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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

Environment Now

Number and street (or P O box number if mail is not delivered to street address)

12400 Wilshire Blvd.

Room/suite

650

City or town, state, and ZIP code

Los Angeles, CA 90025

G Check all that apply

<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

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)J Accounting method  
 Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 29,688,067. (Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	61,655.	61,655.		Statement 1
5a	Gross rents	972,558.	972,558.		Statement 2
b	Net rental income or (loss)	28,267.	28,267.		Statement 3
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	224,592.			
7	Capital gain net income (from Part IV, line 2)		224,592.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	15,000.	15,000.	0.	Statement 4
12	Total. Add lines 1 through 11	1,302,072.	1,302,072.	0.	
13	Compensation of officers, directors, trustees, etc	162,397.	0.	0.	162,397.
14	Other employee salaries and wages	204,596.	0.	0.	204,596.
15	Pension plans, employee benefits	7,867.	0.	0.	7,867.
16a	Legal fees Stmt 5	2,232.	0.	0.	2,232.
b	Accounting fees Stmt 6	4,600.	0.	0.	4,600.
c	Other professional fees Stmt 7	15,626.	REMOVED	0.	12,876.
17	Interest Stmt 8	70,030.	NOV 20 2012	0.	70,030.
18	Taxes	1,233.	IRS OSC	0.	
19	Depreciation and depletion	137,185.	0.	0.	137,185.
20	Occupancy	22,719.	OGDEN, UT	0.	22,719.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 9	335,120.	130,147.	0.	204,973.
24	Total operating and administrative expenses. Add lines 13 through 23	963,605.	132,897.	0.	829,475.
25	Contributions, gifts, grants paid	1,791,038.			1,791,038.
26	Total expenses and disbursements. Add lines 24 and 25	2,754,643.	132,897.	0.	2,620,513.
27	Subtract line 26 from line 12	<1,452,571.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,169,175.		
c	Adjusted net income (if negative, enter -0-)			0.	

<b>Part II</b> <b>Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		<b>Beginning of year</b>	<b>End of year</b>	
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
	1 Cash - non-interest-bearing	222,161.	59,608.	59,608.
	2 Savings and temporary cash investments	83,477.	15,477.	15,477.
	3 Accounts receivable ► 13,134.	3,134.	13,134.	13,134.
	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			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	36,401.	34,801.	34,801.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 11	22,655,954.	19,106,562.	19,106,562.
	c Investments - corporate bonds Stmt 12	5,625,504.	2,316,127.	2,316,127.
	11 Investments - land, buildings, and equipment basis ► 168,486.	36,330.	35,097.	35,097.
	Less accumulated depreciation ► 133,389.			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 13	3,931,219.	8,107,261.	8,107,261.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers)	32,594,180.	29,688,067.	29,688,067.
Liabilities	17 Accounts payable and accrued expenses	1,553.	4,285.	
	18 Grants payable	65,000.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ► Statement 14)	67,887.	123,200.	
	23 Total liabilities (add lines 17 through 22)	134,440.	127,485.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	32,459,740.	29,560,582.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input 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			
	30 Total net assets or fund balances	32,459,740.	29,560,582.	
	31 Total liabilities and net assets/fund balances	32,594,180.	29,688,067.	

**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 32,459,740.
2 Enter amount from Part I, line 27a	2 <1,452,571.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 31,007,169.
5 Decreases not included in line 2 (itemize) ►	5 1,446,587.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 29,560,582.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a Northern Trust			P		
b Luminous			P		
c AG Private Equity (K1)			P		
d AG Advisors			P		
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 4,005.			3,953.	52.	
b 3,840.				3,840.	
c 883,995.			663,313.	220,682.	
d 2,644,419.			2,644,401.	18.	
e Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				52.	
b				3,840.	
c				220,682.	
d				18.	
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	224,592.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,833,967.	30,723,219.	.059693
2009	2,303,681.	27,636,299.	.083357
2008	3,246,037.	27,178,439.	.119434
2007	2,664,232.	39,052,890.	.068221
2006	2,779,377.	36,863,718.	.075396

2 Total of line 1, column (d)

2 .406101

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .081220

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 30,800,734.

