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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
NURTURE NATURE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
112 WEST 34TH STREET, 18TH FLOOR, #18055

City or town, state, and ZIP code
NEW YORK, NY 10120

A Employer identification number
13-3637915

B Telephone number (see instructions)
(646) 454-9057

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 30,446,876.**

J Accounting method
 Cash
 Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

SCANNED SEP 16 2013

Operating and Administrative Expenses Rec in Batching! SEP 06 2013

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	5,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	90,756.	90,756.	90,756.	ATCH 1
4 Dividends and interest from securities	110,408.	110,408.	110,408.	ATCH 2
5a Gross rents	946,941.	946,941.	946,941.	
b Net rental income or (loss) 208,647.				
6a Net gain or (loss) from sale of assets not on line 10	16,271.			
b Gross sales price for all assets on line 6a 3,555,652.				
7 Capital gain net income (from Part IV, line 2)		48,541.		
8 Net short-term capital gain			2,333.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
Other income (attach schedule) ATCH 3	3,688,037.	1,166.	1,248,295.	
Total. Add lines 1 through 11	4,857,413.	1,197,812.	2,398,733.	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages	630,603.		324,135.	305,773.
15 Pension plans, employee benefits	109,858.		41,224.	68,997.
16a Legal fees (attach schedule) ATCH 4	107,569.	33,467.	33,467.	89,088.
b Accounting fees (attach schedule) ATCH 5	202,521.	10,000.	10,000.	188,942.
c Other professional fees (attach schedule) *	136,391.	16,014.	23,593.	101,542.
17 Interest, ATCH 7	4,109.		3,370.	735.
18 Taxes (attach schedule) (see instructions) ATCH 8	416,256.	276,288.	352,670.	47,626.
19 Depreciation (attach schedule) and depletion	278,208.	16,751.	148,905.	
20 Occupancy				
21 Travel, conferences, and meetings	8,260.	1,455.	2,477.	5,783.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	1,373,651.	409,750.	1,071,013.	292,054.
24 Total operating and administrative expenses. Add lines 13 through 23	3,267,426.	763,725.	2,010,854.	1,100,540.
25 Contributions, gifts, grants paid	31,267.			7,600.
26 Total expenses and disbursements. Add lines 24 and 25	3,298,693.	763,725.	2,010,854.	1,108,140.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,558,720.			
b Net investment income (if negative, enter -0-)		434,087.		
c Adjusted net income (if negative, enter -0-)			387,879.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		955,329.	702,849.	702,849.
	2	Savings and temporary cash investments		23,707.	149,448.	149,448.
	3	Accounts receivable ▶ 358,372.				
		Less allowance for doubtful accounts ▶ 25,452.		323,061.	332,920.	332,920.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *			* 1,211,229.	
		Less allowance for doubtful accounts ▶ 169,000.		690,683.	1,042,229.	1,042,229.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		218,867.	317,879.	317,879.
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 10		1,212,565.	3,397,539.	3,397,539.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 16,960,234.				ATCH 11
	Less accumulated depreciation (attach schedule) ▶		17,234,012.	16,960,234.	16,960,234.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 7,274,702.				ATCH 12	
	Less accumulated depreciation (attach schedule) ▶ 638,248.		6,421,548.	6,636,454.	6,636,454.	
15	Other assets (describe ▶ ATCH 13)		1,302,992.	907,324.	907,324.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		28,382,764.	30,446,876.	30,446,876.	
Liabilities	17	Accounts payable and accrued expenses		136,157.	112,316.	
	18	Grants payable				
	19	Deferred revenue		10,745.	7,673.	
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)		1,587,410.	1,577,687.	ATCH 14
	22	Other liabilities (describe ▶ ATCH 15)		261,108.	271,992.	
23	Total liabilities (add lines 17 through 22)		1,995,420.	1,969,668.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		26,387,344.	28,477,208.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .					
30	Total net assets or fund balances (see instructions)		26,387,344.	28,477,208.		
31	Total liabilities and net assets/fund balances (see instructions)		28,382,764.	30,446,876.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	26,387,344.
2	Enter amount from Part I, line 27a	2	1,558,720.
3	Other increases not included in line 2 (itemize) ▶ ATCH 16	3	532,932.
4	Add lines 1, 2, and 3	4	28,478,996.
5	Decreases not included in line 2 (itemize) ▶ ATCH 17	5	1,788.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,477,208.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	48,541.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					3	2,333.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,925,115.	21,833,856.	0.088171
2010	2,745,021.	23,327,713.	0.117672
2009	3,616,096.	25,274,435.	0.143073
2008	3,971,355.	38,114,363.	0.104196
2007			

