Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning JANUARY 1 **, 2011, and ending** DECEMBER 31 **, 20** 11

B Check if applicable: Address change; Name change; Initial return; Terminated; Amended return; Application pending

C Name of organization: ERM GROUP FOUNDATION, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address): 350 EAGLEVIEW BLVD. Room/suite: 200

City or town, state or country, and ZIP + 4: EXTON, PA 19341

F Name and address of principal officer

D Employer identification number: 23-2792333

E Telephone number: (610)524-3630

G Gross receipts $ 0

H(a) Is this a group return for affiliates? Yes [ ] No [X]

H(b) Are all affiliates included? Yes [ ] No [X]

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1994 **M** State of legal domicile PA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE ERM GROUP FOUNDATION IS TO PROVIDE HUMAN RESOURCES AND/OR FINANCIAL ASSISTANCE TO PROJECTS THAT CONTRIBUTE TO THE IMPROVEMENT OF THE EARTH'S ENVIRONMENT, THE QUALITY OF LIFE AND SUSTAINABLE DEVELOPMENT THROUGHOUT THE WORLD THROUGH APPROPRIATE CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ENDEAVORS.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	240
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	205,935	303,264
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,091	1,794
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	208,026	305,058
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	220,000	215,400
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13,579	41,255
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	233,579	256,655
	19	Revenue less expenses Subtract line 18 from line 12	-25,553	48,403
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	174,737	221,979
	21	Total liabilities (Part X, line 26)		
	22	Net assets or fund balances Subtract line 21 from line 20	174,737	221,979

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AUG 06 2012
OGDEN, UT

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Janice L Taylor — Signature of officer — July 30, 2012 — Date

▶ Janice L. Taylor, Executive Director — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
DAVID B. CROWLEY, CPA	David B. Crowley, CPA	7-30-2012		P00091569

Firm's name ▶ D. CROWLEY & COMPANY, P.C. — Firm's EIN ▶ 23-2951566

Firm's address ▶ 491 JOHN YOUNG WAY, SUITE 310, EXTON, PA 19341 — Phone no (610)280-3980

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2011)

JSA
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SCANNED AUG 09 2012

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . [X]

1 Briefly describe the organization's mission

THE MISSION OF THE ERM GROUP FOUNDATION IS TO PROVIDE HUMAN RESOURCES AND/OR FINANCIAL ASSISTANCE TO PROJECTS THAT CONTRIBUTE TO THE IMPROVEMENT OF THE EARTH'S ENVIRONMENT, THE QUALITY OF LIFE AND SUSTAINABLE DEVELOPMENT THROUGHOUT THE WORLD THROUGH APPROPRIATE CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ENDEAVORS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . . [X] Yes [ ] No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . . [ ] Yes [X] No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ________) (Expenses $ 200,400 including grants of $ 200,400) (Revenue $ ________)

THE FOUNDATION PROVIDES GRANTS TO PROVIDE HUMAN RESOURCES AND/OR FINANCIAL ASSISTANCE TO PROJECTS THAT CONTRIBUTE TO THE IMPROVEMENT OF THE EARTH'S ENVIRONMENT.

4b (Code ________) (Expenses $ 15,000 including grants of $ 15,000) (Revenue $ ________)

THE FOUNDATION PROVIDES AN ANNUAL FELLOWSHIP AWARD TO A GRADUATE STUDENT PURSUING A SUSTAINABILITY INITIATIVE THAT ATTEMPTS TO PROVIDE A SOLUTION TO ENVIRONMENTAL OR SOCIOECONOMIC ISSUES ON A LOCAL OR GLOBAL BASIS.

4c (Code ________) (Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4d Other program services (Describe in Schedule O)

(Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4e Total program service expenses ▶ 215,400

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	N/A	

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

				Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0			
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0			
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	N/A	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0			
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)			2b	N/A	
3a Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	N/A	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b If "Yes," enter the name of the foreign country ▶ N/A See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a *Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?*			5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c	N/A	
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	N/A	
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	N/A	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	N/A			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g	N/A	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	N/A	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	N/A	
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966?			9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10 Section 501(c)(7) organizations. Enter:					
a Initiation fees and capital contributions included on Part VIII, line 12	10a	N/A			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	N/A			
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders	11a	N/A			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	N/A			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	N/A	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	N/A			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a	N/A	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	N/A			
c Enter the amount of reserves on hand	13c	N/A			
14a Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b	N/A	

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions*

Check if Schedule O contains a response to any question in this Part VI . . . . . [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O — 1a: 15			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 15			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	N/A	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	N/A	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	N/A	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	N/A	
b	Other officers or key employees of the organization	15b	N/A	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	N/A	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ SEE SCHEDULE O

