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ENVELOPE

Short Form

Form 990-EZ

Return of Organization Exempt From Income Tax

OMB No 1545-1150

2011

POSTMARK DATE

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

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions) All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form

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

Department of the Treasury Internal Revenue Service

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning, 2011, and ending

- B Check if applicable: X Address change, Name change, Initial return, X Terminated, Amended return, Application pending

C EARTH FRIENDS, 2355 E. CAMELBACK RD, STE 500, PHOENIX, AZ 85016

D Employer identification number: 33-6234735, E Telephone number: 602-570-2989, F Group Exemption Number

G Accounting Method: X Cash, Accrual, Other (specify)

I Website: N/A

H Check X if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (ck only one): X 501(c)(3), 501(c) () (insert no), 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

X

Table with 21 rows and 3 columns: Description, Amount, and Total. Includes sections for Revenue (lines 1-9) and Expenses (lines 10-17), and Net Assets (lines 18-21).

SCANNED JUL 17 2012

BAA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2011)

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Part II Balance Sheets. (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

| | (A) Beginning of year | (B) End of year |
|--|-----------------------|-----------------|
| 22 Cash, savings, and investments | 28,110. | 22 |
| 23 Land and buildings | | 23 |
| 24 Other assets (describe in Schedule O) SEE SCHEDULE O | 2,074. | 24 |
| 25 Total assets | 30,184. | 25 0. |
| 26 Total liabilities (describe in Schedule O) | 0. | 26 0. |
| 27 Net assets or fund balances (line 27 of column (B) must agree with line 21) | 30,184. | 27 0. |

Part III Statement of Program Service Accomplishments (see the instrs for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

| | | |
|--|-----|---------|
| 28 SUPPORT CHARITIES NAMED IN ITS TRUST DOCUMENTS. | | |
| (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 28a | 28,112. |
| 29 | | |
| (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 29a | |
| 30 | | |
| (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 30a | |
| 31 Other program services (describe in Schedule O) | | |
| (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 31a | |
| 32 Total program service expenses (add lines 28a through 31a) | 32 | 28,112. |

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Reportable compensation (Form W 2/1099 MISC) (if not paid, enter -0-) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|---|--|---|---|--|
| RICK L. FLORY 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| DAN KOSAK 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| BUD JOHNSON 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| PATRICIA LEE ROBERT 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| LARRY RUGGIERO 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| RYAN F. CHRISTOPHER 2355 E. CAMELBACK RD, STE 500 PHOENIX, AZ 85016 | TRUSTEE 0 | 0. | 0. | 0. |
| | | | | |
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Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in **SEE SCHEDULE O** the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

- 33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' provide a detailed description of each activity in Schedule O
- 34 Were any significant changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
- 35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
 - b If 'Yes,' to line 35a, has the organization filed a Form 990-T for the year? If 'No,' provide an explanation in Schedule O
 - c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If 'Yes,' complete Schedule C, Part III
- 36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N
- 37a Enter amount of political expenditures, direct or indirect, as described in the instructions **37a** 0.
 - b Did the organization file **Form 1120-POL** for this year? **37b**
- 38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
 - b If 'Yes,' complete Schedule L, Part II and enter the total amount involved **38b** N/A
- 39 Section 501(c)(7) organizations. Enter:
 - a Initiation fees and capital contributions included on line 9 **39a** N/A
 - b Gross receipts, included on line 9, for public use of club facilities **39b** N/A
- 40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under.
 - section 4911 **0.**, section 4912 **0.**, section 4955 **0.**
 - b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I **40b** X
 - c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 **0.**
 - d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization **0.**
 - e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T **40e** X
- 41 List the states with which a copy of this return is filed **AZ**

| | Yes | No |
|-----|-----|----|
| 33 | | X |
| 34 | | X |
| 35a | | X |
| 35b | | |
| 35c | | X |
| 36 | X | |
| 37b | | X |
| 38a | | X |
| 38b | | |
| 39a | | |
| 39b | | |
| 40b | | X |
| 40e | | X |

