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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2011Open to Public
Inspection**A For the 2011 calendar year, or tax year beginning** JUL 1, 2011 **and ending** JUN 30, 2012**B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

EARTHSHARE

Doing Business As

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

7735 OLD GEORGETOWN ROAD

Room/suite
900

City or town, state or country, and ZIP + 4

BETHESDA, MD 20814

F Name and address of principal officer: KALMAN STEIN

7735 OLD GEORGETOWN RD, BETHESDA, MD 20814

D Employer identification number

52-1601960

E Telephone number

(240) 333-0300

G Gross receipts \$

11,187,816.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No**H(b) Are all affiliates included?** ☐ Yes ☐ No

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

H(c) Group exemption number ▶**I Tax-exempt status:** ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**J Website:** ▶ WWW.EARTHSHARE.ORG**K Form of organization** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation** 1988**M State of legal domicile** DC**Part I Summary**

		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ENGAGE INDIVIDUALS AND ORGANIZATIONS IN CREATING A HEALTHY AND SUSTAINABLE ENVIRONMENT.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	30
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	30
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	23
	6 Total number of volunteers (estimate if necessary)	6	50
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	10,588,519.	9,272,971.
	9 Program service revenue (Part VIII, line 2g)	1,661,415.	1,914,845.
	10 Investment income (Part VIII, column (A), lines 3-4, and 7d)	4,437.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12 Total revenue. Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,254,371.	11,187,816.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,334,163.	9,116,158.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,263,800.	1,529,798.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 313,710.		
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	891,562.	755,593.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,489,525.	11,401,549.
	19 Revenue less expenses. Subtract line 18 from line 12	<235,154.>	<213,733.>
	20 Total assets (Part X, line 16)	9,296,013.	8,412,998.
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	8,855,223.	8,185,941.
	22 Net assets or fund balances. Subtract line 21 from line 20	440,790.	227,057.

Part II Signature Block

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

Sign Here	Signature of officer	Date	1/5/13
	KALMAN STEIN Type or print name and title	President and CEO	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	JEFFREY E. SABOT	[Signature]	1/8/13
	Firm's name ▶ CBIZ MHM, LLC	Firm's EIN ▶ 34-1862269	Check if self-employed <input type="checkbox"/> PTIN P00159255
	Firm's address ▶ 3 BETHESDA METRO CENTER, SUITE 600 BETHESDA, MD 20814	Phone no 301-951-3636	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

SCANNED FEB 21 2013

19 617

Part III Statement of Program Service Accomplishments

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

☒ X

- 1**
- Briefly describe the organization's mission.

SEE SCHEDULE O

- 2**
- Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

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

- 3**
- Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

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

4a (Code _____) (Expenses \$ 10,437,707. including grants of \$ 9,116,158.) (Revenue \$ 1,504,176.)**DISTRIBUTION OF FUNDS RAISED PRIMARILY THROUGH WORKPLACE GIVING FOR AND ON BEHALF OF MEMBERS OF EARTHSHARE AND ITS AFFILIATES****4b** (Code _____) (Expenses \$ 256,743. including grants of \$ _____) (Revenue \$ 170,372.)**SUPPORT OF LOCAL ENVIRONMENTAL FEDERATION AFFILIATES****4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

- 4d**
- Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses 10,694,450.

Part IV Checklist of Required Schedules

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

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 x	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	x
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 x	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	x
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	x
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	x
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	x
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	x
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	x
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	x
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	x
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	x
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	x
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	x
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	x
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	x
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34 x	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	x
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	x
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	x
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	x
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38 x	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 18		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 23		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	30	
1b Enter the number of voting members included in line 1a, above, who are independent	30	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL, KS, KY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **STEVEN KRAVITZ - (240) 333-0300**
7735 OLD GEORGETOWN ROAD, BETHESDA, MD 20814