18 *Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only)* available for public inspection Indicate how you made these available. Check all that apply

[ ] Own website [ ] Another's website [X] Upon request

19 *Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy,* and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ JANICE TAPLAR, 350 EAGLEVIEW BLVD., SUITE 200, EXTON, PA 19341

PHONE: (610)524-3630

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers; key employees, highest compensated employees, and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) DAVID MURTHA, PRESIDENT	1 - 2	X		X				0	0	0
(2) ROBERT LIVERMORE, VICE PRESIDENT	1 - 2	X		X				0	0	0
(3) DEEVER BRADLEY, TREASURER	1 - 2	X		X				0	0	0
(4) TRUONG MAI, SECRETARY	1 - 2	X		X				0	0	0
(5) PAUL WOODRUFF, DIRECTOR	1 - 2	X						0	0	0
(6) STEVEN AVADEK, DIRECTOR	1 - 2	X						0	0	0
(7) SHERI COOK-JOHNSTONE, DIRECTOR	1 - 2	X						0	0	0
(8) MIKE EVERSMAN, DIRECTOR	1 - 2	X						0	0	0
(9) RONALD LANDON, DIRECTOR	1 - 2	X						0	0	0
(10) DEBBIE LIND, DIRECTOR	1 - 2	X						0	0	0
(11) SARAH MASSON, DIRECTOR	1 - 2	X						0	0	0
(12) DAVID MCARTHUR, DIRECTOR	1 - 2	X						0	0	0
(13) ELSIE PALABRICA, DIRECTOR	1 - 2	X						0	0	0
(14) MIKE STARKS, DIRECTOR	1 - 2	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15) MICHAEL HERNDON, DIRECTOR	1 - 2	X						0	0	0
(16) JANICE TAPLAR, EXECUTIVE DIRECTOR	20			X				0	0	0
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total ▶								0	0	0
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
N/A		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts						
1a Federated campaigns	1a					
b Membership dues	1b					
c Fundraising events	1c					
d Related organizations	1d					
e Government grants (contributions)	1e					
f All other contributions, gifts, grants, and similar amounts not included above	1f	303,264				
g Noncash contributions included in lines 1a-1f $						
h **Total.** Add lines 1a-1f ▶			303,264			
Program Service Revenue		Business Code				
2a						
b						
c						
d						
e						
f All other program service revenue						
g **Total.** Add lines 2a-2f ▶						
Other Revenue						
3 Investment income (including dividends, interest, and other similar amounts) ▶			1,794	1,794		
4 Income from investment of tax-exempt bond proceeds ▶						
5 Royalties ▶						
	(i) Real	(ii) Personal				
6a Gross rents						
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss) ▶						
	(i) Securities	(ii) Other				
7a Gross amount from sales of assets other than inventory						
b Less cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss) ▶						
8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18 a						
b Less direct expenses b						
c Net income or (loss) from fundraising events ▶						
9a Gross income from gaming activities. See Part IV, line 19 a						
b Less direct expenses b						
c Net income or (loss) from gaming activities ▶						
10a Gross sales of inventory, less returns and allowances a						
b Less cost of goods sold b						
c Net income or (loss) from sales of inventory ▶						
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue						
e **Total.** Add lines 11a-11d ▶						
12 **Total revenue.** See instructions ▶			305,058	1,794		

JSA
1E1051 1 000

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 .	200,400	200,400		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	15,000	15,000		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 . . .				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	22,832		22,832	
c Accounting	17,215		17,215	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a STATE FILING FEES	930		930	
b BANK CHARGES	128		128	
c DUES & PUBLICATIONS	150		150	
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	256,655	215,400	41,255	
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	105,005	1	109,427
	2	Savings and temporary cash investments	15,984	2	985
	3	Pledges and grants receivable, net	8,455	3	10,280
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D 10a			
	b	Less accumulated depreciation 10b		10c	
	11	Investments - publicly traded securities	45,293	11	45,926
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	0	15	55,361
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	174,737	16	221,979
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0	26	0
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	115,257	27	127,038
	28	Temporarily restricted net assets	59,480	28	94,941
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	174,737	33	221,979
	34	Total liabilities and net assets/fund balances	174,737	34	221,979

Part XI **Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI . . . . [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	305,058
2	Total expenses (must equal Part IX, column (A), line 25)	2	256,655
3	Revenue less expenses Subtract line 2 from line 1	3	48,403
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	174,737
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,161
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	221,979

Part XII **Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII . . . . [ ]

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other ____________ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	N/A	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
ERM GROUP FOUNDATION, INC.	23-2792333

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state ____________

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col (i) organized in the U S ? Yes	No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	251,736	305,357	192,038	205,935	303,264	1,258,330
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	251,736	305,357	192,038	205,935	303,264	1,258,330
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						358,416
6 **Public support.** Subtract line 5 from line 4						899,914

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	251,736	305,357	192,038	205,935	303,264	1,258,330
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,799	3,610	2,783	2,091	1,794	16,077
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						1,274,407

12 Gross receipts from related activities, etc (see instructions) . . . 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	70.6143%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	68.5419%

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☒

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . ▶ ☐

b **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 **Public support** (Subtract line 7c from line 6.)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 **Total support.** (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	0.0000 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	0.0000 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	0.0000 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	0.0000 %

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: ERM GROUP FOUNDATION, INC.