42a The organization's books are in care of **GAINTNER BANDLER REED & PETERS** Telephone no **(602) 381-0381**
 Located at **2355 E. CAMELBACK RD, STE 500 PHOENIX AZ** ZIP + 4 **85016**

- b 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)? If 'Yes,' enter the name of the foreign country: **42b** X
- See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts**
- c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If 'Yes,' enter the name of the foreign country: **42c** X

| | Yes | No |
|-----|-----|----|
| 42b | | X |
| 42c | | X |

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here and enter the amount of tax-exempt interest received or accrued during the tax year **43** N/A

- 44a Did the organization maintain any donor advised funds during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ **44a** X
- b Did the organization operate one or more hospital facilities during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ **44b** X
- c Did the organization receive any payments for indoor tanning services during the year? **44c** X
- d If 'Yes' to line 44c, has the organization filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O **44d**
- 45a Did the organization have a controlled entity of the organization within the meaning of section 512(b)(13)? **45a** 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,' Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions) **45b** X

| | Yes | No |
|-----|-----|----|
| 44a | | X |
| 44b | | X |
| 44c | | X |
| 44d | | |
| 45a | | X |
| 45b | | X |

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

| | | |
|----|-----|----|
| | Yes | No |
| 46 | | X |

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

47 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

| | | |
|-----|-----|----|
| | Yes | No |
| 47 | | X |
| 48 | | X |
| 49a | | X |
| 49b | | |

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

49a Did the organization make any transfers to an exempt non-charitable related organization?

b If 'Yes,' was the related organization a section 527 organization?

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

| (a) Name and address of each employee paid more than \$100,000 | (b) Title and average hours per week devoted to position | (c) Reportable compensation (Forms W 2/1099 MISC) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|--|--|---|---|--|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

e Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

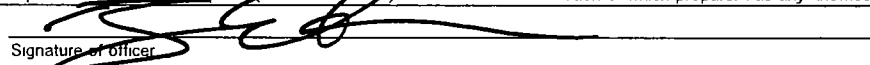
| (a) Name and address of each independent contractor paid more than \$100,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

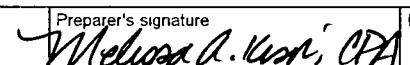
e Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

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: Signature of officer  Date 6-15-12
 RYAN F. CHRISTOPHER TRUSTEE
 Type or print name and title

Paid Preparer Use Only: Print/Type preparer's name MELISSA A. KISOR Preparer's signature  Date 6/13/12 Check if self employed PTIN P00349450
 Firm's name ▶ GAINNER BANDLER REED & PETERS PLC
 Firm's address ▶ 2355 E CAMELBACK RD STE 500 PHOENIX, AZ 85016 Firm's EIN ▶ 86-0176934 Phone no (602) 381-0381

May the IRS discuss this return with the preparer shown above? See instructions

Yes No

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 EARTH FRIENDS | Employer identification number 33-6234735 |
|--|---|

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 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 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 |
|------------|-----|----|
| 11 g (i) | | X |
| 11 g (ii) | | X |
| 11 g (iii) | | X |

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 column (i) listed in your governing document? | | (v) Did you notify the organization in column (i) of your support? | | (vi) Is the organization in column (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| SEE SUPPLEMENTAL SCHEDULE | | | | | | | | | |
| (A) | | | X | | X | | X | | 0. |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | 0. |

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'.) | | | | | | |
| 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 | | | | | | |
| 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) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | |

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 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 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 | | | | | | |
| 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 ▶ <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---|
| 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | % |
| 16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 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 ▶ <input type="checkbox"/> | | |
| 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 ▶ <input type="checkbox"/> | | |
| 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 organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 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 ▶ <input type="checkbox"/> | | |

BAA

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 yr 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'.) | | | | | | |
| 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 | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| 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 | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

