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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
NURTURE NATURE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
315 SEVENTH AVENUE 22B

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

A Employer identification number
13-3637915

B Telephone number (see 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

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

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) **\$ 28,382,764.**

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 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)	12,174.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45,091.	45,091.	45,091.	ATCH 1
	4 Dividends and interest from securities	82,418.	82,418.	82,418.	ATCH 2
	5a Gross rents	892,996.	892,996.	892,996.	
	b Net rental income or (loss) 159,762.				
	6a Net gain or (loss) from sale of assets not on line 10	33,156.			
	b Gross sales price for all assets on line 6a 2,916,172.				
	7 Capital gain net income (from Part IV, line 2)		624,863.		
	8 Net short-term capital gain			11,481.	
	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)	1,230,127.	46,750.	1,230,127.	ATCH 3	
12 Total. Add lines 1 through 11	2,295,962.	1,692,118.	2,262,113.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages	583,468.		308,112.	277,885.
	15 Pension plans, employee benefits	115,937.		46,172.	73,281.
	16a Legal fees (attach schedule) ATCH 4	358,982.	39,922.	39,922.	355,381.
	b Accounting fees (attach schedule) ATCH 5	144,367.	10,000.	10,000.	131,368.
	c Other professional fees (attach schedule) . *	386,336.	15,509.	36,147.	290,352.
	17 Interest . ATTACHMENT 7	4,584.		3,908.	794.
	18 Taxes (attach schedule) (see instructions) * *	438,808.	370,957.	403,844.	46,473.
	19 Depreciation (attach schedule) and depletion	212,153.	19,262.	144,563.	
	20 Occupancy				
	21 Travel, conferences, and meetings	10,502.	930.	1,161.	9,341.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	1,266,462.	303,404.	948,773.	323,317.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,521,599.	759,984.	1,942,602.	1,508,192.
	25 Contributions, gifts, grants paid	2,500.			2,500.
26 Total expenses and disbursements Add lines 24 and 25	3,524,099.	759,984.	1,942,602.	1,510,692.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,228,137.				
b Net investment income (if negative, enter -0-)		932,134.			
c Adjusted net income (if negative, enter -0-)			319,511.		

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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		1,120,450.	955,329.	955,329.
	2	Savings and temporary cash investments		19,692.	23,707.	23,707.
	3	Accounts receivable ▶ 341,788.				
		Less allowance for doubtful accounts ▶ 18,727.		120,245.	323,061.	323,061.
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *			* 825,683.	
		Less allowance for doubtful accounts ▶ 135,000.		757,955.	690,683.	690,683.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		237,131.	218,867.	218,867.
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 10		1,785,853.	1,212,565.	1,212,565.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 17,234,012.				ATCH 11
	Less accumulated depreciation (attach schedule) ▶		6,547,216.	17,234,012.	17,234,012.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 6,801,283.				ATCH 12	
	Less accumulated depreciation (attach schedule) ▶ 379,735.		17,436,649.	6,421,548.	6,421,548.	
15	Other assets (describe ▶ ATCH 13)		1,435,485.	1,302,992.	1,302,992.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		29,460,676.	28,382,764.	28,382,764.	
Liabilities	17	Accounts payable and accrued expenses		112,470.	136,157.	
	18	Grants payable				
	19	Deferred revenue		9,479.	10,745.	
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)		1,598,890.	1,598,960.	
	22	Other liabilities (describe ▶ ATCH 14)		27,802.	249,558.	
23	Total liabilities (add lines 17 through 22)		1,748,641.	1,995,420.		
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		27,712,035.	26,387,344.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		27,712,035.	26,387,344.		
31	Total liabilities and net assets/fund balances (see instructions)		29,460,676.	28,382,764.		

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 27,712,035.
2	Enter amount from Part I, line 27a	2 -1,228,137.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 15	3 409,357.
4	Add lines 1, 2, and 3	4 26,893,255.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 16	5 505,911.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 26,387,344.