5 Multiply line 4 by line 3

5 2,501,636.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 11,692.

7 Add lines 5 and 6

7 2,513,328.

8 Enter qualifying distributions from Part XII, line 4

8 2,620,513.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	11,692.
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	11,692.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	0.
6	<b>Credits/Payments</b>	11,692.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	32,000.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	32,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	► 9
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► 10 20,308.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ► 0. Refunded ► 11 20,308.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA	
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 <i>General Instruction G</i> ? If "No," attach explanation	
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	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

**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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <a href="http://www.environmentnow.org">www.environmentnow.org</a>	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► Robert G. Wells - Environment Now Telephone no ► (310) 829-5568 Located at ► 12400 Wilshire Blvd., Suite 650, Los Angeles, CA ZIP+4 ► 90025			
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	15	<input type="checkbox"/>	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>	No 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 type="checkbox"/>	Yes <input checked="" 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 ►	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 ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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 ►		
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)?  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)?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? **See Statement 16** 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.***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?

N/A

**5b**  X**6b**  X**7b** **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.

(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 Statement 15		157,020.	5,377.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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
Caryn Mandelbaum - 12400 Wilshire Blvd., Suite 650, Los Angeles, CA	Freshwater Program Director 40.00	81,600.	0.	0.
Douglas Loyd Bevington - 12400 Wilshire Blvd., Suite 650, Los	Forest Program Director 40.00	66,300.	0.	0.
Wanda Jenkins - 12400 Wilshire Blvd., Suite 650, Los Angeles, CA	Office Manager 40.00	52,333.	0.	0.

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

► 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

**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	
See Statement 17	2,620,513.
2	
3	
4	

**Part IX-B** **Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
3	
All other program-related investments See instructions	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	30,871,315.
b Average of monthly cash balances	1b	398,466.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	31,269,781.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	31,269,781.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	469,047.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,800,734.
6 Minimum investment return. Enter 5% of line 5	6	1,540,037.

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

1 Minimum investment return from Part X, line 6	1	1,540,037.
2a Tax on investment income for 2011 from Part VI, line 5	2a	11,692.
b Income tax for 2011 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	11,692.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,528,345.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,528,345.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,528,345.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,620,513.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,620,513.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	11,692.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,608,821.

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
1 Distributable amount for 2011 from Part XI, line 7				1,528,345.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2010 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,806,541.			
b From 2007	2,696,022.			
c From 2008	3,257,597.			
d From 2009	2,314,978.			
e From 2010	1,833,967.			
f Total of lines 3a through e	12,909,105.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,620,513.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions) **	2,620,513.			
d Applied to 2011 distributable amount	0.			0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	1,528,345.			1,528,345.
6 Enter the net total of each column as indicated below:	14,001,273.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,278,196.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,723,077.			
10 Analysis of line 9				
a Excess from 2007	2,696,022.			
b Excess from 2008	3,257,597.			
c Excess from 2009	2,314,978.			
d Excess from 2010	1,833,967.			
e Excess from 2011	2,620,513.			

\*\* See Statement 18



## 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 Paid during the year</b>				
Various Payees (See Attached Schedules) 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025				1,791,038.
<b>Total</b>				► 3a 1,791,038.
<b>b Approved for future payment</b>				
None				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	61,655.	
4 Dividends and interest from securities			14	972,558.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	28,267.	
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	224,592.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Revolving Settlement			01	15,000.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,302,072.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		1,302,072.

