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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>New Earth Foundation, Inc</b>		<b>A Employer identification number</b> 86-0865717
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (800) 839-1754
<b>Foundation Source 501 Silverside Rd</b>		
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2 Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 1,497,811	<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>

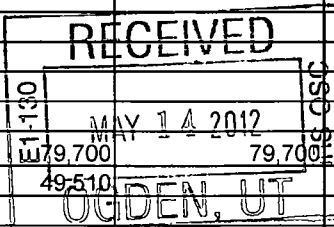
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	127	127		
	<b>4</b> Dividends and interest from securities	39,039	39,039		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	40,534			
	<b>b</b> Gross sales price for all assets on line 6a	726,239			
	<b>7</b> Capital gain net income (from Part IV, line 2)		40,534		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	79,700	79,700			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				49,510
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	65,970			65,970
	<b>b</b> Accounting fees (attach schedule)	150			150
	<b>c</b> Other professional fees (attach schedule)	14,661	14,661		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	236			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	458			458
	<b>22</b> Printing and publications	76			76
	<b>23</b> Other expenses (attach schedule)	19,468	1,643		17,825
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	150,529	16,304		133,989
	<b>25</b> Contributions, gifts, grants paid				
<b>26 Total expenses and disbursements</b> Add lines 24 and 25	150,529	16,304		133,989	
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-70,829				
<b>b Net investment income</b> (if negative, enter -0-)		63,396			
<b>c Adjusted net income</b> (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

SCANNED MAY 23 2012



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	109,865	47,616	47,616	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	1,489,027	1,401,556	1,346,872	
	c	Investments—corporate bonds (attach schedule)	25,840	102,211	101,612	
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		2,520	1,711		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,624,732	1,553,903	1,497,811		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,624,732	1,553,903		
	30	<b>Total net assets or fund balances</b> (see instructions)	1,624,732	1,553,903		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,624,732	1,553,903		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,624,732
2	Enter amount from Part I, line 27a	2	-70,829
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,553,903
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,553,903

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly-traded Securities</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 726,239		685,705	40,534	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			40,534	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	40,534	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		<b>3</b>		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	147,365	481,398	0.306119
2009	123,382	458,400	0.269158
2008	88,031	725,475	0.121343
2007	6,438	1,916,597	0.003359
2006	8,638	2,016,964	0.004283
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.704262
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.140852
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 1,598,085
<b>5</b> Multiply line 4 by line 3			<b>5</b> 225,093
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 634
<b>7</b> Add lines 5 and 6			<b>7</b> 225,727
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 133,989

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,268
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,268
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,268
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	200	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	200	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,068	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ, CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ <u>Foundation Source</u> Telephone no ▶ <u>(800) 839-1754</u>			
	Located at ▶ <u>501 Silverside Road, Suite 123 Wilmington DE</u> ZIP+4 ▶ <u>19809-1377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011 )	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			
	00			

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

☒

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fennemore Craig, P.C. 3003 North Central Ave, Ste 2600, Phoenix, AZ 85012	Legal Services	60,000

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	
<b>Total.</b> Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,567,667
<b>b</b>	Average of monthly cash balances	<b>1b</b>	54,754
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,622,421
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,622,421
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	24,336
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,598,085
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	79,904

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	79,904
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,268
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,268
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	78,636
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	78,636
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	78,636

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	133,989
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	133,989
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	133,989

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				78,636
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	26,897			
<b>d</b> From 2009	100,712			
<b>e</b> From 2010	123,617			
<b>f</b> Total of lines 3a through e	251,226			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 133,989				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				78,636
<b>e</b> Remaining amount distributed out of corpus	55,353			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	306,579			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	306,579			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	26,897			
<b>c</b> Excess from 2009	100,712			
<b>d</b> Excess from 2010	123,617			
<b>e</b> Excess from 2011	55,353			



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
<b>Total</b>			<b>▶ 3a</b>	<b>0</b>
<b>b</b> Approved for future payment				
<b>Total</b>			<b>▶ 3b</b>	<b>0</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	127	
4	Dividends and interest from securities			14	39,039	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	40,534	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		79,700	0
13	Total. Add line 12, columns (b), (d), and (e)				13 79,700	

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

TOTAL:		65,970	0	0	65,970
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	General Governance Matters and Counseling	65,970	0	0	65,970
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16b - Accounting Fees

TOTAL:		150	0	0	150
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Accounting Services	150	0	0	150
2					
3					
4					
5					
6					
7					
8					
9					
10					