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ELIZABETH HITCHCOCK DIRECTOR	1.00	X						0.	0.	0.
(2) KEITH GROTY DIRECTOR	1.00	X						0.	0.	0.
(3) ADAM GOOZH DIRECTOR	1.00	X						0.	0.	0.
(4) LEE BODNER DIRECTOR	1.00	X						0.	0.	0.
(5) MIKE LYNCH DIRECTOR	1.00	X						0.	0.	0.
(6) MARIE CURTIS DIRECTOR	1.00	X						0.	0.	0.
(7) BONNIE DANNI DIRECTOR	1.00	X						0.	0.	0.
(8) JAY FELDMAN DIRECTOR	1.00	X						0.	0.	0.
(9) MARTHA FIELD DIRECTOR	1.00	X						0.	0.	0.
(10) PAUL LAMBERT DIRECTOR	1.00	X						0.	0.	0.
(11) CHARLIE MCCABE DIRECTOR	1.00	X						0.	0.	0.
(12) JOHN O'CONNELL DIRECTOR	1.00	X						0.	0.	0.
(13) MARTY ROSEN DIRECTOR	1.00	X						0.	0.	0.
(14) PATRICIA SMITH DIRECTOR	1.00	X						0.	0.	0.
(15) MICHELLE SMITH DIRECTOR	1.00	X						0.	0.	0.
(16) ANA PAULA TAVARES DIRECTOR	1.00	X						0.	0.	0.
(17) TOM WOIWODE DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) STEVE BLANK VICE CHAIR	1.00	X						0.	0.	0.
(19) MICHAEL CARREN DIRECTOR	1.00	X						0.	0.	0.
(20) JONATHAN SCOTT DIRECTOR	1.00	X						0.	0.	0.
(21) JEFF WHITTON DIRECTOR	1.00	X						0.	0.	0.
(22) MATT WOLCOTT DIRECTOR	1.00	X						0.	0.	0.
(23) JERRY RAMPOLT DIRECTOR	1.00	X						0.	0.	0.
(24) ANGEL WRIGHT-FELDMAN DIRECTOR	1.00	X						0.	0.	0.
(25) TERENCE MACKO DIRECTOR	1.00	X						0.	0.	0.
(26) BEGONA VAZQUEZ-SANTOS DIRECTOR	1.00	X						0.	0.	0.
1 b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								341,211.	0.	0.
d Total (add lines 1b and 1c)								341,211.	0.	0.

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

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
-----------------	--

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) LYNN WERNER DIRECTOR	1.00	X		X				0.	0.	0.
(28) MARK CARLSON TREASURER	1.00	X		X				0.	0.	0.
(29) DEB FURRY SECRETARY	1.00	X		X				0.	0.	0.
(30) MARCI REED CHAIR	1.00	X		X				0.	0.	0.
(31) KALMAN STEIN PRESIDENT & CEO	35.00			X				197,159.	0.	0.
(32) STEVEN KRAVITZ CFO	35.00			X				144,052.	0.	0.
Total to Part VII, Section A, line 1c								341,211.		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	9,272,971.				
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			9,272,971.			
Program Service Revenue		Business Code					
	2 a MEMBER FEES	561000		1,300,152.	1,300,152.		
	b CAMPAIGN MANAG. FEES	561000		217,792.	217,792.		
	c FISCAL AGENT FEES	561000		204,024.	204,024.		
	d AFFILIATE FEES	561000		192,877.	192,877.		
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			1,914,845.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6 a Gross rents						
	b Less. rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b Less direct expenses						
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances						
	b Less: cost of goods sold						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions				11,187,816.	1,914,845.	0.	0.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	9,116,158.	9,116,158.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	413,264.	206,013.	137,492.	69,759.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	820,427.	628,154.	90,978.	101,295.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	77,012.	58,964.	8,540.	9,508.
9 Other employee benefits	147,894.	113,234.	16,400.	18,260.
10 Payroll taxes	71,201.	54,515.	7,895.	8,791.
11 Fees for services (non-employees):				
a Management				
b Legal	9,830.	2,208.	3,626.	3,996.
c Accounting	32,000.		32,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	66,894.	28,232.	4,824.	33,838.
12 Advertising and promotion				
13 Office expenses	24,068.	19,034.	2,779.	2,255.
14 Information technology				
15 Royalties				
16 Occupancy	169,179.	113,687.	34,117.	21,375.
17 Travel	43,600.	16,612.	18,407.	8,581.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	21,237.	17,595.	601.	3,041.
23 Insurance	25,491.	21,448.	2,244.	1,799.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LOCAL REPRESENTATIVES	136,780.	127,646.	0.	9,134.
b COMMUNICATIONS	57,290.	51,715.	0.	5,575.
c EXTERNAL FUNCTIONS	35,984.	7,535.	25,660.	2,789.
d POSTAGE AND SHIPPING	33,311.	31,279.	1,786.	246.
e All other expenses	99,929.	80,421.	6,040.	13,468.
25 Total functional expenses. Add lines 1 through 24e	11,401,549.	10,694,450.	393,389.	313,710.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,473,074.	1	1,361,734.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	7,320,847.	3	6,393,654.
	4 Accounts receivable, net	453,032.	4	600,213.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	565.	9	15,270.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 488,653.		
	b Less: accumulated depreciation	10b 475,112.	22,795.	10c 13,541.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	25,700.	15	28,586.
16 Total assets. Add lines 1 through 15 (must equal line 34)	9,296,013.	16	8,412,998.	
Liabilities	17 Accounts payable and accrued expenses	231,509.	17	240,269.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,623,714.	25	7,945,672.
	26 Total liabilities. Add lines 17 through 25	8,855,223.	26	8,185,941.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		440,790.	27	227,057.
28 Temporarily restricted net assets			28	
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		440,790.	33	227,057.
34 Total liabilities and net assets/fund balances		9,296,013.	34	8,412,998.