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

**(1) Cash**

- (2) Other assets**
- b Other transactions**
  - (1) Sales of assets to a noncharitable exempt organization**
  - (2) Purchases of assets from a noncharitable exempt organization**
  - (3) Rental of facilities, equipment, or other assets**
  - (4) Reimbursement arrangements**
  - (5) Loans or loan guarantees**
  - (6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

### Signature of author: John H. Lewis

1/14/12 CFC  
Date Title

May the IRS discuss this return with the preparer shown below (see Instr.)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Carmen D. Mosley, CPA</b>	Preparer's signature 	Date <b>1/13/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00475769</b>
	Firm's name ► <b>Harrington Group CPAs, LLP</b>			Firm's EIN ► <b>95-4557617</b>	
	Firm's address ► <b>234 East Colorado Blvd., Suite M150 Pasadena, CA 91101</b>			Phone no	<b>(626) 403-6801</b>

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Interest Income - Various Accounts	61,655.
Total to Form 990-PF, Part I, line 3, Column A	61,655.

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividend Income - Various Accounts	972,558.	0.	972,558.
Total to Fm 990-PF, Part I, ln 4	972,558.	0.	972,558.

## Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
	1	28,267.
Total to Form 990-PF, Part I, line 5a		28,267.

## Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Revolving Settlement	15,000.	15,000.	0.
Total to Form 990-PF, Part I, line 11	15,000.	15,000.	0.

## Form 990-PF

## Legal Fees

## Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	2,232.	0.	0.	2,232.
To Fm 990-PF, Pg 1, ln 16a	2,232.	0.	0.	2,232.

## Form 990-PF

## Accounting Fees

## Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	4,600.	0.	0.	4,600.
To Form 990-PF, Pg 1, ln 16b	4,600.	0.	0.	4,600.

## Form 990-PF

## Other Professional Fees

## Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultants	7,481.	2,750.	0.	4,731.
Computer Support	8,145.	0.	0.	8,145.
To Form 990-PF, Pg 1, ln 16c	15,626.	2,750.	0.	12,876.

## Form 990-PF

## Taxes

## Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Taxes	61,914.	0.	0.	61,914.
Excise Taxes	8,116.	0.	0.	8,116.
To Form 990-PF, Pg 1, ln 18	70,030.	0.	0.	70,030.

## Form 990-PF

## Other Expenses

## Statement 9

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Marketing & Communications	9,265.	0.	0.	9,265.
Office Supplies	4,129.	0.	0.	4,129.
Telephone	12,618.	0.	0.	12,618.
Miscellaneous	1,011.	0.	0.	1,011.
Litigation Support	125,000.	0.	0.	125,000.
Repairs and Maintenance	8,133.	0.	0.	8,133.
Insurance	6,061.	0.	0.	6,061.
Dues & Subscriptions	6,827.	0.	0.	6,827.
Postage & Delivery	2,031.	0.	0.	2,031.
Outside Contractors	7,020.	0.	0.	7,020.
Investment Expense	130,147.	130,147.	0.	0.
Discretionary Expense	66.	0.	0.	66.
Bank Charges	6.	0.	0.	6.
Meals	7,079.	0.	0.	7,079.
Office Equipment	857.	0.	0.	857.
Copier Contract and Supplies	8,013.	0.	0.	8,013.
Program Expense	2,086.	0.	0.	2,086.
Utilities	4,771.	0.	0.	4,771.
To Form 990-PF, Pg 1, ln 23	335,120.	130,147.	0.	204,973.

## Form 990-PF

## Other Decreases in Net Assets or Fund Balances

## Statement 10

Description	Amount
Unrealized Gain/Loss	1,388,036.
Prior Year Adjustment	58,551.
Total to Form 990-PF, Part III, line 5	1,446,587.

## Form 990-PF

## Corporate Stock

## Statement 11

Description	Book Value	Fair Market Value
Northern Trust	519.	519.
Westcliff International Fund	1,140,538.	1,140,538.
Charles Schwab	12,228,077.	12,228,077.
Charles Schwab	2,230,607.	2,230,607.
AG Advisors	0.	0.

Environment Now		95-4247242
Straus Healthcare	2,291,105.	2,291,105.
Arglye Street	1,215,716.	1,215,716.
Total to Form 990-PF, Part II, line 10b	19,106,562.	19,106,562.