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			(i) 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) } If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7				2	624,863.	
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 instructions) If (loss), enter -0- in Part I, line 8 }				3	11,481.	

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 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))
2010	2,745,021.	23,327,713.	0.117672
2009	3,616,096.	25,274,435.	0.143073
2008	3,971,355.	38,114,363.	0.104196
2007			
2006			

2 Total of line 1, column (d)	2	0.364941
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	0.121647
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,833,856.
5 Multiply line 4 by line 3	5	2,656,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,321.
7 Add lines 5 and 6	7	2,665,344.
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	8	1,925,115.

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

1a	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 type="checkbox"/> and enter 1% of Part I, line 27b	1	18,643.
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	
3	Add lines 1 and 2	3	18,643.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	18,643.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,127.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	27,127.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,484.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 8,484. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JANE STANLEY Telephone no 646-454-9057
Located at 315 SEVENTH AVENUE #22B NEW YORK, NY ZIP + 4 10001
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 instructions)?
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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?
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?
b If "Yes," did it have excess business holdings in 2011 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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 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 instructions)? Yes No
 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
 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

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 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
ATTACHMENT 17		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
ATTACHMENT 18		141,991.	16,300.	0

Total number of other employees paid over \$50,000 0

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 19		795,399.
Total number of others receiving over \$50,000 for professional services		1

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 TO HELP URBAN REVITALIZATION, PRESERVATION OF LAND RESOURCES & ENVIRONMENTAL CONSERVATION IN EASTERN PA THROUGH ADAPTIVE REUSE OF FORMERLY ABANDONED, HISTORIC BLDG IN EASTON.	184,883.
2 TO EDUCATE THE PUBLIC THROUGH VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REG. FLOODING & OTHER ENVIRONMENTAL CONCERNS RELATED TO SUSTAINABLE DEVP.	346,011.
3 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.	281,081.
4 EXCISE TAX PAID BY PRIVATE OPERATING FOUNDATION	16,500.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 CAPITAL ADDITIONS TO FORMERLY ABANDONED HISTORIC BUILDING IN EASTON, PA TO HELP URBAN REVITALIZATIONS, PRESERVATION OF ENVIRONMENTAL CONSERVATION IN EASTERN PA.	263,381.
2 CAPITAL ADDITIONS TO A BUILDING WHOSE PURPOSE IS TO HOUSE VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REGARDING FLOODING & OTHER ENV. CONCERNS.	151,042.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	414,423.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,499,209.
b	Average of monthly cash balances	1b	1,059,589.
c	Fair market value of all other assets (see instructions)	1c	19,607,553.
d	Total (add lines 1a, b, and c)	1d	22,166,351.
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	22,166,351.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	332,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,833,856.
6	Minimum investment return. Enter 5% of line 5	6	1,091,693.

Part XI Distributable Amount (see 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 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (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 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 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	1,510,692.
b	Program-related investments - total from Part IX-B	1b	414,423.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,925,115.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,925,115.

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 instructions) NOT APPLICABLE

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	319,511.	160,144.	214,527.	397,169.	1,091,351.
b 85% of line 2a	271,584.	136,122.	182,348.	337,594.	927,648.
c Qualifying distributions from Part XII, line 4 for each year listed	1,925,115.	2,745,021.	3,618,241.	3,971,355.	12,259,732.
d Amounts included in line 2c not used directly for active conduct of exempt activities	682,217.	1,237,234.	1,679,803.	1,574,531.	5,173,785.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,242,898.	1,507,787.	1,938,438.	2,396,824.	7,085,947.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	28,382,764.	40,375,460.	42,470,401.	45,799,049.	157,027,674.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	727,795.	777,591.	842,481.	1,270,479.	3,618,346.
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 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))

N/A

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 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

ATTACHMENT 20

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 21</p>				
Total ▶ 3a				2,500.
<p><i>b Approved for future payment</i></p>				
Total ▶ 3b				NONE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: December 11, 2012 Title: President