Form **990** (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,187,816.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,401,549.
3	Revenue less expenses. Subtract line 2 from line 1	3	<213,733.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	440,790.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	227,057.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2011)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

EARTHSHARE

Employer identification number

52-1601960

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

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.")	11,342,617.	11,152,241.	10,688,497.	10,588,518.	9,272,971.	53,044,844.
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	11,342,617.	11,152,241.	10,688,497.	10,588,518.	9,272,971.	53,044,844.
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						53,044,844.

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	11,342,617.	11,152,241.	10,688,497.	10,588,518.	9,272,971.	53,044,844.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	90,523.	25,730.	20,988.	4,437.		141,678.
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						53,186,522.
12 Gross receipts from related activities, etc. (see instructions)					12	9,532,928.

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.73 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.52 %

16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☒**b 33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐**17a 10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐**b 10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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 year 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 lines 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 ☐

Supplemental Financial Statements

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

► Attach to Form 990. ► See separate instructions.

2011

Open to Public
Inspection

Name of the organization

EARTHSHARE

Employer identification number

52-1601960

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$

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

a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

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

(check all that apply):

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes ☐ No

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

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes ☐ No

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

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

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

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

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %

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

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

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		143,052.	143,052.	0.
d Equipment		345,601.	332,060.	13,541.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

13,541.

Schedule D (Form 990) 2011

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAMPAIGN FUNDS PAYABLE TO MEMBER AGENCIES	7,897,583.
(3) DEFERRED RENT	48,089.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ 7,945,672.

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

132053
01-23-12

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,187,816.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	11,401,549.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<213,733.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	<213,733.>

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

1	Total revenue, gains, and other support per audited financial statements	1	3,635,974.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,635,974.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	7,551,842.
c	Add lines 4a and 4b	4c	7,551,842.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,187,816.

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

1	Total expenses and losses per audited financial statements	1	3,849,707.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,849,707.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	7,551,842.
c	Add lines 4a and 4b	4c	7,551,842.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	11,401,549.

Part XIV Supplemental Information

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

PART X, LINE 2: UNDER ACCOUNTING STANDARDS CODIFICATION (ASC) 740-10,

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, THE ORGANIZATION MUST

RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX POSITIONS TAKEN FOR TAX

RETURN PURPOSES WHEN IT IS MORE-LIKELY THAN NOT THAT THE POSITION WILL BE

SUSTAINED. THE ORGANIZATION DOES NOT BELIEVE THERE ARE ANY UNRECOGNIZED

TAX BENEFITS THAT SHOULD BE RECORDED. FOR THE YEARS ENDED JUNE 30, 2012

AND 2011, THERE WERE NO INTEREST OR PENALTIES RECORDED OR INCLUDED IN THE

CONSOLIDATED STATEMENTS OF ACTIVITIES. THE ORGANIZATION IS STILL OPEN TO

Part XIV Supplemental Information (continued)

EXAMINATION BY TAXING AUTHORITIES FROM FISCAL YEAR 2009 FORWARD.

