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Form **990-PF**Department of the Treasury
Internal Revenue Service**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

OMB No 1545-0052

2010

For calendar year 2010, 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

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	123	
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,667,983		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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	15	15		
	4 Dividends and interest from securities	19,900	19,900		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-114,779			
	b Gross sales price for all assets on line 6a	302,332			
	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)	1,301,370	1,370			
12 Total. Add lines 1 through 11	1,206,506	21,285			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,020			30,020
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	87,694			87,694
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	3,869	3,869		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	6	6		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,494			1,494
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,171	1,353		11,818
	24 Total operating and administrative expenses. Add lines 13 through 23	136,254	5,228		131,026
	25 Contributions, gifts, grants paid	16,500			16,500
26 Total expenses and disbursements. Add lines 24 and 25	152,754	5,228		147,526	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,053,752				
b Net investment income (if negative, enter -0-)		16,057			
c Adjusted net income (if negative, enter -0-)					

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

(HTA)

Form **990-PF** (2010)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	7,687	109,865	109,865
	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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	440,593	1,489,027	1,530,234
	c Investments—corporate bonds (attach schedule)	9,500	25,840	27,884
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	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)	570,980	1,624,732	1,667,983
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	570,980	1,624,732	
	30 Total net assets or fund balances (see page 17 of the instructions)	570,980	1,624,732	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	570,980	1,624,732	

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	570,980
2 Enter amount from Part I, line 27a	2	1,053,752
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,624,732
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	1,624,732

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			
b FIXNFLEX - FIX N FLEX LLC	P	4/3/2007	12/31/2010
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 302,332		303,911	-1,579
b		113,200	-113,200
c			
d			
e			

(i) FMV 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			-1,579
b			-113,200
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	-114,779
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.

(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))
2009	123,382	458,400	0.269158
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

2 Total of line 1, column (d)	2	0.455657
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	0.091131
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	481,398
5 Multiply line 4 by line 3	5	43,870
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	161
7 Add lines 5 and 6	7	44,031
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	147,526

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	161	
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	161	
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	161	
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	125	
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	125	
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	36	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?		X
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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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 <input type="checkbox"/> _____				
14	The books are in care of <input type="checkbox"/> c/o Foundation Source Telephone no <input type="checkbox"/> (800) 839-1754			
	Located at <input type="checkbox"/> 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 <input type="checkbox"/> 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/> 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 22 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 <input type="checkbox"/> 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 2010 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 2010) <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?	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 2010?	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)?

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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?**5b** ☐ ☐ ☒
6b ☐ ☐ ☒
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				

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
Fennemore Craig, P C 3003 North Central Avenue Ste 2600, Phoenix, AZ 85012	Legal Services	66,625
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	
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	
2	
3 All other program-related investments. See page 24 of the instructions	
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	480,862
b	Average of monthly cash balances	1b	7,867
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	488,729
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	488,729
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	7,331
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	481,398
6	Minimum investment return. Enter 5% of line 5	6	24,070

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	24,070
2a	Tax on investment income for 2010 from Part VI, line 5	2a	161
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	161
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,909
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	23,909
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	23,909

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	147,526
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	147,526
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	161
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,365

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				23,909
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	26,897			
e From 2009	100,712			
f Total of lines 3a through e	127,609			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 147,526				
a Applied to 2009, 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 2010 distributable amount				23,909
e Remaining amount distributed out of corpus	123,617			
5 Excess distributions carryover applied to 2010 (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	251,226			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	251,226			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	26,897			
d Excess from 2009	100,712			
e Excess from 2010	123,617			

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>				
PERFORMING ARTS CENTER OF NORTHERN AZ PO BOX 2902 CAMP VERDE AZ 86322	N/A	509(a)(1)	General & Unrestricted	4,000
SANTA BARBARA CTR FOR PERFORMING ARTS 1214 STATE ST SANTA BARBARA CA 93101	N/A	509(a)(1)	The Way of Story workshop, led by Catherine Ann Jones	5,000
WORLD SURVIVAL FOUNDATION INC PO BOX 2488 SEDONA AZ 86339	N/A	PF	Going ECarbon Neutral Installs Solar Energy in Schools (GENISES)	7,500
Total			▶ 3a	16,500
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	15	
4	Dividends and interest from securities			14	19,900	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-114,779	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>Litigation Settlement</u>			14	1,301,370	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		1,206,506	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,206,506