2 Total of line 1, column (d)	2	0.453112
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.113278
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,213,904.
5 Multiply line 4 by line 3	5	2,516,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,341.
7 Add lines 5 and 6	7	2,520,688.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,583,636.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	8,682.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	8,682.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,682.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,484.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	14,484.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	5,800.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,800. Refunded <input type="checkbox"/> <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY, PA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NURTURENATURE.ORG
14 The books are in care of JANE STANLEY Telephone no 646-454-9057
Located at 112 WEST 34TH ST, 18TH FL, #18055 NEW YORK, NY ZIP+4 10120
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **5b** X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATCH 18

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870 **6b** X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 19		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 20		152,306.	12,740.	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 21		391,301.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO HELP URBAN REVITALIZATION, PRESERVATION OF LAND RESOURCES & ENVIRONMENTAL CONSERVATION IN EASTERN PA THROUGH ADAPTIVE REUSE OF FORMERLY ABANDONED, HISTORIC BLDG IN EASTON.	240,911.
2 TO EDUCATE THE PUBLIC THROUGH VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REG. FLOODING & OTHER ENVIRONMENTAL CONCERNS RELATED TO SUSTAINABLE DEVP.	318,493.
3 TO EDUCATE THE PUBLIC ABOUT SUSTAINABLE TRANSIT OPTIONS IN URBAN AREAS, WITH A SPECIAL FOCUS ON NYC, AND TO DEVELOP TOOLS OF ANALYSIS FOR EVALUATING THOSE OPTIONS.	80,417.
4 EXCISE TAX PAID BY PRIVATE OPERATING FOUNDATION	15,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 CAPITAL ADDITIONS TO FORMERLY ABANDONED HISTORIC BUILDING IN EASTON, PA TO HELP URBAN REVITALIZATIONS, PRESERVATION OF ENVIRONMENTAL CONSERVATION IN EASTERN PA.	310,486.
2 CAPITAL ADDITIONS TO A BUILDING WHOSE PURPOSE IS TO HOUSE VISUAL & INTERACTIVE DISPLAYS, FORUMS, CONFERENCES & OTHER FORMS OF OUTREACH REGARDING FLOODING & OTHER ENV. CONCERNS.	165,010.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	475,496.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,305,052.
b	Average of monthly cash balances	1b	915,667.
c	Fair market value of all other assets (see instructions)	1c	19,331,468.
d	Total (add lines 1a, b, and c)	1d	22,552,187.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,552,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	338,283.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,213,904.
6	Minimum investment return. Enter 5% of line 5	6	1,110,695.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,108,140.
b	Program-related investments - total from Part IX-B	1b	475,496.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,583,636.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,583,636.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 02/01/2011

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	387,879.	319,511.	160,144.	214,527.	1,082,061.
b 85% of line 2a	329,697.	271,584.	136,122.	182,348.	919,751.
c Qualifying distributions from Part XII, line 4 for each year listed	1,583,636.	1,925,115.	2,745,021.	3,618,241.	9,872,013.
d Amounts included in line 2c not used directly for active conduct of exempt activities	453,319.	682,217.	1,237,234.	1,679,803.	4,052,573.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,130,317.	1,242,898.	1,507,787.	1,938,438.	5,819,440.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	30,446,876.	28,382,764.	40,375,460.	42,470,401.	141,675,501.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	740,463.	727,795.	777,591.	842,481.	3,088,330.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