Form 990-PF	Corporate Bonds	Statement 12
Description		Fair Market Value
Pimco	Book Value	
Charles Schwab	1,522,134.	1,522,134.
	793,993.	793,993.
Total to Form 990-PF, Part II, line 10c	2,316,127.	2,316,127.

Form 990-PF	Other Investments	Statement 13
Description	Valuation Method	Fair Market Value
AG Private Equity Partners II	FMV	2,339,958.
AG Private Equity Partners IV	FMV	1,835,090.
Luminous Capital Senior Credit	FMV	0.
Makena Capital Mgmt	FMV	2,382,227.
Rimrock	FMV	1,549,986.
Total to Form 990-PF, Part II, line 13		8,107,261.

Form 990-PF	Other Liabilities	Statement 14
Description	BOY Amount	EOY Amount
Accrued Vacation	14,859.	14,859.
Deferred Excise Tax Liability	53,028.	53,028.
Due to/from CRA	0.	55,313.
Total to Form 990-PF, Part II, line 22	67,887.	123,200.

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Terry O'Day 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	Executive Director 40.00	115,068.	0.	0.
Robert Wells 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	CFO/VP/Sec 16.00	41,952.	5,377.	0.
Kevin Wells 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	President 1.00	0.	0.	0.
Paul Heeschen 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	Treasurer 1.00	0.	0.	0.
Luanne Wells 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	Director 1.00	0.	0.	0.
Dan Emmett 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	Director 1.00	0.	0.	0.
Mary Nichols 12400 Wilshire Blvd., Suite 650 Los Angeles, CA 90025	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		157,020.	5,377.	0.

Form 990-PF

Expenditure Responsibility Statement  
Part VII-B, Line 5c

Statement 16

## Grantee's Name

Proyecto Fronterizo de Educacion Ambiental A.C.

## Grantee's Address

Paseo Estrella del Mar #1025-2A, Secc. Coronado, Playas  
Playas de Tijuanna, B.C., MEXICO, 22504

Grant Amount	Date of Grant	Amount Expended
30,000.	03/07/11	30,000.

## Purpose of Grant

Water quality monitoring program

## Dates of Reports by Grantee

10/20/11, 5/1/12

## Any Diversion by Grantee

None

## Results of Verification

N/A

Activity One

Through the issuance of grants and contributions totalling \$1,791,038, Environment Now is an active leader in creating measurably effective environmental programs to protect and restore California's environment. Programs focus on preserving and restoring coastal, freshwater and forest ecosystems as well as improving air quality and urban sustainability.

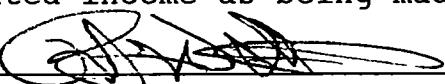
	Expenses
To Form 990-PF, Part IX-A, line 1	<u>2,620,513.</u>

Form 990-PF

Election Under Regulations Section  
53.4942(a)-3(d)(2) to Treat  
Excess Qualifying Distributions  
as Distributions out of Corpus

Statement 18

Pursuant to IRC Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the foundation hereby elects to treat current year qualifying distributions in excess of the immediate preceding tax year's undistributed income as being made out of corpus.

Signed: 

Name and Title: Robert S. Welch - VP

**Environment Now**  
**95-4247242**  
**Form 990PF - Part XV**  
**2011 Schedule of Grants and Contributions Paid During the Year**  
**Grants**

Name	Address	Amount
<b>Battle Creek Alliance</b>		
32065 Rock Creek Road		
Manton, CA 96059		
Purpose. Forestry campaign		15,000
<b>California Coastkeeper Alliance</b>		
268 Bush Street, #4313		
San Francisco, CA 94104-3503		
Purpose Clean Water, Healthy Seas Initiative		40,000
<b>California Sportfishing Protection Alliance</b>		
3526 Rainer Ave		
Stockton, CA 95204		
Purpose Rancho Cordova stormwater enforcement		30,000
<b>Center for Biological Diversity</b>		
P O. Box 710		
Tucson, AZ		
Purpose Biomass Project		30,000
Forestry legal program support		30,000
Tejon Ranch support		30,000
Climate report		5,000
<b>Center for Biological Diversity</b>		
351 California Street, Suite 600		
San Francisco, CA 94104		
Purpose. California Water Program support		60,000
<b>Center for Sierra Nevada Conservation</b>		
P O. Box 603 Georgetown, CA 95634		
Georgetown, CA 95634		
Purpose Litigation support		450