Employer identification number: 23-2792333

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ________________

4 Number of states where property subject to conservation easement is located ▶ ________________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ________________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ________________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

(ii) Assets included in Form 990, Part X ▶ $ ____________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

b Assets included in Form 990, Part X ▶ $

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ______

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ________ %

b Permanent endowment ▶ ________ %

c Temporarily restricted endowment ▶ ________ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				

Part VII **Investments - Other Securities.** See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) GRANT REFUND RECEIVABLE	10,000
(2) FUNDS HELD AT YEAR END AT ERM GROUP HOLDINGS LTD.	45,361
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	55,361

Part X **Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	305,058
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	256,655
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	48,403
4	Net unrealized gains (losses) on investments	4	-1,161
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	-1,161
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	47,242

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	305,058
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	305,058
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	305,058

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	257,816
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	1,161		
e	Add lines **2a** through **2d**			2e	1,161
3	Subtract line **2e** from line **1**			3	256,655
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	256,655

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

LINE 2D OF PART XIII REPRESENTS THE UNREALIZED LOSS ON THE FOUNDATION'S INVESTMENTS, WHICH IS INCLUDED IN THE TOTAL EXPENSES AND GAINS/LOSSES REPORTED ON THE FOUNDATION'S AUDITED FINANCIAL STATEMENTS.

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: ERM GROUP FOUNDATION, INC.
Employer identification number: 23-2792333

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) INTERNATIONAL ACTION 819 L ST. SE, WASHINGTON, DC 20003	05-0591194	501(C)(3)	20,000				QUALITY OF LIFE
(2) WUQU' KAWOQ P.O. BOX 91, BETHEL, VT 05032	20-8741625	501(C)(3)	14,838				QUALITY OF LIFE
(3) GEORGETOWN UNIVERSITY, PO BOX 571168 37TH & O STS. NW, WASHINGTON, DC 20057	53-0196603	501(C)(3)	13,573				QUALITY OF LIFE
(4) LIGHT GIVES HEAT, INC. P.O. BOX 141 CHADDS FORD, PA 19342	51-6020908	501(C)(3)	10,000				QUALITY OF LIFE
(5) MANO A MANO INTERNATIONAL PARTNERS 774 SIBLEY MEM.HWY.,MENDOTA HEIGHTS,MN	41-1796971	501(C)(3)	10,000				QUALITY OF LIFE
(6) LIFEWATER INTERNATIONAL P.O. BOX 3131, SAN LUIS OBISPO, CA 93403	95-3987142	501(C)(3)	8,000				QUALITY OF LIFE
(7) RUFFNER MOUNTAIN NATURE COALITION 1214 81ST ST. SOUTH, BIRMINGHAM,AL 35206	63-0733391	501(C)(3)	7,600				ENVIRONMENTAL
(8) SEEHD, CALIFORNIA STATE UNIVERSITY LANDON HALL 207,400 W. 1ST ST.,CHICI,CA	95-1230865	501(C)(3)	7,500				QUALITY OF LIFE
(9) EL PORVENIR BOX 12547, DENVER, CO 80212	68-0230597	501(C)(3)	6,560				QUALITY OF LIFE
(10) KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE.,STE 230,HOUSTON,TX	76-0377029	501(C)(3)	6,400				ENVIRONMENTAL
(11) KATY VISUAL & PERFORMING ARTS CENTER 2501 S. MASON RD. #290, KATY, TX 77450	76-0686794	501(C)(3)	6,000				EDUCATIONAL
(12) CENTRO EDUCATIVO LA MINGA, INC. P.O. BOX 1877, GRANBY, CO 80446	20-4361953	501(C)(3)	5,529				QUALITY OF LIFE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ ____________

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: ERM GROUP FOUNDATION, INC.