- 1 Information Regarding Foundation Managers:
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- N/A
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
- ATCH 22
- b The form in which applications should be submitted and information and materials they should include
- CALL FOUNDATION FOR APPLICATION
- c Any submission deadlines
- NONE
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- NONE

Part XV · Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATCH 23</p>				
Total				▶ 3a 31,267.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3b NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a EASTON HOTEL (SEE BELOW)					1,247,129.
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	90,756.	
4 Dividends and interest from securities			14	110,408.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	208,647.	
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	16,271.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b ATCH 24				2,440,908.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				2,866,990.	1,247,129.
13 Total. Add line 12, columns (b), (d), and (e)					4,114,119.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	2012 FORM 990-PF, PART XVI-B, COLUMN E:
	PROGRAM SERVICE REVENUE - EASTON HOTEL:
	=====
	THE AMOUNT REPORTED ON LINE 1 IS INCOME RECEIVED FROM ONE
	OF THE FOUNDATION'S PROGRAM-RELATED ACTIVITIES, RESTORING
	AND OPERATING A FORMERLY ABANDONED HISTORIC HOTEL IN
	EASTON, PA. THE FOUNDATION'S RESTORATION AND ADAPTIVE USE
	OF THE FORMERLY ABANDONED BUILDING IS CONTRIBUTING TO THE
	URBAN REVITALIZATION OF THE CITY OF EASTON, BUILDING
	COMMUNITY AND ATTRACTING COMMERCE, WHICH IN TURN PROMOTES
	SUSTAINABILITY IN THE WAY THE PEOPLE OF THE LEHIGH VALLEY
	USE URBAN RESOURCES AND ENCOURAGES PRESERVATION OF THE
	SURROUNDING COUNTRYSIDE. (NOTE: THE COST OF THE RENOVATION
	AND OPERATION OF THE PROPERTY FAR EXCEEDS THE REVENUES
	RECEIVED.)

Schedule of Contributors

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

NURTURE NATURE FOUNDATION

Employer identification number

13-3637915

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization NURTURE NATURE FOUNDATION

Employer identification number
13-3637915

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REDEVELOPMENT AUTHORITY OF EASTON, PA ONE SOUTH THIRD STREET EASTON, PA 18042	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
MORTGAGE INTEREST	89,177.	89,177.	89,177.
BANK INTEREST	137.	137.	137.
MONEY MARKET INTEREST	1,442.	1,442.	1,442.
TOTAL	<u>90,756.</u>	<u>90,756.</u>	<u>90,756.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS AND INTEREST FROM SECURITIES	110,408.	110,408.	110,408.
TOTAL	<u>110,408.</u>	<u>110,408.</u>	<u>110,408.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
PROGRAM SERVICE REVENUE - EASTON HOTEL:			
RENTAL INCOME	55,343.		55,343.
HOTEL OPERATIONS	941,979.		941,979.
CONDOMINIUM MANAGEMENT	246,020.		246,020.
MISC HOTEL INCOME	3,787.		3,787.
OTHER MISC. INCOME - KHEEL TOWERS	1,166.	1,166.	1,166.
LITIGATION SETTLEMENT PROCEEDS	2,439,742.		
	<u>3,688,037.</u>	<u>1,166.</u>	<u>1,248,295.</u>
TOTALS			