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

		TOTAL:					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Investment Management Services	14,661	14,661	0	0		
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

		<b>TOTAL:</b>					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Estimated Tax for 2011	200	0	0	0		
2	Excise Tax for 2010	36	0	0	0		
3							
4							
5							
6							
7							
8							
9							
10							

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

TOTAL:					19,468	1,643	0	17,825
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	14,213	0	0	14,213			
2	Bank Charges	1,643	1,643	0	0			
3	State or Local Filing Fees	320	0	0	320			
4	Foundation Dues & Memberships	1,190	0	0	1,190			
5	Office Supplies	647	0	0	647			
6	Postage	18	0	0	18			
7	Premium payment for Indemnification Insurance	753	0	0	753			
8	Tangible Personal Property Carrying Costs	429	0	0	429			
9	Website Monthly Maintenance	255	0	0	255			

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

		TOTAL:		1,401,556		1,346,872	
	Description	Shares	Book Value End of Year	FMV End of Year			
1	AGILENT TECHNOLOGIES INC (A)	200	7,425	6,986			
2	ALERE INC PB (ALR PB)	71	16,133	14,910			
3	ANNALY MTG MGMT INC. COM (NLV)	825	14,747	13,167			
4	APACHE CORPORATION (APA)	100	11,037	9,058			
5	APPLE INC. (AAPL)	20	6,797	8,100			
6	BANK OF AMERICA CORP (BAC)	1,267	14,045	7,045			
7	BAXTER INTERNATIONAL INC. (BAX)	175	8,723	8,659			
8	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM (BIG)	270	8,813	10,195			
9	CALVERT SOCIAL INVEST BD PORTF CL I (CBDIX)	5,155	80,546	81,393			
10	CISCO SYSTEMS INC (CSCO)	280	5,534	5,062			
11	CLOROX CO (CLX)	75	4,691	4,992			
12	CYPRESS SEMICONDUCTR (CY)	295	6,377	4,983			
13	DEVON ENERGY CORPORATION (DVN)	135	9,848	8,370			
14	DOUBLELINE TOTAL RETURN BOND (DBLTX)	3,063	34,124	33,787			
15	EATON VANCE EMERGING MARKETS (EEIIX)	4,123	42,553	38,841			
16	FORWARD COMMODITY LONG/SHORT STRATEGY FD INSTI CL (FCMLX)	1,734	47,469	46,935			
17	GAMESTOP CORP (GME)	260	5,326	6,274			
18	GOOGLE INC CL A (GOOG)	14	8,000	9,043			
19	HEWLETT PACKARD CO (HPQ)	165	6,980	4,250			
20	HILLTOP HOLDINGS (HTH)	820	8,289	6,929			
21	HOPFED BANCORP INC (HFBC)	523	4,667	3,373			
22	ING GLOBAL REAL ESTATE FUND CLASS I (IGLIX)	979	15,134	14,683			
23	INTERNATIONAL BUSINESS MACHINES (IBM)	50	7,267	9,194			
24	ISHARES MSCI KLD 400 SOCIAL INDEX FUND (DSI)	2,610	120,885	122,382			
25	ISHARES MSCI USA ESG SELECT SOCIAL INDEX FD. (KLD)	2,185	119,392	120,241			
26	JANUS CAPITAL GROUP INC (JNS)	700	4,715	4,417			
27	JOHNSON & JOHNSON (JNJ)	105	6,568	6,886			
28	LASALLE HOTEL PROPERTIES PRFD 'E' (LHO-PE)	510	11,996	12,980			
29	MASCO CORP (MAS)	785	11,082	8,227			
30	MCDONALD'S CORP (MCD)	75	5,768	7,525			
31	MEDTRONIC INC (MDT)	260	9,026	9,945			
32	PALL CP (PLL)	95	4,550	5,429			
33	PARNASSUS INCOME TRUST FIXED INCOME FUND (PRFIX)	3,854	66,038	67,565			
34	PAX WORLD HIGH YIELD BOND-IN (PXHIH)	4,673	35,539	33,504			
35	PAX WORLD INTERNATIONAL FD INSTI CL (PXNIX)	14,676	131,253	108,746			
36	PERFORMANCE TRUST TOTAL RETURN (PTIAX)	1,612	33,454	33,799			
37	PHOSPHATE HOLDINGS INC (PHOS.PK)	657	6,595	3,942			
38	PIMCO FUNDS LOW DURATION FUND III (PLDIX)	18,649	182,381	182,950			
39	PIMCO FUNDS TOTAL RETURN FUND III INSTITUTIONAL (PTSAX)	10,815	102,894	103,390			
40	PROCTER GAMBLE CO (PG)	110	6,946	7,338			
41	QUALCOMM INC (QCOM)	145	6,994	7,932			