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

Paid Preparer Use Only Print/Type preparer's name: MARIE ARRIGO Preparer's signature: [Signature] Date: 12/10/2012 Check if self-employed: [X] PTIN: P00058583 Firm's name: EISNERAMPER LLP Firm's address: 750 THIRD AVENUE NEW YORK, NY 10017-2703 Firm's EIN: 13-1639826 Phone no: 212-891-4232

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

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

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does 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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NATIONAL OCEANIC & ATMOSPHERIC ADMIN. 1401 CONSTITUTION AVENUE NW, ROOM 5128 WASHINGTON, DC 20230	\$ 12,174.	Person <input checked="" 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)
		\$	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)

**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)	
243,600.		SALE OF ARTWORK PROPERTY TYPE: OTHER 78,000.				D	VARIOUS 165,600.	VARIOUS
1,534,996.		SALE OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 1,523,515.				P	VARIOUS 11,481.	VARIOUS
372,576.		SALE OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 355,501.				P	VARIOUS 17,075.	VARIOUS
765,000.		SALE OF CONDOMINIUM AT 315 SEVENTH AVE, PROPERTY TYPE: REAL ESTATE 334,293.				P	VARIOUS 430,707.	VARIOUS
TOTAL GAIN (LOSS)							<u>624,863.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
MORTGAGE INTEREST	43,476.	43,476.	43,476.
BANK INTEREST	145.	145.	145.
MONEY MARKET INTEREST	1,470.	1,470.	1,470.
TOTAL	<u>45,091.</u>	<u>45,091.</u>	<u>45,091.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS AND INTEREST FROM SECURITIES	82,418.	82,418.	82,418.
TOTAL	<u>82,418.</u>	<u>82,418.</u>	<u>82,418.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
PROGRAM SERVICE REVENUE - EASTON HOTEL:			
RENTAL INCOME	38,884.**		38,884.
HOTEL OPERATIONS	830,707.**		830,707.
CONDOMINIUM MANAGEMENT	223,519.**		223,519.
MISC HOTEL INCOME	89,506.**		89,506.
PROGRAM SERVICE REVENUE - SCIENCE CTR:			
ROOM RENTAL TO CHARITABLE ORGS	761.		761.
OTHER MISC. INCOME - KHEEL TOWERS	1,750.	1,750.	1,750.
OTHER MISC. INCOME	45,000.	45,000.	45,000.
	<u>1,230,127.</u>	<u>46,750.</u>	<u>1,230,127.</u>
TOTALS			