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

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 | ⊘% |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | ⊘% |

Section D. Computation of Investment Income Percentage

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

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART I ADDITIONAL SUPPLEMENTAL INFORMATION

EARTH FRIENDS 2011 FORM 990-EZ, SCHEDULE A, PART I, QUESTION # 11H - ORGANIZATION'S SUPPORTED ORGANIZATIONS:

THE FOLLOWING CHARITIES NAMED IN THE TRUST AGREEMENT ARE:

- 1. COMMUNITY FOUNDATION OF JACKSON HOLE (EIN # 83-0308856)
- 2. DEFENDERS OF WILDLIFE (EIN # 53-0183181)
- 3. EARTHJUSTICE (EIN # 94-1730465)
- 4. ENVIRONMENTAL DEFENSE FUND (EIN # 11-6107128)
- 5. GREATER YELLOWSTONE COALITION, INC (EIN # 81-0414042)
- 6. NATIONAL PARKS CONSERVATION ASSOCIATION (EIN # 53-0225165)
- 7. NATIONAL PARKS FOUNDATION (EIN # 52-1086761)
- 8. NATIONAL WILDLIFE FEDERATION (EIN # 53-0204616)
- 9. NATURAL RESOURCES DEFENSE COUNCIL, INC. (EIN # 13-2654926)
- 10. NATURE CONSERVANCY, INC. (EIN # 53-0242652)
- 11. THE OCEAN CONSERVANCY, INC. (EIN # 23-7245152)
- 12. WESTERN WILDLIFE HABITAT FUND OF THE WORLD COMMUNITY FOUNDATION, A DIVISION OF AMAR INC./INFINITY FOUNDATION (EIN # 74-2842083)
- 13. WILDERNESS SOCIETY (EIN # 53-0167933)

ALL OF THESE CHARITIES NAMED IN THE TRUST AGREEMENT ARE OF TYPE 8 - A COMMUNITY TRUST DESCRIBED IN SECTION 170(B)(1)(A)(VI), LISTED IN EARTH FRIENDS' GOVERNING DOCUMENT, NOTIFIED OF THE TAXPAYER'S SUPPORT, AND ORGANIZED IN THE UNITED STATES.

Part III **Supplemental Information.** Complete to provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

PART III - ADDITIONAL INFORMATION

REFER TO STATEMENT 1

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545 0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

EARTH FRIENDS

Employer identification number

33-6234735

FORM 990-EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

**TO SUPPORT CHARITABLE ORGANIZATIONS THAT SUPPORT ENVIRONMENTAL, WILDLIFE AND
HABITAT PRESERVATION CAUSES.**

FORM 990-EZ, PART V - REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

**(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR
INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? NO**

**(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR
INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? NO**

EARTH FRIENDS

33-6234735

**FORM 990-EZ, PART I, LINE 5C
NET GAIN (LOSS) FROM NONINVENTORY SALES**
OTHER ASSETS

| | | | |
|----------------------|-------------------------|--------|----------------|
| DESCRIPTION: | FURNISHINGS & EQUIPMENT | | |
| DATE ACQUIRED: | 7/01/2001 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 12/31/2011 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 2,023. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 2,023. | |
| | | | GAIN (LOSS) 0. |

| | | | |
|----------------------|-------------------------|--------|----------------|
| DESCRIPTION: | FURNISHINGS & EQUIPMENT | | |
| DATE ACQUIRED: | 12/31/2001 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 12/31/2011 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 9,435. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 9,435. | |
| | | | GAIN (LOSS) 0. |

| | | | |
|----------------------|--------------------|---------|---------------------|
| DESCRIPTION: | OFFICE FURNISHINGS | | |
| DATE ACQUIRED: | 2/20/2003 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 12/31/2011 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 14,500. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 12,428. | |
| | | | GAIN (LOSS) -2,072. |

