CHESAPEAKE ENERGY CORPORATION (CHK)	\$3,343.25	\$2,846.80
50	CLOXOX CO (CLX)	\$2,650.82	\$3,050.00
60	CITRIX SYSTEMS INC (CTXS)	\$1,432.16	\$2,496.60
145	DEAN FOODS CO (DF)	\$2,881.13	\$2,615.80
200	DELPHI FIN GRP 7.376 (DFP)	\$2,968.50	\$3,560.00
120	WALT DISNEY HOLDINGS CO. (DIS)	\$3,248.00	\$3,870.00
4785	DEEP DOWN INC (DPDW)	\$3,350.46	\$622.05
555	ISHARES KLD 400 SOCIAL INDEX FUND (DSI)	\$23,965.22	\$23,704.05
50	DEVON ENERGY CORPORATION (DVN)	\$3,023.06	\$3,675.00
55	HCC INS HLDGS INC. (HCC)	\$1,436.24	\$1,538.35
95	HEWLETT PACKARD CO (HPQ)	\$3,680.93	\$4,893.45
140	HILLTOP HOLDINGS (HTH)	\$1,453.03	\$1,629.60
230	HILLTOP HLDGS PFD A (HTH-PA)	\$4,868.88	\$5,915.60
90	HURCO COMPANIES, INC. (HURC)	\$2,864.90	\$1,332.00
25	INTERNATIONAL BUSINESS MACHINES (IBM)	\$2,559.09	\$3,272.50
26	INVERNESS MEDICAL INNOVATIONS, INC PRFD 'B' (IMA-PB)	\$3,357.51	\$6,981.78
70	JOHNSON & JOHNSON (JNJ)	\$4,385.89	\$4,508.70

New Earth Foundation, Inc.

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Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
85	KIMCO REALTY CORP PFD SER G - 7.750% - PERPETUAL (KIM-PG)	\$1,072.28	\$2,086.75
485	ISHARES FTSE KLD SELECT SOCIAL INDEX FD. (KLD)	\$23,095.06	\$23,765.00
160	LASALLE HOTEL PROPERTIES PRFD 'E' (LHO-PE)	\$2,247.37	\$3,690.40
250	MASCO CORP (MAS)	\$6,079.88	\$3,452.50
45	MCDONALD'S CORP (MCD)	\$2,531.90	\$2,809.80
80	MAGNUM HUNTER RESOURCES 10.25% (MHR-C)	\$2,000.00	\$2,040.00
250	NAVARRE CORPORATION (NAVR)	\$1,288.03	\$530.00
185	NET SERVICOS DE COMUNICACAO S.A. - ADR (NETC)	\$1,987.73	\$2,503.05
490	NGAS RESOURCES, INC (NGAS)	\$2,407.52	\$833.00
40	NIKE INC-CL B (NKE)	\$2,650.29	\$2,642.80
230	ANNALY MTG MGMT INC. COM (NLY)	\$3,981.66	\$3,990.50
405	NAM TAI ELECTRONICS, INC (NTE)	\$6,320.42	\$2,118.15
6869	PIMCO FUNDS LOW DURATION FUND III (PLDIX)	\$66,450.31	\$65,940.37
100	PALL CP (PLL)	\$2,888.53	\$3,620.00
922	PIMCO DEVELOPING LOCAL MKRKT FD INSTI CL (PLMIX)	\$8,177.42	\$9,240.35
325	PACIFIC PREMIER BANCORP INC (PPI)	\$1,056.25	\$1,097.36
1673	PARNASSUS INCOME TRUST FIXED INCOME FUND (PRFIX)	\$28,600.00	\$27,997.90
3446	PIMCO FUNDS TOTAL RETURN FUND III INSTITUTIONAL (PTSAX)	\$32,896.29	\$32,913.62
2012	PAX WORLD HIGH YIELD BOND-IN (PXHIX)	\$14,665.95	\$15,490.84
3557	PAX WORLD INTERNATIONAL FD INSTI CL (PXNIX)	\$30,415.00	\$30,343.85
125	RIMAGE CORPORATION (RIMG)	\$3,014.04	\$2,167.50
3930	SEA PRODUCTION (SEAPF.PK)	\$10,654.77	\$1,340.21
175	SYNOPSYS, INC. (SNPS)	\$4,515.05	\$3,899.00
80	STATE STREET CORPORATION (STT)	\$6,251.82	\$3,483.20
2163	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	\$20,422.99	\$21,433.45
75	THERMO FISHER SCIENTIFIC INC (TMO)	\$3,171.95	\$3,576.75
1198	T. ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND (TREBX)	\$11,280.85	\$11,073.61
100	UNITED STATES CELLUL (UZV)	\$1,518.32	\$2,499.00
130	WHITNEY HOLDING CORPORATION (WTNY)	\$1,044.13	\$1,184.30
	TOTAL	\$440,593	\$438,507