Employer identification number: 23-2792333

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TAMPA BAY WATCH, INC., 3000 PINELLAS BAYWAY S., TIERRA VERDE, FL 33715	59-3191962	501(C)(3)	5,500				EDUCATIONAL
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 13

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FELLOWSHIP	1	15,000			
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

PRIOR TO AWARDING A GRANT, THE FOUNDATION SENDS THE RECIPIENT ORGANIZATION AN AWARD AGREEMENT LETTER THAT MUST BE SIGNED AND RETURNED TO THE FOUNDATION. THE FOUNDATION THEN ASSIGNS A LIAISON TO EACH RECIPIENT ORGANIZATION WHO SERVES AS THE LINK BETWEEN THE FOUNDATION AND THE RECIPIENT ORGANIZATION. FINALLY, THE RECIPIENT ORGANIZATION IS SENT A "FINAL REPORT QUESTIONNAIRE" AND IS ASKED TO SUBMIT IT TO THE FOUNDATION BY SPECIFIC DATE.

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SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
ERM GROUP FOUNDATION, INC.	23-2792333

PART III, QUESTION 2: THE FOUNDATION HAS IMPLEMENTED A FELLOWSHIP AWARD PROGRAM. THE PROGRAM ALIGNS WITH THE ORGANIZATIONS MISSION OF PROVIDING FINANCIAL ASSISTANCE TO PROJECTS THAT CONTRIBUTE TO THE IMPROVEMENT OF THE EARTH'S ENVIRONMENT AND QUALITY OF LIFE. THE FELLOWSHIP PROGRAM IS DESIGNED TO PROVIDE FINANCIAL ASSISTANCE TO A GRADUATE STUDENT WHO IS PURSUING A SUSTAINABILITY INITIATIVE WHICH ATTEMPTS TO PROVIDE A SOLUTION TO ENVIRONMENTAL OR SOCIOECONOMIC ISSUES ON A LOCAL OR GLOBAL BASIS. SEE THE ATTACHED SCHEDULE H FROM FORM 1023 WHICH PROVIDES ADDITIONAL INFORMATION ON THE FELLOWSHIP PROGRAM.

PART VI, QUESTION 11(B): WHEN THE 990 IS COMPLETED, ALL BOARD MEMBERS ARE NOTIFIED. COPIES OF THE FORM 990 ARE MADE AVAILABLE AT BOARD MEETINGS FOR THE BOARD MEMBERS TO REVIEW PRIOR TO FILING.

PART VI, QUESTION 17: PA, CA, IL, MA, WV, GA, MD, MI, NJ, NC, SC, TN

PART VI, QUESTION 19: THE ORGANIZATION KEEPS COPIES OF THESE DOCUMENTS & MAKES THEM AVAILABLE TO THE PUBLIC UPON REQUEST.

PART XI, LINE 5: THIS CHANGE IN THE FUND BALANCE REPRESENTS THE UNREALIZED LOSS IN THE ORGANIZATION'S INVESTMENTS.

THE ERM GROUP FOUNDATION, INC.
EIN: 23-2792333

Statement Attached to and Made Part of
Federal Form 1023, Schedule H
For the Year Ended 12/31/2011

Section I

Question 1:

a. The Foundation provides fellowships.

b. The fellowship award can be for an amount up to $15,000 of financial support used towards daily living expenses, room and board, travel, materials, and other resources required for the proposed service, product, project, or program.

c. No loans are awarded.

d. The application and information about the fellowship are distributed via email to universities who have a sustainability program. The list of universities is updated as the Foundation becomes aware of additional institutions who have such programs.

e. See copy of announcement materials.

f. See copy of application.

Question 3: The Sustainability Fellowship is available to graduate students enrolled in a U.S. based tax exempt education organization during the specified academic year. Candidates must have a cumulative grade point average of 3.5 or higher. Candidates may not be employees, volunteers, or relatives of any employee of an ERM entity.

Question 4:

a. All applicants must meet the minimum requirements detailed above. In addition, they must receive two letters of recommendation and submit a written proposal of their sustainability initiative which can consist of a service, product, project, or program that attempts to provide a solution to environmental or socioeconomic sustainability issues on a local or global basis. Finalists are selected based on their proposal and evaluated on creativity, innovation, relevance, strategic application, sustainability, efficiency and effectiveness, financial incentive and value-added.

b. The board has approval to grant one annual award.

c. The board has approval to grant one annual award of up to $15,000.

d. This is a one time award for each recipient with no renewal opportunity.

Question 5: The award is either paid to the school or to the recipient depending on whether the conditions of the award meet the school's requirements to administer the funds. A local volunteer from one of the ERM affiliates will be assigned to the fellowship recipient to mentor and stay in contact with the recipient and monitor how the project is progressing.

Prior to issuing an award, the recipient is required to sign and return the award letter agreement. The agreement states the terms they agree to follow upon receipt of the award in addition to the requirement the award must be returned if the funds are misused in any way. Additionally, as a condition of the award, the recipient must agree to publish and provide proof of publication of the outcome of the project.