** THESE AMOUNTS REFLECT THE GROSS REVENUE FROM OPERATION OF THE EASTON HOTEL. THE COST OF OPERATING THE HOTEL FAR EXCEEDS THE REVENUE IT GENERATES. FOR 2011, EXPENSES OF OPERATING THE HOTEL WERE \$1,387,278, AND ARE LISTED ON LINES 13 THROUGH 24 BELOW.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOUNDATION LEGAL FEES	319,060.			355,381.
RENTAL PROPERTY LEGAL FEES	39,922.	39,922.	39,922.	
TOTALS	<u>358,982.</u>	<u>39,922.</u>	<u>39,922.</u>	<u>355,381.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING, AUDIT & TAX WORK	144,367.	10,000.	10,000.	131,368.
TOTALS	<u>144,367.</u>	<u>10,000.</u>	<u>10,000.</u>	<u>131,368.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FUNDRAISER	50,483.			
INVESTMENT MANAGEMENT FEES	15,000.	15,000.	15,000.	
GENERAL CONSULTING FEES	6,239.	509.	509.	7,952.
PROGRAM RELATED CONSULTING FEE	290,405.			281,081.
HOTEL CONSULTING FEES	24,209.		20,638.	1,319.
TOTALS	<u>386,336.</u>	<u>15,509.</u>	<u>36,147.</u>	<u>290,352.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MORTGAGE INTEREST EXPENSE	4,584.		3,908.	794.
TOTALS	<u>4,584.</u>		<u>3,908.</u>	<u>794.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
REAL ESTATE TAXES - OTHER INV	10,967.	10,967.	10,967.	
REAL ESTATE TAXES - KHEEL TWRS	359,990.	359,990.	359,990.	
REAL ESTATE TAXES - 140 NORTHAMPTON STREET	38,578.		32,887.	7,379.
REAL ESTATE TAXES - 516-22 NORTHAMPTON STREET	12,773.			22,594.
EXCISE TAXES	16,500.			16,500.
TOTALS	<u>438,808.</u>	<u>370,957.</u>	<u>403,844.</u>	<u>46,473.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONDOMINIUM COMMON CHARGES	381,310.	179,207.	351,494.	29,816.
ADVERTISING	1,898.		1,618.	280.
REPAIRS AND MAINTENANCE	207,199.	26,495.	126,491.	78,894.
UTILITIES AND SUPPLIES	206,629.	23,834.	154,619.	53,854.
OFFICE EXPENSES	144,713.	6,258.	61,302.	79,249.
BAD DEBT EXPENSE	3,496.		2,980.	
PROPERTY MANAGEMENT FEES	127,625.	63,788.	118,207.	9,418.
SCIENCE CENTER - OUTREACH	18,085.			19,341.
SCIENCE CENTER - EXHIBIT				3,984.
INSURANCE	90,003.	3,822.	60,540.	34,499.
HOTEL EXPENSES (GUEST EXPS)	83,899.		71,522.	12,377.
MISCELLANEOUS EXPENSES	1,605.			1,605.
TOTALS	<u>1,266,462.</u>	<u>303,404.</u>	<u>948,773.</u>	<u>323,317.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEUTSCHE BANK - SEE SCHEDULE	1,785,853.	1,212,565.	1,212,565.
TOTALS	<u>1,785,853.</u>	<u>1,212,565.</u>	<u>1,212,565.</u>

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2011

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security ID	Security Description	Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Governments											
40,000 00	UNITED STATES TREAS NTS DTD 05/31/09 3 25% 05/31/2016 CUSIP 912828KW9		3 62%		USD 111 379	110 961	44,551 56	44,384 40	114 29	1,300 00	1 33%
40,000 00	UNITED STATES TREAS NTS DTD 02/28/10 3 00% 02/28/2017 CUSIP 912828M56		3 63%		USD 110 746	110 594	44,298 44	44,237 60	405 49	1,200 00	0 90%
25,000 00	UNITED STATES TREAS NTS DTD 05/15/08 3 875% 05/15/2018 CUSIP 912828H26		2 38%		USD 107 055	116 641	26,763 67	29,160 25	125 09	968 75	2 04%
Total Governments								117,782.25	644 87	3,468.75	1.34%
Corporate											
50,000 00	BANK AMER CORP NT DTD 09/25/02 4 875% 09/15/2012 CUSIP 060505AR5 Baa1/A-		4 15%		USD 105 310	100 642	52,655 00	50,321 00	717 71	2,437 50	3 83%
50,000 00	PRUDENTIAL FINANCIAL INC MEDIUM TERM NTS DTD 09/15/09 3 625% 09/17/2012 CUSIP 744320BH7 Baa2/A		4 18%		USD 104 466	101 550	52,233 00	50,775 00	523 61	1,812 50	1 53%
50,000 00	DISNEY WALT COMPANY NT DTD 12/04/07 4 70% 12/01/2012 CUSIP 254687AV8 A2/A		4 24%		USD 106 281	103 772	53,140 50	51,886 00	195 83	2,350 00	1 25%
50,000 00	UNITED PARCEL SVC INC SR NT DTD 01/15/08 4 50% 01/15/2013 CUSIP 911312AG1 Aa3/AA-		4 32%		USD 106 568	104 118	53,284 00	52,059 00	1,037 50	2,250 00	0 44%
50,000 00	MORGAN STANLEY NT DTD 02/26/03 5 30% 03/01/2013 CUSIP 617446HR3 A2/A-		4 19%		USD 108 262	101 224	54,131 00	50,612 00	883 33	2,650 00	4 21%
50,000 00	AMERICAN EXPRESS CO NT DTD 07/24/03 4 875% 07/15/2013 CUSIP 025816AQ2 A3/BBB+		4 35%		USD 108 720	104 573	54,360 00	52,286 50	1,123 96	2,437 50	1 92%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2011