**Environment Now**  
**95-4247242**  
**Form 990PF - Part XV**  
**2011 Schedule of Grants and Contributions Paid During the Year**

**Conservation Congress**

P O Box 2076

Livingston, MT 59047

Purpose. Litigation support 27,500

**Ebbetts Pass Forest Watch**

P.O Box 2862

Arnold, CA 95223

Purpose. Forest Watch 10,000

**Environmental Protection Information Center**

145 G Street, Suite A

Arcata, CA 95521

Purpose Habitual protection 20,000

**Firefighters United for Safety, Ethics and Ecology**

2852 Willamette #125

Eugene, OR 97405

Purpose Wildland fire public education 10,000

**Friends of the River**

1418 20th Street, Suite 100

Sacramento, CA 95814

Purpose CEQA litigation 18,000

**Food & Water Watch**

25 Stillman Street, Suite 200

San Francisco, CA 94107

Purpose. Ocean water desalination project 5,000

**Fund for Wild Nature**

P.O Box 900

Kelso, WA 98626

Purpose. Study impact of fire of wildlife 6,000

**Environment Now**  
**95-4247242**  
**Form 990PF - Part XV**  
**2011 Schedule of Grants and Contributions Paid During the Year**

**GEOS Instuite**

84 Fourth Street  
Ashland, OR 97520

Purpose: Fire science research 19,000

2300 Wisconsin Ave., NW, Suite 3008

Washington, DC 20007

Purpose: Biomass report 5,000

**International Community Foundation**

2505 N Avenue  
National City, CA 91950

Purpose: Support for Baja California Waterkeepers 66,150

**John Muir Project/Earth Island Institute**

P O Box 697  
Cedar Ridge, CA 95924  
Purpose: Support for research program 45,000  
Support for legal program 45,000

**Los Padres Forest Watch**

P O Box 831  
Santa Barbara, CA 93102  
Purpose: General operating support 5,000

**Natural Resources Defense Council**

111 Sutter Street, 20th Floor  
San Francisco, CA 94104  
Purpose: Support for California water project 45,000  
Support for takings litigation 13,000

**Natural Resources Defense Council**

1314 Second Street  
Santa Monica, CA 90401  
Purpose: Water use efficiency project 55,000

**Environment Now**

**95-4247242**

**Form 990PF - Part XV**

**2011 Schedule of Grants and Contributions Paid During the Year**

**Orange County Coastkeeper**

3151 Airway Ave, Ste F-110

Costa Mesa, CA 92626

Purpose Desalination campaign 25,000

**Planning and Conservation League Foundation**

1107 9th Street, Suite 360

Sacramento, CA 95814

Purpose Quantive Settlement Agreement brief 5,000  
California Water Plan Summit 10,000