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

		<b>TOTAL:</b>			1,401,556	1,346,872
	Description	Shares	Book Value End of Year	FMV End of Year		
42	RIMAGE CORPORATION (RIMG)	370	6,157	4,163		
43	SANDRIDGE ENERGY INC (SD)	815	5,693	6,650		
44	SPRINT NXLTEL CP (S)	3,430	11,638	8,026		
45	STREETTRACKS GOLD SHARES (GLD)	90	15,860	13,679		
46	SYNOPSYS, INC (SNPS)	325	8,637	8,840		
47	T. ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND (TREBX)	2,201	21,371	19,700		
48	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	3,489	35,541	33,634		
49	TEMPLETON GLOBAL BD (TGBAX)	2,613	35,244	32,321		
50	THERMO FISHER SCIENTIFIC INC (TMO)	125	6,283	5,621		
51	TRANSATLANTIC PETROLEUM LTD (TAT)	2,670	7,543	3,498		
52	WALT DISNEY HOLDINGS CO (DIS)	195	6,988	7,313		

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

<b>TOTAL:</b>				102,211	101,612
	Description	Shares	Book Value End of Year	FMV End of Year	
1	BARCLAYS BANK PLC NOTE - 0.000% - 06/18/2012 (06738KKG5)	31,249	30,327	29,433	
2	DEUTSCHE BK AG GLBL MTN BK 01/13/2012 (2515A1BW0)	38,470	39,454	39,986	
3	GOLDMAN SACHS EM EQUITY 1/25/2013 (GS1252013)	32,430	32,430	32,193	
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:			2,520	1,711
	Asset Description	Book Value End of Year	FMV End of Year	
1	IRAQI DINARS	2,520	1,711	
2				
3				
4				
5				
6				
7				
8				
9				
10				

**New Earth Foundation, Inc.**  
**EIN: 86-0865717**  
**Taxable Year Ending December 31, 2011**

**Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2011**

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

- |             |   |  |
|-------------|---|--|
| (i)         | <b>Grantee</b>  | World Survival Foundation<br>P.O. Box 2488<br>Sedona, AZ 86339   |
| (ii)        | <b>Date &amp;<br/>Amount of<br/>Grants</b>                      | December 12, 2008    \$7,500<br>March 8, 2010        \$7,500<br><br>The above grants constitute both installments of a two part grant in the amount of \$7,500 per year.   |
| (iii)       | <b>Purpose of<br/>Grant<br/>Grant</b>                           | To fund the World Survival Foundation Inc.'s global warming awareness project, GENISIS.  |
| (iv) & (vi) | <b>Reports of<br/>Amounts<br/>Expended &amp;<br/>Diversions</b> | World Survival Foundation, Inc. submitted a report dated May 31, 2009 indicating that it had not expended any of the December 2008 grant funds as of the end of its fiscal year ending December 31, 2008. A report dated July 9, 2010 was submitted indicating that they had expended all of the December 2008 grant funds as of the end of its fiscal year ending December 31, 2009. In respect of such partial expenditure, to the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.<br><br>The Foundation has attempted numerous times to obtain a final report from World Survival Foundation, Inc. with respect to the remaining funds, but has not been able to obtain such report. Per Section 53.4945-5(e)(2) of the Treasury Regulations, the failure of World Survival Foundation, Inc. to submit the final report will not result in a taxable expenditure for the Foundation because the Foundation (i) made the grant in accordance with paragraph (b) of said section of the Regulations, (ii) has complied with the reporting requirements contained in paragraph (d) of said section of the Regulations, (iii) made a reasonable effort to obtain the required report, and (iv) will withhold all future payments on this grant and on any other grant to this same grantee until such report is furnished. |
| (vii)       | <b>Verification</b>   | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.  |



**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

TOTAL: 49,510 0 0										
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	David Belskis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	CEO / President / Director	30	32,190	0	0
2	Bara Loveland	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	16	0	0	0
3	John B Loveland	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Chairman / Director / Treasurer	5	4,360	0	0
4	Debra May	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director / Secretary	16	12,960	0	0
5										
6										
7										
8										
9										
10										