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security Description Security ID Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Corporate									
65,000 00	HOUSEHOLD FIN CORP NT DTD 07/21/03 4 75% 07/15/2013 CUSIP 441812KD5 A3/A	5 52%	USD 106 451	102 114	69,193 15	66,374 10	1,423 68	3,087 50	3 50%
50,000 00	NOVARTIS CAP CORP NT DTD 02/10/09 4 125% 02/10/2014 CUSIP 66989HAA6 Aa2/AA-	4 42%	USD 107 601	106 992	53,800 50	53,496 00	807 81	2,062 50	0 89%
50,000 00	SHELL INTL FIN NT DTD 03/23/09 4 00% 03/21/2014 CUSIP 822582AF9 Aa1/AA	4 42%	USD 109 480	107 484	54,740 00	53,742 00	555 56	2,000 00	0 78%
50,000 00	J P MORGAN CHASE & CO SR NT DTD 05/18/09 4 65% 06/01/2014 CUSIP 46625HHN3 Aa3/A	4 31%	USD 109 957	105 589	54,978 50	52,794 50	193 75	2,325 00	2 37%
50,000 00	MICROSOFT CORP SR NT DTD 05/18/09 2 95% 06/01/2014 CUSIP 594918AB0 Aaa/AAA	4 33%	USD 105 317	106 227	52,658 50	53,113 50	122 92	1,475 00	0 48%
50,000 00	CONOCOPHILLIPS NT DTD 05/21/09 4 60% 01/15/2015 CUSIP 20825CAT1 A1/A	4 59%	USD 111 177	110 599	55,588 50	55,299 50	1,060 56	2,300 00	0 88%
65,000 00	GOLDMAN SACHS GROUP INC SR NT DTD 01/12/05 5 125% 01/15/2015 CUSIP 38141GEA8 A1/A-	5 53%	USD 107 843	102 211	70,097 95	66,437 15	1,536 08	3,331 25	4 40%
50,000 00	DELL INC DTD 09/10/10 2 30% 09/10/2015 CUSIP 24702RAL5 A2/A-	4 19%	USD 99 903	102 176	49,951 50	51,088 00	354 58	1,150 00	1 67%
50,000 00	ORACLE CORP NT DTD 01/13/06 5 25% 01/15/2016 CUSIP 68402LAC8 A1/A	4 80%	USD 110 635	115 470	55,317 50	57,735 00	1,210 42	2,625 00	1 38%
50,000 00	VERIZON COMMUNICATIONS INC DTD 03/28/11 3 00% 04/01/2016 CUSIP 92343VAY0 A3/A-	4 29%	USD 101 046	104 719	50,523 00	52,359 50	375 00	1,500 00	1 69%
65,000 00	GENERAL ELEC CAP CORP MTN TRANCHE TR 00775 DTD 02/13/07 5 40% 02/15/2017 CUSIP 38962G2G8 Aa2/AA+	5 99%	USD 110 889	111 106	72,077 85	72,218 90	1,326 00	3,510 00	2 95%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2011