| | | | |
|----------------------|------------|--------|----------------|
| DESCRIPTION: | CAMERA | | |
| DATE ACQUIRED: | 6/21/2001 | | |
| HOW ACQUIRED: | PURCHASE | | |
| DATE SOLD: | 12/31/2011 | | |
| TO WHOM SOLD: | | | |
| GROSS SALES PRICE: | | 0. | |
| COST OR OTHER BASIS: | | 4,968. | |
| BASIS METHOD: | COST | | |
| DEPRECIATION: | | 4,968. | |
| | | | GAIN (LOSS) 0. |

| | | |
|--------------------------------|----|---------|
| TOTAL GAIN (LOSS) OTHER ASSETS | \$ | -2,072. |
|--------------------------------|----|---------|

| | | |
|---|----|---------|
| TOTAL NET GAIN (LOSS) FROM NONINVENTORY SALES | \$ | -2,072. |
|---|----|---------|

EARTH FRIENDS

33-6234735

FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

MISCELLANEOUS EXPENSE

| | | |
|-------|----|------------|
| TOTAL | \$ | 30. |
| | \$ | <u>30.</u> |

FORM 990-EZ, PART II, LINE 24
OTHER ASSETS

FURNITURE AND FIXTURES

| | <u>BEGINNING</u> | <u>ENDING</u> |
|-------|------------------|---------------|
| | \$ 2,074. | \$ 0. |
| TOTAL | <u>\$ 2,074.</u> | <u>\$ 0.</u> |

EARTH FRIENDS

33-6234735

STATEMENT 1
SCHEDULE N, PART I, LIQUIDATION, TERMINATION, DISSOLUTION, OR SIGNIFICANT
DISPOSITION OF ASSETS

THE ACTIVITY OF EARTH FRIENDS HAS TERMINATED AND THE 2011 FORM 990-EZ IS BEING
PREPARED AS FINAL ACCORDING TO THE TERMS OF THE ATTACHED DOCUMENT LABELED
"TERMINATION OF EARTH FRIENDS."

RECORDS TO SUPPORT THE ORIGINAL ACQUISITION OF THE FURNITURE AND EQUIPMENT LISTED ON
THE ATTACHED DEPRECIATION SCHEDULE ARE NOT CURRENTLY AVAILABLE. ACCORDING TO THE
LIVES AND METHODS ON THE SCHEDULE, ALL OF THE ASSETS LISTED ON THE SCHEDULE SHOULD
HAVE BEEN FULLY DEPRECIATED AS OF 12/31/10. THE PHYSICAL LOCATION OF THE ASSETS
COULD NOT BE VERIFIED AND THEREFORE, IT APPEARS THAT THE ASSETS WERE DISPOSED PRIOR
TO 2011. NO EVIDENCE OF SALES PROCEEDS WAS FOUND WHICH WOULD INDICATE THAT THE
ASSETS WERE SOLD DURING 2011. THE ASSETS WERE REPORTED AS BEING DISPOSED ON
12/31/11 WITH NO PROCEEDS. AS A RESULT, THERE WERE NO ASSETS TO DISTRIBUTE AT THE
TERMINATION OF EARTH FRIENDS.