Question 6: The award selection process is a two step process. The first step involves the applications being reviewed by a panel of ERM sustainability volunteers who are recruited and approved by the Foundation's board. This panel reviews the anonymous applications and recommends ten finalists. For 2011 the panel of volunteers was made up of James Margolis, Jennifer Eastes, and Barbara Winter-Watson.

The second step in the award process involves a panel of external volunteers who are recruited by the Foundation's board based on their expertise in the field of sustainability. For 2011 this external panel was made up of two executives from companies who value the importance of sustainability and a university professor. This external selection committee recommends to the board the fellowship finalist.

The ERM Foundation Sustainability Fellowship

An opportunity for entrepreneurial graduate students who want to implement their ideas for a more sustainable world, including up to $15,000 of financial support.

ERM Foundation Sustainability Fellowship

2011–2012 Academic Year

Sustainability means different things to different people. Fundamentally and literally, it is about the ability to endure. The United Nations World Commission on Environment and Development, in its 1986 report "Our Common Future," defined sustainable development as meeting the needs of the present without compromising the ability of future generations to meet their own needs. It is this definition that has captured both the imagination and consternation of those who strive to address the sustainability of their own activities. Sustainability has come to mean responsibly managing one's impacts and contributions with regard to the "triple bottom line" of economic prosperity, environmental stewardship, and social progress. For many reasons, today these three aspects are increasingly interdependent – so much so that ignoring any one aspect imperils an organization's ability to be sustainable or achieve sustainable success.

ERM Foundation-North America

ERM Foundation is a charitable organization that actively supports sustainability initiatives around the world by funding grants and technical support projects that address environmental and community issues. For more information about ERM Foundation, visit http://erm.com/About-Us/ERM-Foundation/.

ERM Foundation was founded seventeen years ago by senior partners at Environmental Resources Management (ERM), a global consulting firm that delivers innovative, sustainable solutions for business and government clients to help them better understand and manage their impacts on the world. It was created to give ERM employees and others an opportunity to engage in environmental philanthropic activities and is supported by contributions from current and former ERM employees, together with in-kind contributions and financial support from ERM.

Sustainability Fellowship

The ERM Foundation Sustainability Fellowship is being launched by ERM Foundation to support entrepreneurial graduate students who want to implement their visions for a more sustainable world.

In addition to a monetary stipend of up to $15,000 for the selected Sustainability Fellow, the top five Fellowship finalists will be given an opportunity to interview for a compensated internship position at one of ERM's global offices (e.g., Annapolis, MD, Houston, TX London, UK or Sydney, AU)[1].

Eligibility

The Sustainability Fellowship is available to graduate students enrolled in U.S.-based tax-exempt educational organizations during the 2011-2012 academic year. ERM and ERM Foundation employees, volunteers, and their relatives are not eligible to apply.

(1) Fellowship finalists are not required to accept these invitations to interview; ERM is not obligated to hire one or more interns

Application and Proposal

Sustainability Fellowship Applicants are required to submit a completed Application in the form attached, including a proposal (Proposal) that describes a sustainability initiative (Sustainability Initiative) by no later than **February 25, 2011**. The Proposal must describe, in 500 words or less, a Sustainability Initiative that can be used or implemented by a private or public sector organization. The Sustainability Initiative could be any service, product, project, or program that attempts to provide a solution to environmental or socioeconomic sustainability issue(s) on a local or global basis

The Proposal must be accompanied by a brief description of the budget and the timeframe required to develop the Initiative. The timeframe for completing the Sustainability Initiative should be explained in a short paragraph and provide the expected number of weeks or months to prepare a final service, product, project, or program ready for implementation or use. The maximum Sustainability Fellowship to be awarded is $15,000. If the proposed Sustainability Initiative exceeds this amount, the source of the additional funds must be stated and proof of additional support will be required Expected Fellowship costs can include daily living expenses, room and board, travel, materials, and other resources required for the proposed service, product, project, or program. Each Sustainability Initiative will be evaluated on:

- **Creativity**. The Sustainability Initiative should demonstrate a capacity for creative problem-solving
- **Innovation** The Sustainability Initiative should provide a unique solution to an environmental or socioeconomic sustainability issue
- **Relevance** The Sustainability Initiative should address a current and pressing problem
- **Strategic application**. The Sustainability Initiative should add strategic value to the organization that will use and implement the service, product, project, or program
- **Sustainability**. The Sustainability Initiative should be easily "sustainable" by the end user(s)
- **Efficiency and effectiveness**. The Proposal should demonstrate how the Sustainability Initiative fits into or creates new organizational systems
- **Financial incentive**. The Proposal should provide the "business rationale" or financial incentive for the end-user(s) to implement or use the service, product, project, or program
- **Value-added**. The Proposal should describe the benefits to society, the environment, the organization(s) and the individuals involved or affected

Selection Process

Sustainability Fellowship Applications will be evaluated and a Sustainability Fellow selected using a two-stage process.