PART XII & XIII LINE 4B: NET CONTRIBUTION AMOUNT DESIGNATED TO MEMBER

CHARITIES

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

EARTHSHARE

Employer identification number
52-1601960

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALASKA CONSERVATION FOUNDATION 911 WEST 8TH AVE., SUITE 300 ANCHORAGE, AK 99501	92-0061466	501(C)3	21,151.	0.			WORKPLACE GIVING
AMAZON CONSERVATION TEAM 4211 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	54-1915987	501(C)3	6,738.	0.			WORKPLACE GIVING
AMERICAN FORESTS 734 15TH STREET NW, SUITE 800 WASHINGTON, DC 20005	53-0196544	501(C)3	64,764.	0.			WORKPLACE GIVING
AMERICAN FARMLAND TRUST 1200 18TH STREET NW, SUITE 800 WASHINGTON, DC 20036	52-1190211	501(C)3	47,759.	0.			WORKPLACE GIVING
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	23-7305963	501(C)3	90,285.	0.			WORKPLACE GIVING
AMERICA'S CHARITIES 14150 NEWBROOK DRIVE, SUITE 110 CHANTILLY, VA 20151	54-1517707	501(C)3	9,610.	0.			WORKPLACE GIVING

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

83.

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

0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN SOLAR ENERGY SOCIETY 4760 WALNUT ST BOULDER, CO 80301	59-1768923	501(C)3	11,622.	0.			WORKPLACE GIVING
AFRICAN WILDLIFE FOUNDATION 1400 16TH STREET NW, STE. 120 WASHINGTON, DC 20036	52-0781390	501(C)3	133,153.	0.			WORKPLACE GIVING
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN, TX 78716	74-2553144	501(C)3	79,334.	0.			WORKPLACE GIVING
CENTER FOR HEALTH, ENVIRONMENT AND JUSTICE - P.O. BOX 6806 - FALLS CHURCH, VA 22046	52-1219489	501(C)3	31,919.	0.			WORKPLACE GIVING
GALAPAGOS CONSERVANCY 11150 FAIRFAX BLVD FAIRFAX, VA 22030	13-3281486	501(C)3	11,994.	0.			WORKPLACE GIVING
COMMUNITY HEALTH CHARITIES PO BOX 75153 BALTIMORE, MD 21275	52-1089036	501(C)3	19,928.	0.			WORKPLACE GIVING
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	52-1497470	501(C)3	51,404.	0.			WORKPLACE GIVING
OCEAN CONSERVANCY 1300 19TH STREET, SUITE 800, NW WASHINGTON, DC 20036	23-7245152	501(C)3	104,594.	0.			WORKPLACE GIVING
COMMUNITY SHARES OF ILLINOIS 44 EAST MAIN, SUITE 208 CHAMPAIGN, IL 61820	36-3073918	501(C)3	8,952.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