EARTH FRIENDS

33-6234735

| NO. | DESCRIPTION | DATE ACQUIRED | DATE SOLD | BUS. PCT. | COST/BASIS | CUR 179 BONUS | SPECIAL DEPR ALLOW | PRIOR 179 BONUS/SP DEPR | PRIOR DEC. BAL DEPR. | SALVAGE /BASIS REDUCT. | DEPR. BASIS | PRIOR DEPR. | METHOD | LIFE | RATE | CURRENT DEPR. |
|-----------------------------|-------------------------|---------------|-----------|-----------|------------|---------------|--------------------|-------------------------|----------------------|------------------------|-------------|-------------|----------|------|------|---------------|
| FORM 990/990-PF | | | | | | | | | | | | | | | | |
| FURNITURE AND FIXTURES | | | | | | | | | | | | | | | | |
| 1 | FURNISHINGS & EQUIPMENT | 7/01/01 | 12/31/11 | | 2,023 | | | | | | 2,023 | 2,023 | 200DB MQ | 5 | | 0 |
| 2 | FURNISHINGS & EQUIPMENT | 12/31/01 | 12/31/11 | | 9,435 | | | | | | 9,435 | 9,435 | 200DB MQ | 5 | | 0 |
| 3 | OFFICE FURNISHINGS | 2/20/03 | 12/31/11 | | 14,500 | | | | | | 14,500 | 12,428 | 200DB HY | 7 | | 0 |
| TOTAL FURNITURE AND FIXTURE | | | | | | | | | | | | | | | | |
| | | | | | 25,958 | 0 | 0 | 0 | 0 | 0 | 25,958 | 23,886 | | | | 0 |
| MACHINERY AND EQUIPMENT | | | | | | | | | | | | | | | | |
| 4 | CAMERA | 6/21/01 | 12/31/11 | | 4,968 | | | | | | 4,968 | 4,968 | 200DB MQ | 5 | | 0 |
| TOTAL MACHINERY AND EQUIPME | | | | | | | | | | | | | | | | |
| | | | | | 4,968 | 0 | 0 | 0 | 0 | 0 | 4,968 | 4,968 | | | | 0 |
| TOTAL DEPRECIATION | | | | | | | | | | | | | | | | |
| | | | | | 30,926 | 0 | 0 | 0 | 0 | 0 | 30,926 | 28,854 | | | | 0 |
| GRAND TOTAL DEPRECIATION | | | | | | | | | | | | | | | | |
| | | | | | 30,926 | 0 | 0 | 0 | 0 | 0 | 30,926 | 28,854 | | | | 0 |
| DEPRECIATION ASSETS SOLD | | | | | | | | | | | | | | | | |
| | | | | | 30,926 | 0 | 0 | 0 | 0 | 0 | 30,926 | 28,854 | | | | 0 |
| DEPR REMAINING ASSETS | | | | | | | | | | | | | | | | |
| | | | | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | 0 |

TERMINATION

OF

EARTH FRIENDS

The undersigned, Rick L. Flory, Dan Kosak, Bud Johnson, Patricia Lee Robert, Larry Ruggiero, and Ryan F. Christopher are the Trustees of Earth Friends (the "Foundation") created under that certain Irrevocable Trust Agreement dated December 1, 1998, as reformed by Court Order dated April 24, 2004 (the "Trust Agreement").

The Foundation is a charitable organization formed as a trust, established under the laws of the State of Arizona. It has been recognized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and as a "supporting organization" described in Section 509(a)(3) of the Code. The supported organizations of the Foundation are Community Foundation of Jackson Hole; Defenders of Wildlife; Earthjustice; Environmental Defense Fund; Greater Yellowstone Coalition, Inc.; National Parks Conservation Association; National Parks Foundation; National Wildlife Federation; National Resources Defense Council, Inc.; Nature Conservancy, Inc.; The Ocean Conservancy, Inc.; Western Wildlife Habitat Fund of the World Community Foundation, a division of Amar Inc./Infinity Foundation; and Wilderness Society.

In connection with an agreement reached with the Internal Revenue Service, the Foundation has agreed to terminate the Foundation as of December 31, 2011 and distribute all of its remaining assets to one or more charitable beneficiaries that (a) has been in existence for at least 60 months; (b) as to which Rick L. Flory is not a "disqualified person" as defined in Section 4958 of the Code; and, (c) as to which no member of Rick L. Flory's family or any related entities are allowed to recommend grants by such organizations.


Such termination is in accordance the terms of the Trust Agreement. Article 2, Section 2.4.1 of the Trust Agreement provides that the Trust shall terminate if, "the Trustees determine, in the Trustees' sole discretion, that continued administration of the Foundation is economically and financially impractical or that continued administration of the Foundation no longer fulfills the purposes of the Foundation." The Trustees have determined that it is economically and financially impractical to continue the administration of the Foundation and that it is therefore in the best interests of the Foundation to terminate effective as of December 31, 2011. The Foundation has given notice to the Arizona Attorney General that the Foundation will terminate as of December 31, 2011.