Stage 1: ERM Foundation will screen each Sustainability Fellowship Application submitted(2) to confirm the eligibility of the Applicant and completion and submission of the Application and Proposal per the guidelines described in this [Brochure]. The Stage I screening is expected to be completed by no later than March 25, 2011.

Each Application will be evaluated on its merits with emphasis on the beneficial results expected and positive Impacts of the Sustainability Initiative, on both the environment and society. The cost-effective expenditure of the funds requested will also be considered. At the conclusion of Stage 1 of the Selection process, ten finalists will then be selected for Stage 2, and will be notified of their finalist status on or before April 7, 2011.

Stage 2: Each of the 10 finalists selected from Stage 1 above will be given the opportunity to resubmit his or her Proposal in more detail, without a limit on length of the Proposal or word count, by no later than April 29, 2011. Each finalist's revised Proposal will be evaluated using the same criteria as in Stage 1; however, the review panel in Stage 2 will consist primarily of recognized experts (unrelated to ERM or ERM Foundation) in the field of sustainability. At the conclusion of Stage 2, on or before May 20, 2011, five finalists will be selected and notified of the opportunity to interview for a compensated Internship position at one of ERM's global offices (e.g., Annapolis, MD, Houston, TX London, UK or Sydney, AU)(3).

ERM Foundation will announce and contact the selected 2011 Sustainability Fellow (and his or her educational institution) on or before June 7, 2011. ERM Foundation will then work with the Fellow's educational institution to determine how best to administer the Sustainability Fellowship funds. Please note: The recipient of the Sustainability Fellowship award will be responsible for any and all income tax liability that may result from receipt of the Fellowship.

ERM Foundation will assign a mentor to the Sustainability Fellow, to monitor the Sustainability Initiative execution, provide guidance and support where appropriate, and assist in developing the most advantageous method to share the Fellowship service, product, project, or program results with others.

(2) ERM Foundation reserves the right to limit the number of applications to be evaluated to the first 100 applicants that meet the submittal deadline
(3) Fellowship finalists are not required to accept these invitations to interview, ERM is not obligated to hire one or more interns

ERM-Foundation Sustainability Fellowship Application

Code

Your full name

Mailing address

E-mail address

Telephone number(s)

Name of Educational Institution [(1)]

Degree Program:

Candidate For: ☐ MBA ☐ MS ☐ MA ☐ PhD **Cumulative GPA** (year-to-date, minimum 3.5): [(2)]

Please list the courses that you have satisfactorily completed or are enrolled in that pertain to sustainability

Please describe how your coursework has prepared you for a fellowship and professional work within the field of sustainable business?

Briefly describe your experience (professional, educational, volunteer, or other) relating to sustainable business.

Will you receive academic credit for this project? [(3)]	☐ Yes	☐ No
As a condition of the award, the recipient must agree to publish and provide proof of publication of the outcome of the project. Do you agree to this condition?	☐ Yes	☐ No
If your application is selected as one of the top five, would you be interested in the opportunity for an interview with ERM for a paid internship at a time and location of mutual interest? [(3)]	☐ Yes	☐ No

(1) The educational institution in which the applicant is enrolled must be a U S tax-exempt educational institution Fellowship finalists will be required to provide documentation of the tax-exempt status of the educational institution, either as governmental entity or charitable organization as described in Section 501(c)(3) of the Internal Revenue Code

(2) A current official transcript that demonstrates the candidate's cumulative GPA eligibility is required

(3) Response has no impact on the application review process

You must attach the following additional items to this application. (Incomplete Applications will be rejected)

- A completed application (this form)
- Resume (1-2 pages)
- Your graduate school transcript
- Two letters of recommendation (one professional and one academic, preferred)
- A proposal of 500 words or less, including a brief budget, printed on letter-size paper, in 11-point font, with 1 5 line spacing.

Submitting your application The ERM Foundation prefers to receive applications electronically (a single assembled PDF file). Please send electronic applications to: NorthAmericaFoundation@erm com *(applicants submitting electronic applications may be requested to provide original documents)* If you are unable to submit the application electronically, please send **two (2) complete** hard copies of the application including two sets of all attachments to:

Janice Taplar, Executive Director
ERM Foundation-North America
350 Eagleview Blvd ,
Suite 200
Exton, PA 19341

Phone 610-524-3630
Fax. 610-524-3858

ALL APPLICATIONS MUST BE SUBMITTED NO LATER THAN 5:00 PM EST; FRIDAY, FEBRUARY 25, 2011

R05-18JAN11

AUDITED FINANCIAL STATEMENTS

THE ERM GROUP FOUNDATION, INC.