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security ID	Security Description	Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
65,000 00	PROCTER & GAMBLE CO DTD 02/06/09 4 70% 02/15/2019 CUSIP 742718DN6 Aa3/AA-			6 34%	USD 106 073	118 015	68,947 45	76,709 75	1,154 11	3,055 00	2 03%
65,000 00	ABBOTT LABORATORIES NT DTD 03/03/09 5 125% 04/01/2019 CUSIP 002824AU4 A1/AA			6 21%	USD 108 659	116 114	70,628 35	75,474 10	832 81	3,331 25	2 68%
Total Corporate				90.36%			1,098,306 25	1,094,781 50	15,435 22	45,690 00	2.11%
Total Fixed Income				100 00%			1,213,919 92	(1,212,563 75)	16,080 09	49,158 75	2.04%

For Investment Funds, Annual Yield is reported in the Yield to Maturity column



Nurture Nature Foundation
GAAP
Investments - Land, Buildings, Equipment
12/31/2011

Asset:	FMV
315 Seventh Avenue, New York, NY	16,846,127
214 Spring Garden, Easton, PA	372,000
914 Spruce Street, Easton, PA	15,885
Totals	17,234,012

Investment in Real Estate marked to market, no depreciation.

Nurture Nature Foundation
GAAP
Land, Buildings, Equipment
12/31/2011

Asset:	Cost Basis			Accumulated Depreciation			NET	
	Beginning	Additions	Deletions	Ending	Beginning	Additions		Deletions
140 Northampton St								
Land	46,944			46,944	-		-	-
Land Improvements	5,812			5,812	961	871	-	1,832
Building	134,425			134,425	-	3,585	-	3,585
Building Improvements	2,149,386	240,216		2,389,602	-	57,646	-	57,646
Construction in Process	12,232		(1,308)	10,924	-		-	-
Machinery & Equipment	136,931	3,814		140,745	56,419	26,444	-	82,863
Furniture & Fixtures	306,532	7,803		314,336	125,448	55,351	-	180,799
Software	7,994	11,548		19,542	2,840	3,088	-	5,928
Total 140 Northampton St	2,800,257	263,381	(1,308)	3,062,330	185,668	146,984	-	332,652
516-20 Northampton St (Science Center)								
Land	54,000		-	54,000	-	-	-	-
Building	223,668			223,668	-	2,633	-	2,633
Building Improvements	3,297,176	151,042	-	3,448,218	-	40,586	-	40,586
Other Land, Bldg & Equip - No Depreciation	3,574,844	151,042	-	3,725,886	-	43,218	-	43,218
Equipment	7,059	6,009		13,068	1,177	2,687		3,864
Totals	6,382,160	420,432	(1,308)	6,801,284	186,845	192,889	-	379,734
								6,421,550

** ASSET IMPAIRED AT 1/1/2011

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK HELD FOR INVESTMENT	1,435,485.	1,272,434.	1,272,434.
TENANT SECURITY DEPOSITS		30,558.	30,558.
TOTALS	<u>1,435,485.</u>	<u>1,302,992.</u>	<u>1,302,992.</u>

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
SECURITY PAYABLE	27,802.	30,558.
DEFERRED FEDERAL EXCISE TAXES PAYABLE		219,000.
TOTALS	<u>27,802.</u>	<u>249,558.</u>

ATTACHMENT 15

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS IN R/E	409,357.
TOTAL	<u>409,357.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS IN SEC CHANGE IN BEGINNING NET ASSETS FOR ADJUSTMENT TO GAAP FROM INCOME TAX ACCOUNTING	5,445. 500,466.
TOTAL	<u>505,911.</u>

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. KHEEL 315 SEVENTH AVENUE 22B NEW YORK, NY 10001	PRESIDENT & TREASURER/DIRECTOR 12.00	0	0	0
JANE STANLEY 315 SEVENTH AVENUE 22B NEW YORK, NY 10001	VICE PRES/SECRETARY/DIRECTOR 30.00	0	0	0
EDWARD PECK 315 SEVENTH AVENUE 22B NEW YORK, NY 10001	DIRECTOR 2.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

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

ATTACHMENT 18

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

TITLE AND AVERAGE
HOURS PER WEEK
DEVOTED TO POSITION COMPENSATION

NAME AND ADDRESS

RACHEL A. HOGAN CARR SENIOR PROG OFFICER 86,568. 16,300. 0
323 HIGH STREET
EASTON, PA 18042
40.00

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 DEVELOPMENT OF AN ENVIRONMENTAL SCIENCE CENTER 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 BUILDINGS OWNED BY THE FOUNDATION IN EASTON, INCLUDING THE FOUNDATION'S PROGRAM RELATED INVESTMENT IN THE GRAND EASTONIAN HOTEL.