	CLEAN WATER FUND 1010 VERMONT AVE. SUITE 400 WASHINGTON, DC 20005	52-1043444	501(C)3	54,402.	0.			WORKPLACE GIVING
	DEFENDERS OF WILDLIFE 1130 SEVENTEENTH STREET NW WASHINGTON, DC 20036	53-0183181	501(C)3	143,586.	0.			WORKPLACE GIVING
	ECOLOGIC DEVELOPMENT FUND 25 MOUNT AUBURN STREET, SUITE 203 CAMBRIDGE, MA 02138	25-1704582	501(C)3	6,928.	0.			WORKPLACE GIVING
	ENVIRONMENTAL DEFENSE 257 PARK AVENUE SOUTH NEW YORK, NY 10010	11-6107128	501(C)3	143,581.	0.			WORKPLACE GIVING
	EARTH DAY NETWORK 1616 P STREET NW, SUITE 340 WASHINGTON, DC 20036	13-3798288	501(C)3	7,105.	0.			WORKPLACE GIVING
	ENVIRONMENTAL AND ENERGY STUDY INSTITUTE - 1112 16TH STREET, NW, SUITE 300 - WASHINGTON, DC 20036	52-1268030	501(C)3	56,178.	0.			WORKPLACE GIVING
	ENVIRONMENTAL FUND OF ARIZONA 610 E. BELL RD PHOENIX, AZ 85022	86-0731684	501(C)3	21,913.	0.			WORKPLACE GIVING
	ENVIRONMENTAL FUND OF PENNSYLVANIA 1420 WALNUT STREET, SUITE 1304 PHILADELPHIA, PA 19102	23-2672152	501(C)3	11,225.	0.			WORKPLACE GIVING
	EARTH ISLAND INSTITUTE 2150 ALLSTON WAY BERKELEY, CA 94704	94-2889684	501(C)3	10,378.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EARTHJUSTICE 426 17TH STREET, 6TH FLOOR OAKLAND, CA 94612	94-1730465	501(C)3	23,675.	0.			WORKPLACE GIVING
ENVIRONMENTAL LAW INSTITUTE 2000 L STREET, SUITE 620 NW WASHINGTON, DC 20036	52-0901863	501(C)3	27,363.	0.			WORKPLACE GIVING
EARTHSHARE CALIFORNIA 870 MARKET STREET, #703 SAN FRANCISCO, CA 94102	94-2840364	501(C)3	129,452.	0.			WORKPLACE GIVING
EARTHSHARE OF GEORGIA 1447 PEACHTREE ST, SUITE 214 ATLANTA, GA 30309	58-2022001	501(C)3	28,607.	0.			WORKPLACE GIVING
EARTHSHARE ILLINOIS 35 E. WACKER DR., SUITE 1500 CHICAGO, IL 60601	36-3871726	501(C)3	38,375.	0.			WORKPLACE GIVING
EARTHSHARE MID-ATLANTIC DEPT 6056 WASHINGTON, DC 20042	27-3918694	501(C)3	15,185.	0.			WORKPLACE GIVING
EARTHSHARE MICHIGAN DEPT 6056 WASHINGTON, DC 20042	27-3918694	501(C)3	16,856.	0.			WORKPLACE GIVING
EARTHSHARE MISSOURI 1222 SPRUCE ST., RM. 3.310 ST. LOUIS, MO 63103	43-1679971	501(C)3	24,001.	0.			WORKPLACE GIVING
EARTHSHARE NORTH CAROLINA PO BOX 196 DURHAM, NC 27702	56-1775025	501(C)3	30,820.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Schedule I (Form 990) EARTHSHARE