On or before December 31, 2011, the Foundation distributed its remaining assets to Nature Conservancy, Inc., such organization being a named charitable beneficiary of the Foundation that (a) has been in existence for at least 60 months; (b) as to which Rick L. Flory is not a "disqualified person" as defined in Section 4958 of the Internal Revenue Code; and, (c) as to which no member of Rick L. Flory's family or any related entities are allowed to recommend grants by such organization. After making such distribution to Nature Conservancy, Inc., as set forth above, the Foundation had no remaining assets. The Trustees verify that all known debts and liabilities of the Foundation have been provided for or paid.

The Trustees hereby terminate the Foundation.

Dated: December 31, 2011.

"Earth Friends"



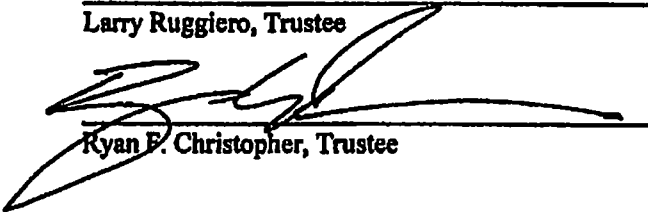
Rick Flory, Trustee

Dan Kosak, Trustee

Bud Johnson, Trustee

Patricia Lee Robert, Trustee

Larry Ruggiero, Trustee



Ryan F. Christopher, Trustee

401087007.2

The Trustees hereby terminate the Foundation.

Dated: December 31, 2011.

"Earth Friends"

Rick Flory, Trustee



Dan Kosak, Trustee

Bud Johnson, Trustee

Patricia Lee Robert, Trustee

Larry Ruggiero, Trustee

Ryan F. Christopher, Trustee

401087007.2

The Trustees hereby terminate the Foundation.

Dated: December 31, 2011.

"Earth Friends"

Rick Flory, Trustee

Dan Kosak, Trustee



Bud Johnson, Trustee

Patricia Lee Robert, Trustee

Larry Ruggiero, Trustee

Ryan F. Christopher, Trustee

401087007.2

The Trustees hereby terminate the Foundation.

Dated: December 31, 2011.

"Earth Friends"

Rick Flory, Trustee

Dan Kosak, Trustee

Bud Johnson, Trustee



Patricia Lee Robert, Trustee

Larry Ruggiero, Trustee

Ryan F. Christopher, Trustee

401087007.2

The Trustees hereby terminate the Foundation.

Dated: December 31, 2011.

"Earth Friends"

Rick Flory, Trustee

Dan Kosak, Trustee

Bud Johnson, Trustee

Patricia Lee Robert, Trustee



Larry Ruggiero, Trustee

Ryan F. Christopher, Trustee

401087007.2

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

| | | |
|---|---|--|
| Type or print <small>File by the due date for filing your return See instructions</small> | Name of exempt organization or other filer see instructions | Employer identification number (EIN) or |
| | EARTH FRIENDS | <input checked="" type="checkbox"/> 33-6234735 |
| | Number, street and room or suite number If a P O box see instructions | Social security number (SSN) |
| | P.O. BOX 15175 | <input type="checkbox"/> |
| | City town or post office, state, and ZIP code For a foreign address, see instructions | |
| | SCOTTSDALE, AZ 85267-5175 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 01

| 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 (section 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 ▶ GAINTNER BANDLER REED & PETERS -----

Telephone No. ▶ (602) 381-0381 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above

The extension is for the organization's return for

▶ calendar year 20 11 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

| | | | |
|--|----|----|----|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | 3a | \$ | 0. |
| 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 | \$ | 0. |
| 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. |

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