GEORGE BLUM JR. HOTEL MANAGER 55,423. 0 0
300 NORTH LANSDOWNE AVE
LANSDOWNE, PA 19050
40.00

TOTAL COMPENSATION 141,991. 16,300. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING/TAX	111,367.
SIMPSON THACHER & BARTLETT LLP 425 LEXINGTON AVENUE NEW YORK, NY 10017	LEGAL FEES	354,461.
KOMANOFF ENERGY ASSOCIATES 11 HANOVER SQ #15 NEW YORK, NY 10005 CONSULTING FEES REGARDING THE FOUNDATION'S TRANSIT PROGRAM (SEE DESCRIPTION ON FORM 990-PF PART IX-A)	CONSULTING FEES	95,088.
ALEX MATTHIESSEN NEW YORK, NY CONSULTING FEES REGARDING THE FOUNDATION'S TRANSIT PROGRAM (SEE DESCRIPTION ON FORM 990-PF PART IX-A). NOTE: \$105,000 WAS PAID TO ALEX MATTHIESSEN DIRECTLY AND \$75,000 WAS PAID TO HIS COMPANY, MATTHIESSEN STRATEGIES, LLC.	CONSULTING	180,000.
CAROL INMAN 68 WILLIAMS LANE HATBORO, PA 19040	PROF. FUNDRAISER	54,483.
	TOTAL COMPENSATION	<u>795,399.</u>

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

ATTACHMENT 21

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREATER EASTON DEVELOPMENT PARTNERSHIP CENTRE SQUARE DOWNTOWN EASTON, PA 18042	NONE PUBLIC CHARITY	GENERAL SUPPORT	2,500
TOTAL CONTRIBUTIONS PAID			<u>2,500</u>

ATTACHMENT 21

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

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISC INCOME					
PROGRAM SERVICE REVENUE - EASTON HOTEL			01	46,750.	1,182,616.**
PROGRAM SERVICE REVENUE - SCIENCE CENTER					761.**
TOTALS				<u>46,750.</u>	<u>1,183,377.</u>

** SEE ATTACHMENT 23

FEDERAL FOOTNOTES

2011 FORM 990-PF, PART XVI-B:

PROGRAM SERVICE REVENUE - EASTON HOTEL:
=====

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.)

PROGRAM SERVICE REVENUE - SCIENCE CENTER:
=====

THE AMOUNT REPORTED ON LINE 11 IS INCOME RECEIVED FROM ONE OF THE FOUNDATION'S PROGRAM-RELATED ACTIVITIES, OPERATING A SCIENCE CENTER WHICH IS USED TO EDUCATE THE PUBLIC THROUGH VISUAL AND INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REGARDING FLOODING AND OTHER ENVIRONMENTAL CONCERNS RELATED TO SUSTAINABLE DEVELOPMENT. THE FOUNDATION RENTS OUT ROOMS OF THIS SCIENCE CENTER TO OTHER CHARITABLE ORGANIZATIONS RELATED TO THIS MISSION.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization NURTURE NATURE FOUNDATION	Employer identification number 1 3 3 6 3 7 9 1 5
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 315 SEVENTH AVENUE - #22-B	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK NY 10001	
	THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**
THIS IS YOUR COPY

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ NURTURE NATURE FOUNDATION

Telephone No. ▶ _____ FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 11 or
 ▶ tax year beginning _____ / 20 _____, and ending _____ / 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 27,127
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 12,127
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 15,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