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EARTHSHARE NEW ENGLAND PO BOX 6034 WASHINGTON, DC 20042	22-3151372	501(C)3	87,127.	0.			WORKPLACE GIVING
EARTHSHARE NEW JERSEY 407 GREENWOOD AVENUE, SUITE 209 TRENTON, NJ 08609	22-3323080	501(C)3	11,304.	0.			WORKPLACE GIVING
EARTHSHARE NEW YORK DEPT 4016 WASHINGTON, DC 20042	13-3632209	501(C)3	39,913.	0.			WORKPLACE GIVING
EARTHSHARE OHIO DEPT 6056 WASHINGTON, DC 20042	27-3918694	501(C)3	30,374.	0.			WORKPLACE GIVING
EARTHSHARE OREGON PO BOX 40333 PORTLAND, OR 97240	93-1001285	501(C)3	35,293.	0.			WORKPLACE GIVING
EARTHSHARE OF TEXAS 1301 SOUTH INTERSTATE 35, SUITE 31 AUSTIN, TX 78741	74-2627643	501(C)3	76,935.	0.			WORKPLACE GIVING
EARTHSHARE WASHINGTON 1402 THIRD AVENUE, SUITE 817 SEATTLE, WA 98101	91-1363472	501(C)3	29,925.	0.			WORKPLACE GIVING
FRIENDS OF THE EARTH 1100 15TH ST WASHINGTON, DC 20005	23-7420660	501(C)3	47,291.	0.			WORKPLACE GIVING
FRIENDS OF THE NATIONAL ZOO PO BOX 37012, MRC 5516 WASHINGTON, DC 20013	52-0853312	501(C)3	29,222.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FOREST SERVICE EMPLOYEES FOR ENVIRONMENTAL ETHICS - P.O. BOX 11615 - EUGENE, OR 97440	93-1162218	501(C)3	7,611.	0.			WORKPLACE GIVING
FLORIDA WILDLIFE FEDERATION PO BOX 6870 TALLAHASSEE, FL 32314	59-1398265	501(C)3	5,151.	0.			WORKPLACE GIVING
FLORIDA WILDFLOWER FOUNDATION P. O. BOX 941066 MAITLAND, FL 32794	59-3700304	501(C)3	6,667.	0.			WORKPLACE GIVING
GREEN AMERICA 1612 K STREET, NW WASHINGTON, DC 20006	52-1660746	501(C)3	12,720.	0.			WORKPLACE GIVING
GREEN CORPS 44 WINTER STREET, FOURTH FLOOR BOSTON, MA 02108	23-2687791	501(C)3	5,852.	0.			WORKPLACE GIVING
GLOBAL IMPACT 66 CANAL CENTER PLAZA #310 ALEXANDRIA, VA 22314	52-1273585	501(C)3	5,632.	0.			WORKPLACE GIVING
IZAAB WALTON LEAGUE OF AMERICA 707 CONSERVATION LANE GAITHERSBURG, MD 20878	36-1930035	501(C)3	43,851.	0.			WORKPLACE GIVING
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH, EDUCATION AND CONSERVATION - 1595 SPRING HILL ROAD SUITE 550 - VIENNA, VA 22182	94-2474731	501(C)3	88,043.	0.			WORKPLACE GIVING
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND - 1920 L STREET NW, SUITE 800 - WASHINGTON, DC 20036	52-1379661	501(C)3	12,234.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Schedule I (Form 990) EARTHSHARE

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LAND TRUST ALLIANCE 1660 L STREET, SUITE 1100, NW WASHINGTON, DC 20036	04-2751357	501(C)3	9,109.	0.			WORKPLACE GIVING
MINNESOTA ENVIRONMENTAL FUND 450 SYNDICATE STREET NORTH, SUITE ST. PAUL, MN 55104	41-1693030	501(C)3	101,757.	0.			WORKPLACE GIVING
ARBOR DAY FOUNDATION 211 N. 12TH STREET LINCOLN, NE 68508	23-7169265	501(C)3	25,088.	0.			WORKPLACE GIVING
NATIONAL AUDUBON SOCIETY 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	13-1624102	501(C)3	46,499.	0.			WORKPLACE GIVING
BEYOND PESTICIDES 701 E STREET SE, SUITE 200 WASHINGTON, DC 20003	52-1360541	501(C)3	35,303.	0.			WORKPLACE GIVING
NATIONAL FOREST FOUNDATION BLDG. 27, STE. 3 FORT MISSOULA ROA MISSOULA, MT 59804	52-1786332	501(C)3	34,364.	0.			WORKPLACE GIVING
NATIONAL FISH AND WILDLIFE FOUNDATION - 1133 15TH ST, NW - WASHINGTON, DC 20005	52-1384139	501(C)3	57,291.	0.			WORKPLACE GIVING
NATIONAL PARKS CONSERVATION ASSOCIATION - 777 6TH ST., NW - WASHINGTON, DC 20001	53-0225165	501(C)3	295,151.	0.			WORKPLACE GIVING
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	13-2654926	501(C)3	271,740.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Schedule I (Form 990) EARTHSHARE