DECEMBER 31, 2011

THE ERM GROUP FOUNDATION, INC.
TABLE OF CONTENTS
Year Ended 2011 with Comparative Totals for 2010

CONTENTS

D
CROWLEY & COMPANY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

491 John Young Way, Suite 310
Exton, PA 19341

Phone (610) 280-3980
Fax (610) 280-3984

INDEPENDENT AUDITOR'S REPORT

Board of Directors
The ERM Group Foundation, Inc.
Exton, Pennsylvania

We have audited the accompanying statement of financial position of The ERM Group Foundation, Inc. (a nonprofit organization) as of December 31, 2011, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Organization's 2010 financial statements and, in our report dated June 1, 2011, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The ERM Group Foundation, Inc. as of December 31, 2011, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

D. Crowley & Company, P.C

D. CROWLEY & COMPANY, P.C.
Exton, Pennsylvania
June 22, 2012

THE ERM GROUP FOUNDATION, INC.
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2011 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2010

	December 31,	
	2011	2010
ASSETS		
Cash and cash equivalents	$110,412	$120,989
Investments	45,926	45,293
Unconditional promise to give	10,280	8,455
Grant Refund Receivable	10,000	-
Due from Related Party	45,361	-
Total Assets	$221,979	$174,737
LIABILITIES AND NET ASSETS		
Liabilities	-	-
Net Assets		
Unrestricted	127,038	115,257
Temporarily restricted	94,941	59,480
	221,979	174,737
Total Liabilities and Net Assets	$ 221,979	$ 174,737

See accompanying notes.

THE ERM GROUP FOUNDATION, INC.
STATEMENT OF ACTIVITIES
YEAR ENDED 2011 WITH COMPARATIVE TOTALS FOR 2010

	Year ended December 31,			
	2011			2010
	Unrestricted	Temporarily Restricted	Total	Total
REVENUES, GAINS, AND OTHER SUPPORT				
Contributions	$ 252,803	$ 50,461	$ 303,264	$205,935
Investment income	1,794	-	1,794	2,091
Net assets released from restriction	15,000	(15,000)	-	-
Total revenues, gains, and other support	269,597	35,461	305,058	208,026
EXPENSES				
Program services				
Charitable contributions	200,400		200,400	220,000
Sustainability Fellowship	15,000		15,000	-
Supporting services				
Professional fees	40,047		40,047	12,250
Dues & publications	150		150	750
Bank charges	128		128	179
State filing fees	930		930	400
	41,255	-	41,255	13,579
Unrealized (gain)/loss on investments	1,161	-	1,161	(1,927)
Total expenses and (gains)/losses	257,816	-	257,816	231,652
Change in net assets	11,781	35,461	47,242	(23,626)
Net assets, beginning of year	115,257	59,480	174,737	198,363
Net assets, end of year	$ 127,038	$ 94,941	$ 221,979	$174,737

See accompanying notes.

THE ERM GROUP FOUNDATION, INC.
STATEMENT OF CASH FLOWS
YEAR ENDED 2011 WITH COMPARATIVE TOTALS FOR 2010

	Year ended December 31,	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ 47,242	$ (23,626)
Adjustments to reconcile change in net assets to net cash used by operating activities:		
Unrealized (gain) loss on investments	1,161	(1,927)
Changes in:		
(Increase) Decrease in unconditional promises to give	(1,825)	3,229
(Increase) in grant refund receivables	(10,000)	-
(Increase) in due from related party	(45,361)	-
Net cash flows used for operating activities	(8,783)	(22,324)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(1,794)	(2,091)
Net cash flows used for investing activities	(1,794)	(2,091)
Net decrease in cash and cash equivalents	(10,577)	(24,415)
Cash and cash equivalents, beginning of year	120,989	145,404
Cash and cash equivalents, end of year	$ 110,412	$ 120,989

See accompanying notes.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

The ERM Group Foundation, Inc. (a nonprofit organization) was incorporated on June 13, 1994 to provide human resources and financial assistance to projects that contribute to the improvement of the Earth's environment and the quality of life of its inhabitants through charitable, educational and scientific endeavors.

The financial statements of the Foundation have been prepared on the accrual basis. The significant accounting policies followed are described below:

Basis of Presentation

The Foundation's net assets and revenue, expense, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Foundation and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation. Generally, the donors of these assets permit the Foundation to use all or part of the income earned on related investments for general or specific purposes. The Foundation currently has no permanently restricted net assets.