**Proyecto Fronterizo de Educacion Ambiental A.C.**

Paasep Estrella del Mar #1025-2A

Secc. Coronado, Playas

Playas de Tijuanna, B C 22504

Purpose Water quality monitoring program 30,000

**San Diego Coastkeeper**

2825 Dewey Road, Ste 200

San Diego, CA 92106

Purpose Recycled water campaign 15,000

**Santa Clarita Organization for Planning the Environment**

PO Box 1182

Santa Clarita, CA 91386

Purpose Santa Clara River protection 3,000

**The Bay Institute**

695 DeLong Avenue, Suite 100

Novato, CA 94945

Purpose Central Valley water project 20,000

**The Ocean Foundation**

Pro Peninsula/The Ocean Foundation

1990 M Street, NW, Suite 250 3,000

Washington, DC 20036

Purpose. Conservation Science Symposium

**Environment Now  
95-4247242  
Form 990PF - Part XV  
2011 Schedule of Grants and Contributions Paid During the Year**

**Trees Foundation**

PO Box 2202  
Redway, CA 95560 10,000  
Purpose Sierra Nevada forest protection

**Waterkeeper Alliance**

17 Battery Place, Suite 1329  
New York, NY 10004 14,213  
Purpose 2011 conference support

**Total Grants** **770,313**

**Environment Now**  
**95-4247242**  
**Form 990PF - Part XV**  
**2011 Schedule of Grants and Contributions Paid During the Year**

**Contributions**

<b>Name and Address</b>	<b>Amount</b>
<b>California League of Conservation Voters</b> 350 Frank H Ogawa Plaza, Suite 11 Oakland, CA 94612	1,500
<b>Community Partners fbo Move LA</b> 1000 N Alameda Street, Ste. 240 Los Angeles, CA 90012	5,000
<b>Coro Southern California</b> 1000 N Alameda St , Suite 240 Los Angeles, CA 90012	1,500
<b>East Yard Communities for Environmental Justice/ Social and Environmental Entrepreneurs</b> 2317 Atlantic Blvd City of Commerce, CA 90040	250
<b>Fund for Wild Nature</b> 5663 Rose Valley Road Kelso, WA 98626	1,000
<b>Heal the Bay</b> 1444 9th Street Santa Monica, CA 90401	1,000
<b>Los Angeles League of Conservation Voters</b> P O Box 2173 Arcadia, CA 91077	150
<b>Los Angeles River Revitalization</b> 570 West Avenue 26, Suite 475 Los Angeles, CA 90065	2,500
<b>Los Angeles Sustainability Coalition</b> 5666 Jed Smith Road Calabasas, CA 91302	1,000
<b>Orange County CoastKeeper</b> 3151 Airway Ave, Ste F-110 Costa Mesa, CA 92626	1,200

**Environment Now**

**95-4247242**

**Form 990PF - Part XV**

**2011 Schedule of Grants and Contributions Paid During the Year**

**Planning & Conservation League**

1107 9th Street, Suite 360 1,500  
Sacramento, CA 95814

**San Diego Coastkeeper**

2825 Dewey Road, Suite 200 1,000  
San Diego, CA 92106

**Santa Barbara Channelkeeper**

714 Bond Avenue 1,000  
Santa Barbara, CA 93103

**Santa Monica Baykeeper**

120 Broadway, Suite 105 1,600  
Santa Monica, CA 90401

**Stanford University**

450 Serra Mall 1,000,025  
Stanford, CA

**The Bay Institute**

695 Delong Ave , Suite 100 500  
Novato, CA 94945

**1,020,725**

**Total Contributions**

**1,791,038**

***Total Grants and Contributions***

- 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  Environment Now	Employer identification number (EIN) or  <input checked="" type="checkbox"/> 95-4247242
	Number, street, and room or suite no. If a P.O. box, see instructions. 12400 Wilshire Blvd., No. 650	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Los Angeles, CA 90025	

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

0 4

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

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

Robert G. Wells - Environment Now

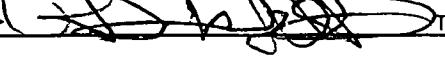
- The books are in the care of ► 12400 Wilshire Blvd., Suite 650 - Los Angeles, CA 90025  
Telephone No ► (310) 829-5568 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit 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 November 15, 2012.
- 5 For calendar year 2011, or other tax year beginning  and ending .
- 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  
We are currently working with our accountant to compile our financial information for the year ended 12/31/11. We will file the return as soon as possible.

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	\$ 11,692.
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	\$ 32,000.
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	\$ 0.

**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 ►  Title ► CFO

Date ► 11/14/12

Form 8868 (Rev. 1-2012)