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOUNDATION LEGAL FEES	74,102.			
RENTAL PROPERTY LEGAL FEES	33,467.	33,467.	33,467.	89,088.
TOTALS	<u>107,569.</u>	<u>33,467.</u>	<u>33,467.</u>	<u>89,088.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING, AUDIT & TAX WORK	202,521.	10,000.	10,000.	188,942.
TOTALS	<u>202,521.</u>	<u>10,000.</u>	<u>10,000.</u>	<u>188,942.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FUNDRAISER	15,000.			
INVESTMENT MANAGEMENT FEES	15,431.	15,431.	15,431.	
GENERAL CONSULTING FEES	18,411.			17,209.
INVESTMENT PROPERTY PROF FEE	583.	583.	583.	
PROGRAM RELATED CONSULTING FEE	77,724.			80,417.
HOTEL PROFESSIONAL FEES	9,242.		7,579.	3,916.
TOTALS	<u>136,391.</u>	<u>16,014.</u>	<u>23,593.</u>	<u>101,542.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MORTGAGE INTEREST EXPENSE	4,109.		3,370.	735.
TOTALS	<u>4,109.</u>		<u>3,370.</u>	<u>735.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
REAL ESTATE TAXES - INV PROPS	276,288.	276,288.	276,288.	
REAL ESTATE TAXES - 140 NORTHAMPTON STREET	93,143.		76,382.	16,867.
REAL ESTATE TAXES - 516-22 NORTHAMPTON STREET	23,341.			15,759.
EXCISE TAXES	23,484.			15,000.
TOTALS	<u>416,256.</u>	<u>276,288.</u>	<u>352,670.</u>	<u>47,626.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDOMINIUM COMMON CHARGES	479,199.	290,988.	445,330.	33,851.
ADVERTISING	2,730.		2,239.	491.
REPAIRS AND MAINTENANCE	168,460.	38,753.	141,289.	31,015.
UTILITIES AND SUPPLIES	207,908.	22,412.	148,964.	57,704.
OFFICE EXPENSES	144,537.	3,595.	54,264.	95,623.
BAD DEBT EXPENSE	40,725.	1,725.	33,707.	
PROPERTY MANAGEMENT FEES	109,139.	47,672.	98,078.	11,284.
SCIENCE CENTER - OUTREACH	28,226.		27,146.	
INSURANCE	106,306.	4,605.	77,494.	19,322.
HOTEL EXPENSES (GUEST EXPS)	80,026.		65,625.	14,129.
LOSS ON ABANDONMENT	4,906.		4,023.	
MISC. EXPENSES	1,489.			1,489.
TOTALS	<u>1,373,651.</u>	<u>409,750.</u>	<u>1,071,013.</u>	<u>292,054.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEUTSCHE BANK - SEE SCHEDULE	1,212,565.	3,397,539.	3,397,539.
TOTALS	<u>1,212,565.</u>	<u>3,397,539.</u>	<u>3,397,539.</u>

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security Description Security ID Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Governments									
150,000.00	UNITED STATES TREAS NTS DTD 02/28/10 3 00% 02/28/2017 CUSIP: 912828M56	5.73%	USD 109.962	110.000	164,943.36 M	165,000.00	1,529.01	4,500.00	0.57%
125,000.00	UNITED STATES TREAS NTS DTD 05/15/08 3 875% 05/15/2018 CUSIP: 912828HZ6	5.02%	USD 113.636	116.211	142,044.92 M	145,263.75	628.88	4,843.75	0.79%
125,000.00	UNITED STATES TREAS BDS DTD 05/15/09 3 125% 05/15/2019 CUSIP: 912828KQ2	4.89%	USD 111.056	113.250	138,820.32 M	141,562.50	507.17	3,906.25	0.98%
Total Governments						451,826.25	2,665.06	13,250.00	0.77%
Corporate									
100,000.00	HOUSEHOLD FIN CORP NT DTD 07/21/03 4 75% 07/15/2013 CUSIP: 441812KD5 Baa1/A	3.59%	USD 104.310	102.087	104,309.75 M	102,087.00	2,190.28	4,750.00	0.63%
50,000.00	NOVARTIS CAP CORP NT DTD 02/10/09 4 125% 02/10/2014 CUSIP: 66989HAA6 Aa2/AA-	1.82%	USD 107.601	104.003	53,800.50	52,001.50	807.81	2,062.50	0.55%
100,000.00	SHELL INTL FIN NT DTD 03/23/09 4 00% 03/21/2014 CUSIP: 822582AF9 Aa1/AA	3.63%	USD 107.208	104.401	107,208.25 M	104,401.00	1,111.11	4,000.00	0.37%
100,000.00	CONOCOPHILLIPS NT DTD 05/21/09 4 60% 01/15/2015 CUSIP: 20825CAT1 A1/A	3.79%	USD 110.530	108.070	110,529.75 M	108,070.00	2,121.11	4,600.00	0.63%
100,000.00	GOLDMAN SACHS GROUP INC SR NT DTD 01/12/05 5 125% 01/15/2015 CUSIP: 38141GEA8 A3/A-	3.78%	USD 106.203	107.428	106,202.75 M	107,428.00	2,363.19	5,125.00	1.40%
100,000.00	ORACLE CORP NT DTD 01/13/06 5 25% 01/15/2016 CUSIP: 68402LAC8 A1/A+	3.97%	USD 112.907	113.161	112,907.00 M	113,161.00	2,420.83	5,250.00	0.89%