Uses of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Foundation considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Investments

Investments in marketable securities with readily determinable fair values are presented at their fair values in the statement of financial position. The Foundation experiences investment gain and losses due to the sale of contributed securities. Unrealized gains and losses are included in the change in net assets in the accompanying Statement of Activities.

Promises to Give

Unconditional promises to give are recognized as revenue or gains in the period received and as assets, decreases of liabilities, or expenses depending on the form of benefits received. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Income Taxes

The Foundation is a tax-exempt organization under the Internal Revenue Code Section 501(c)(3) and is therefore exempt from federal income taxes.

Donated Services

The Foundation receives a significant amount of skilled, contributed time, primarily from the Board of Directors. The value of this contributed time is not reflected in the accompanying financial statements since the volunteers' time does not meet the criteria for recognition under FASB ASC 958-605-25-16.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Comparative Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended December 31, 2010 from which the summarized financial information was derived.

NOTE B - INVESTMENTS

Investments, at December 31, 2011, are stated at fair value and consist of the following:

	Cost	Fair Value
Marketable equity securities	$ 51,763	$ 45,926

The following schedule summarizes the investment return and its classification in the statement of activities for the above investments for the year ended December 31, 2011:

	Unrestricted	Temporarily Restricted	Total
Investment income	$ 1,794	-	$ 1,794
Unrealized loss	(1,161)	-	(1,161)
Total investment return	$ 633	$ -	$ 633

NOTE C - GRANT REFUND RECEIVABLE

After December 31, 2011, the Foundation received a refund from one recipient organization that had received a Foundation contribution in 2010. The recipient organization determined that the project for which the contribution was intended would not be performed.

NOTE D - PROMISES TO GIVE

Unconditional promises to give consist of the following at December 31, 2011:

Unrestricted promises	$ 10,280
Restricted promises	-
Total promises to give	10,280
Less: discounts at net present value	-
Net promises to give	$ 10,280
Amounts due in:	
Less than one year	$ 10,280
One to five years	-
	$ 10,280

These monies represent pledges made as of December 31, 2011. No allowance has been recorded as management believes the amounts are fully collectible. Changes in net present value discounts are included in contributions in the Statement of Activities.

NOTE E - RESTRICTIONS/LIMITATIONS ON NET ASSETS

Temporarily restricted net assets at December 31, 2011 are available for the following purposes or periods:

Sustainability Fellowship	$44,480
Low Carbon Enterprise Fund	50,461
	$94,941

NOTE F - EVALUATION OF SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through June 22, 2012, the date the financial statements were available to be issued.

NOTE G - RELATED PARTY/ECONOMIC DEPENDENCY

The Foundation receives primarily all of its funding from ERM Group, Inc. and its affiliates (ERM). The funding from these for-profit entities is in the form of employee contributions and from employer matching funds. The Foundation's Board of Directors is made up of personnel from ERM entities. Foundation administration and bookkeeping is performed by ERM.

Due from Related Party represents funds held by ERM at December 31, 2011 which were subsequently transferred to the Foundation.

NOTE H - FAIR VALUE MEASUREMENTS

The following methods and assumptions were used by the Foundation in estimating its fair value disclosures for financial instruments:

- Cash, cash equivalents, pledges receivable, and short term unconditional promises to give: The carrying amounts reported in the statement of financial position approximate fair values because of the short maturities of those instruments.

- Investments: The fair value of investments are based on quoted market prices for those or similar investments.

The fair value measurements and levels within the fair value hierarchy of those measurements for the assets reported at fair value on a recurring basis as of December 31, 2011:

Description	Balance Sheet Classification	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Mutual Funds	Investments	$ 45,926	$ 45,926

The organization recognizes transfers of assets into and out of levels as of the date an event or changes in circumstances causes the transfer. There were no transfers between levels in the year ended December 31, 2011.

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

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 . . . . ▶ [X]
- 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions ERM GROUP FOUNDATION, INC.	Employer identification number (EIN) or [X] 23-2792333
	Number, street, and room or suite no. If a P O box, see instructions. 350 EAGLEVIEW BLVD., SUITE 200	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions EXTON, PA 19341	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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	01	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 ▶ MANAGEMENT

Telephone No. ▶ 610-524-3630 FAX No. ▶ 610-524-3755

- 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 AUGUST 15, 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] 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	$
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	$
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	$ 0.00

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or ☐
	Number, street, and room or suite no If a P O box, see instructions.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . .

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ____________________.
  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.

4 I request an additional 3-month extension of time until ________________, 20____ .

5 For calendar year ______, or other tax year beginning __________, 20 ____, and ending __________, 20____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	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	**8a**	$
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 and any amount paid previously with Form 8868.	**8b**	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ David B. Crowley Title ▶ CPA Date ▶ 5-14-2012

JSA
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