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:		1,301,370	1,370
		(a) Revenue per Books	(b) Net Investment Income
1	Litigation Settlement	1,301,370	1,370
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

TOTAL:		87,694	0	0	0	87,694
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	General governance matters and counseling	87,694	0		87,694	
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		3,869	3,869	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	3,869	3,869		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					6	6	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Foreign Tax Paid	6	6					0
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					13,171	1,353	0	11,818
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	10,101	0	0	10,101			
2	Bank Charge	1,353	1,353		0			
3	Indemnification insurance premium payments	753	0		753			
4	Miscellaneous office supplies	401	0		401			
5	Postage fees	43	0		43			
6	State or local filing fees	300	0		300			
7	Web Site Costs	220	0		220			
8								
9								
10								

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,489,027	1,530,234
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
1	AGILENT TECHNOLOGIES INC (A)	205	6,881	8,493	
2	AIRCASLE LTD CMN ST (AYR)	895	8,509	9,353	
3	ALERE INC (ALR PB)	76	16,487	18,957	
4	AMERISOURCEBERGEN CORP (ABC)	315	9,369	10,748	
5	APACHE CORPORATION (APA)	100	10,616	11,923	
6	APPLE INC. (AAPL)	30	7,336	9,677	
7	ASSURED GUARANTY LTD (AGO)	390	7,237	6,903	
8	ATHEROS COMMUNICATIONS, INC (ATHR)	145	4,770	5,208	
9	AXIS CAPITAL HOLDINGS LTD, 7 50% SERIES B NON-CUMU (05461T206)	20	1,725	1,833	
10	BANK OF AMERICA CORP (BAC)	1,197	13,220	15,968	
11	BAXTER INTERNATIONAL INC (BAX)	215	10,580	10,883	
12	CALVERT SOCIAL INVEST BD PORTF CL I (CBDIX)	5,300	82,238	82,355	
13	CISCO SYSTEMS INC (CSCO)	650	12,751	13,150	
14	CLOROX CO (CLX)	170	10,314	10,758	
15	DEAN FOODS CO (DF)	735	6,724	6,497	
16	DEVON ENERGY CORPORATION (DVN)	140	9,885	10,991	
17	EATON VANCE EMERGING MARKETS (EEIIX)	3,941	41,289	41,578	
18	FORUM FDSMERK HARD CURRENCY FD INSTL SHS (MHCIX)	2,733	32,586	33,505	
19	GRAN TERRA ENERGY INC (GTE)	525	4,122	4,226	
20	HCC INS HLDGS INC (HCC)	265	7,423	7,669	
21	HEWLETT PACKARD CO (HPQ)	190	7,949	7,999	
22	HILLTOP HOLDINGS (HTH)	925	9,352	9,176	
23	HOPFED BANCORP INC (HFBC)	462	4,175	4,176	
24	HURCO COMPANIES, INC (HURC)	260	5,661	6,149	
25	INTERNATIONAL BUSINESS MACHINES (IBM)	115	15,640	16,877	
26	ISHARES MSCI KLD 400 SOCIAL INDEX FUND (DSI)	2,165	98,009	101,560	
27	ISHARES MSCI USA ESG SELECT SOCIAL INDEX FD. (KLD)	2,035	110,014	111,742	
28	JOHNSON & JOHNSON (JNJ)	115	7,185	7,113	
29	LASALLE HOTEL PROPERTIES PRFD 'E' (LHO-PE)	120	1,753	3,001	
30	MASCO CORP (MAS)	475	7,238	6,014	
31	MCDONALD'S CORP (MCD)	95	6,869	7,292	
32	MEDTRONIC INC (MDT)	295	10,130	10,942	
33	NIKE INC-CL B (NKE)	100	8,312	8,542	
34	PACIFIC PREMIER BANCORP INC (PPBI)	420	1,863	2,722	
35	PALL CP (PLL)	170	7,381	8,429	
36	PARNASSUS INCOME TRUST FIXED INCOME FUND (PRFIX)	4,023	68,569	67,990	
37	PAX WORLD HIGH YIELD BOND-IN (PXHIX)	6,161	47,634	47,563	
38	PAX WORLD INTERNATIONAL FD INSTI CL (PXNIX)	20,533	182,645	187,260	
39	PERFORMANCE TRUST TOTAL RETURN (PTIAX)	1,659	34,121	34,388	
40	PHOSPHATE HOLDINGS INC (PHOS.PK)	700	7,015	7,693	
41	PIMCO DEVELOPING LOCAL MRKTS FD INSTI CL (PLMIX)	3,136	31,418	33,236	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		1,489,027		1,530,234	
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value			
42	PIMCO FUNDS LOW DURATION FUND III (PLDIX)	18,907	184,198	186,045			
43	PIMCO FUNDS TOTAL RETURN FUND III INSTITUTIONAL (PTSAX)	10,814	102,835	103,487			
44	QUALCOMM INC (QCOM)	170	7,885	8,413			
45	RIMAGE CORPORATION (RIMG)	425	7,483	6,337			
46	RIVERVIEW BANCORP INC (RVSB)	1,420	3,178	3,862			
47	SANDRIDGE ENERGY INC (SD)	1,410	8,494	10,321			
48	STATE STREET CORPORATION (STT)	225	11,202	10,427			
49	SYNOPSYS, INC. (SNPS)	360	9,540	9,688			
50	T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND (TREBX)	2,093	20,297	20,068			
51	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	6,724	67,441	66,704			
52	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS (TGBAX)	2,526	34,198	34,253			
53	TEXAS CAPITAL BANCSHARES, INC (TCBI)	305	5,882	6,509			
54	THERMO FISHER SCIENTIFIC INC (TMO)	140	6,832	7,750			
55	TRANSATLANTIC PETROLEUM LTD. (TAT)	1,205	3,676	4,013			
56	UNITED STATES STEEL CORP (X)	90	4,572	5,258			
57	VEECO INSTRUMENTS INC (VECO)	245	10,305	10,525			
58	VERIZON COMMUNICATIONS (VZ)	340	10,986	12,165			
59	VIRGIN MEDIA INC. (VMED)	220	5,634	5,993			
60	WALT DISNEY HOLDINGS CO. (DIS)	210	7,394	7,877			