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	53-0204616	501(C)3	236,690.	0.			WORKPLACE GIVING
OCEANA 1350 CONNECTICUT AVENUE NW, 5TH FL WASHINGTON, DC 20036	51-0401308	501(C)3	64,421.	0.			WORKPLACE GIVING
PESTICIDE ACTION NETWORK NORTH AMERICA - 1611 TELEGRAPH AVENUE SUITE 1200 - OAKLAND, CA 94612	94-2949686	501(C)3	8,616.	0.			WORKPLACE GIVING
UNITED STATES PUBLIC INTEREST RESEARCH GROUP EDUCATION FUND, INC. - 218 D STREET SE, SECOND FLOOR - WASHINGTON, DC 20003	52-1384240	501(C)3	23,094.	0.			WORKPLACE GIVING
RAINFOREST ALLIANCE 665 BROADWAY, SUITE 500 NEW YORK, NY 10012	13-3377893	501(C)3	112,305.	0.			WORKPLACE GIVING
RESTORE AMERICA'S ESTUARIES 2020 14TH STREET, SUITE 210 ARLINGTON, VA 22201	54-1965304	501(C)3	12,529.	0.			WORKPLACE GIVING
ROCKY MOUNTAIN INSTITUTE 2317 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	74-2244146	501(C)3	15,564.	0.			WORKPLACE GIVING
RAILS-TO-TRAILS CONSERVANCY 2121 WARD COURT, NW, 5TH FLOOR WASHINGTON, DC 20037	52-1437006	501(C)3	279,571.	0.			WORKPLACE GIVING
SCENIC AMERICA 1785 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036	23-2188166	501(C)3	22,858.	0.			WORKPLACE GIVING

Schedule I (Form 990)

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STUDENT CONSERVATION ASSOCIATION PO BOX 550 CHARLESTOWN, NH 03603	91-0880684	501(C)3	44,820.	0.			WORKPLACE GIVING
SIERRA CLUB FOUNDATION 85 2ND STREET, SUITE 750 SAN FRANCISCO, CA 94105	94-6069890	501(C)3	387,768.	0.			WORKPLACE GIVING
SURFRIDER FOUNDATION 942 CALLE NEGOCIO SAN CLEMENTE, CA 92673	95-3941826	501(C)3	211,188.	0.			WORKPLACE GIVING
SUSTAINABLE HARVEST INTERNATIONAL 779 N. BEND ROAD SURRY, ME 04684	43-2023182	501(C)3	9,605.	0.			WORKPLACE GIVING
TAMPA BAYWATCH 3000 PINELLAS BAYWAY SOUTH TIERRA VERDE, FL 33715	59-3191962	501(C)3	8,600.	0.			WORKPLACE GIVING
THE CONSERVATION FUND 1655 N. FORT MYER DRIVE, SUITE 130 ARLINGTON, VA 22209	52-1388917	501(C)3	284,144.	0.			WORKPLACE GIVING
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 10 ARLINGTON, VA 22203	53-0242652	501(C)3	1,256,121.	0.			WORKPLACE GIVING
THE PEREGRINE FUND 5668 WEST FLYING HAWK LANE BOISE, ID 83709	23-1969973	501(C)3	93,666.	0.			WORKPLACE GIVING
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SAN FRANCISCO, CA 94104	23-7222333	501(C)3	65,519.	0.			WORKPLACE GIVING

Schedule I (Form 990)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

SCHEDULE I, PART I, LINE 2: EARTHSHARE MONITORS GRANTS GIVEN BY REQUIRING
REPORTS FROM THE GRANTEE/ORGANIZATIONS. THE ORGANIZATIONS ARE REQUIRED TO
REPORT AS PART OF THEIR APPLICATIONS THE USE OF FUNDS RECEIVED. THE REVIEW
OF REPORTS IS DONE ANNUALLY.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► **Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.**

► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

EARTHSHARE

Employer identification number

52-1601960

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

☐ First-class or charter travel

☐ Housing allowance or residence for personal use

☐ Travel for companions

☐ Payments for business use of personal residence

☐ Tax indemnification and gross-up payments

☐ Health or social club dues or initiation fees

☐ Discretionary spending account

☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

☐ Compensation committee

☐ Written employment contract

☐ Independent compensation consultant

☒ Compensation survey or study

☐ Form 990 of other organizations

☒ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KALMAN STEIN	(i) 197,159.	0.	0.	0.	42,140.	239,299.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 STEVEN KRAVITZ	(i) 144,052.	0.	0.	0.	40,935.	184,987.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3	(i)						
	(ii)						
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