TOTAL

New Earth Foundation, Inc.
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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
9500	DEUTSCHE BANK EMERALD NOTE 12/3/2010 (DBEMERALD)	\$9,500 00	\$10,453 80
TOTAL:		\$9,500	\$10,454

New Earth Foundation, Inc.

EIN: 86-0865717

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 13 - Investments - Other

Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
FIX N FLEX LLC (FIXNFLEX)	\$113,200	\$0
TOTAL INVESTMENTS - OTHER	\$113,200	\$0

New Earth Foundation, Inc.
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Taxable Year Ending December 31, 2009

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2009

Pursuant to IRC Regulation 53.4945-5(d)(2), New Earth Foundation, Inc. provides the following information for one grant:

- | | | |
|-------------|--|--|
| (i) | Grantee | World Survival Foundation Inc.
P.O. Box 2488
Sedona, AZ 86339 |
| (ii) | Date &
Amount of
Grant | December 12, 2008 \$7,500

The above grant constitutes the first installment of a two part grant in the amount of \$7,500 per year. |
| (iii) | Purpose of
Grant | To fund the World Survival Foundation Inc.'s global warming awareness project, GENISES. |
| (iv) & (vi) | Reports of
Amounts
Expended | World Survival Foundation Inc. submitted a report dated May 31, 2009 indicating that it had not expended any of the December 2008 grant funds as of the end of its fiscal year ending December 31, 2008. World Survival Foundation Inc. is expected to submit a final report in 2010 regarding its expenditure of the December 2008 grant. |
| (v) | Diversions | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) | Verification | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. |
-

New Earth Foundation, Inc.

EIN: 86-0865717

Taxable Year Ending December 31, 2009

Form 990-PF, Part VIII, Line 1 - List all foundation officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David Belkiss c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	19 5 CEO / President / Vice President * / Director hour(s) per week	\$22,823	\$0.00	\$0.00
John B. Loveland c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	2 Chairman / President * / Director / Treasurer hour(s) per week	\$2,310	\$0.00	\$0.00
Debra May c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	2 Vice President / Director / Secretary hour(s) per week	\$695	\$0.00	\$0.00
Shirley Love c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	• Vice President / Director hour(s) per week	\$0.00	\$0.00	\$0.00

* Removed from Position on 2/11/09

New Earth Foundation, Inc.
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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
CHESTER NEWTON CHARTER AND MONTESSORI SCHOOL 30 E HIGHWAY 260, CAMP VERDE, AZ 86322	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$15,000.00
CORNUCOPIA COMMUNITY ADVOCATES 95 SPOTTED FAWN CT, SEDONA, AZ 86351	N/A	509(a)(1)	VERDE FOOD COUNCIL	\$7,600.00
NEW MOMENTUM INC PO BOX 807, IDYLLWILD, CA 92549	N/A	509(a)(1)	"CITY OF THE DAWN: REALIZING HUMAN UNITY IN AUROVILLE" PROJECT	\$7,500.00
SEVEN PILLARS PO BOX 82, NEW LEBANON, NY 12125	N/A	509(a)(1)	GUIDING VOICES SUPPORT AND PROGRAM DEVELOPMENT	\$7,500.00
SUNNYSIDE CHARTER MONTESSORI SCHOOL PO BOX 2166, CAMP VERDE, AZ 86322	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$15,000.00
				TOTAL: \$52,600