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:		25,840	27,884
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
1	BARCLAYS BK PLC SUPR TRACK LKD 0 0% 03/03/2011 (06740JSV3)	10,630	10,630	12,515	
2	DEUTSCHE BK AG GLBL MTN BK 01/13/2012 (2515A1BW0)	15,180	15,210	15,369	
3					
4					
5					
6					
7					
8					
9					
10					

New Earth Foundation, Inc.
EIN: 86-0865717
Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

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

- | | | |
|-------------|--|---|
| (i) | Grantee | World Survival Foundation
P.O. Box 2488
Sedona, AZ 86339 |
| (ii) | Date &
Amount of
Grants | December 12, 2008 \$7,500
March 8, 2010 \$7,500

The above grants constitute both installments 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, GENISIS |
| (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. A report dated July 9, 2010 was submitted indicating that they had expended all of the December 2008 grant funds as of the end of its fiscal year ending December 31, 2009. World Survival Foundation, Inc. is expected to submit a report in 2011 regarding its expenditure of the March 2010 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. |
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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
								30,020	0	0
1	David Belskis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	CEO / President / Director	22	26,620	0	0
2	John B Loveland	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Chairman / Director / Treasurer	2	1,700	0	0
3	Debra May	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director / Secretary	4	1,700	0	0
4										
5										
6										
7										
8										
9										
10										