EARTHSHARE

Employer identification number

52-1601960

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EARTHSHARE IS A MEMBERSHIP FEDERATION OF LOCAL, NATIONAL, AND
INTERNATIONAL ENVIRONMENTAL AND CONSERVATION CHARITIES. ITS MISSION IS
TO BUILD AN EXPANDING, SUSTAINABLE FUNDING SOURCE FOR ITS MEMBER GROUPS
BY INVOLVING INDIVIDUALS AND EMPLOYERS, PRIMARILY THROUGH WORKPLACE
GIVING; AND, THROUGH ITS MEMBER GROUPS, TO PROMOTE AND PROTECT PUBLIC
HEALTH AND WELFARE AND CONSERVE NATURAL RESOURCES FOR FUTURE
GENERATIONS.

FORM 990, PART VI, SECTION A, LINE 7A: EARTHSHARE HAS ORGANIZATIONS THAT
ARE BENEFICIARIES OF THE CORPORATION. THEY ELECT THE GOVERNING BODY/BOARD
AND HAVE AUTHORITY TO APPROVE ANY SIGNIFICANT DECISIONS.

FORM 990, PART VI, SECTION A, LINE 7B: EARTHSHARE HAS ORGANIZATIONS THAT
ARE BENEFICIARIES OF THE CORPORATION. THEY ELECT THE GOVERNING BODY/BOARD
AND HAVE AUTHORITY TO APPROVE ANY SIGNIFICANT DECISIONS.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS COMPLETED BY AN
INDEPENDENT AUDITOR, AND IS REVIEWED BY THE SENIOR STAFF, THE CHAIR OF
FINANCE COMMITTEE, AND THE EXECUTIVE COMMITTEE. IT IS ALSO TRANSMITTED TO
THE BOARD OF DIRECTORS, PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD MEMBERS AND STAFF ARE
FURNISHED ANNUALLY WITH A CONFLICT OF INTEREST QUESTIONNAIRE FOR THE
PURPOSES OF IDENTIFYING AND REVIEWING TRANSACTIONS OR RELATIONSHIPS THAT
HAVE THE POTENTIAL TO LEAD TO A CONFLICT OF INTEREST.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

EARTHSHARE

Employer identification number

52-1601960

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS DOES AN ANNUAL PERFORMANCE REVIEW OF THE PRESIDENT/CEO THAT INCLUDES A CONFIDENTIAL PERFORMANCE SURVEY SENT TO ALL DIRECTORS AND A REVIEW OF COMPARABLE SALARIES AMONG PEER AND LOCAL ORGANIZATIONS. THE EXECUTIVE COMMITTEE MEETS ONCE EACH MONTH AND MINUTES ARE KEPT FOR THOSE MEETINGS. THE PRESIDENT/CEO IS AN EX OFFICIO MEMBER OF THE EXECUTIVE COMMITTEE, BUT HE IS EXCUSED FOR THE REVIEW AND COMPENSATION DISCUSSIONS. THE FINAL ANNUAL COMPENSATION DECISION IS COMMUNICATED IN WRITING FROM THE CHAIR OF THE BOARD OF DIRECTORS TO THE PRESIDENT/CEO AND THE CHIEF FINANCIAL OFFICER. THE PRESIDENT/CEO ESTABLISHES AND REVIEWS THE COMPENSATION OF THE KEY EMPLOYEES OF THE ORGANIZATION BASED UPON JOB DUTIES, PERFORMANCE AND SALARY SURVEY INFORMATION FROM OTHER COMPARABLE NONPROFIT ORGANIZATIONS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: EARTHSHARE MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST BY PROVIDING COPIES OR INSPECTION AT THE OFFICE.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	EARTHSHARE CHAPTERS, INC	P	297,479.	
(2)				
(3)				
(4)				
(5)				
(6)				

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization EARTHSHARE	Employer identification number 52-1601960
	Number, street, and room or suite no. If a P.O. box, see instructions 7735 OLD GEORGETOWN ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BETHESDA, MD 20814	

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

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

- The books are in the care of ► STEVEN KRAVITZ

Telephone No ► 240 333-0300

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 02/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20____ or
- ☒ tax year beginning 07/01, 2010, and ending 06/30, 2011.

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

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

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.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)