Deutsche Bank
Private Wealth Management

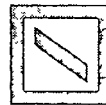
Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Fixed Income

Quantity	Security Description Security ID Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
100,000.00	THERMO FISHER SCIENTIFIC DTD 02/22/11 3.20% 03/01/2016 CUSIP 883556AY8 Baa1/A-	3.69%	USD 107.644	106.197	107,644.00	106,197.00	1,066.67	3,200.00	1.21%
50,000.00	BANK OF AMERICA DTD 03/17/11 3.625% 03/17/2016 CUSIP 06051GEG0 Baa2/A-	1.84%	USD 104.820	105.960	52,410.00	52,980.00	523.61	1,812.50	1.80%
100,000.00	VERIZON COMMUNICATIONS INC DTD 03/28/11 3.00% 04/01/2016 CUSIP 92343VAY0 A3/A-	3.69%	USD 103.836	106.481	103,836.00 M	106,481.00	750.00	3,000.00	0.88%
100,000.00	TOYOTA MOTOR CREDIT CORP DTD 01/12/12 2.05% 01/12/2017 CUSIP 89233P5S1 Aa3/AA-	3.59%	USD 101.848	103.426	101,847.60 M	103,426.00	962.36	2,050.00	1.25%
100,000.00	GENERAL ELEC CAP CORP MTN TRANCHE TR 00775 DTD 02/13/07 5.40% 02/15/2017 CUSIP 36962GZG8 A1/AA+	4.03%	USD 112.625	115.010	112,624.50 M	115,010.00	2,040.00	5,400.00	1.66%
100,000.00	AMERICAN EXPRESS CREDIT DTD 03/26/12 2.375% 03/24/2017 CUSIP 0258M0DD8 A2/A-	3.62%	USD 101.122	104.632	101,122.00	104,632.00	639.93	2,375.00	1.20%
100,000.00	AMGEN INC DTD 05/15/12 2.125% 05/15/2017 CUSIP 031162BQ2 Baa1/A+	3.57%	USD 100.447	103.594	100,447.00	103,594.00	271.53	2,125.00	1.23%
100,000.00	ANHEUSER-BUSCH DTD 07/16/12 1.375% 07/15/2017 CUSIP 03523TBN7 A3/A	3.50%	USD 100.955	101.053	100,955.00	101,053.00	630.21	1,375.00	1.17%
100,000.00	JPMORGAN CHASE & CO DTD 08/20/12 2.00% 08/15/2017 CUSIP 48126EAA5 A2/A	3.54%	USD 101.989	102.150	101,989.00	102,150.00	727.78	2,000.00	1.57%
100,000.00	WACHOVIA CORP DTD 01/31/08 5.75% 02/01/2018 CUSIP 92976WBH8 A2/A+	4.20%	USD 116.613	119.804	116,613.00	119,804.00	2,395.83	5,750.00	1.63%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION

Account Number 250370

Base Currency USD

List of Holdings - Fixed Income

Quantity	Security Description Security ID	Moody's/S&P Rating	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Corporate										
100,000 00	PROCTER & GAMBLE CO DTD 02/06/09 4 70% 02/15/2019 CUSIP 742718DN6 Aa3/AA-		4 12%	USD 112 164	118 147	112,164 00 M	118,147 00	1,775 56	4,700 00	1 55%
100,000 00	MCDONALDS CORP DTD 08/02/10 3 50% 07/15/2020 CUSIP 58013MEJ9 A2/A		3 87%	USD 108 072	110 840	108,072 00	110,840 00	1,613 89	3,500 00	1 95%
Total Corporate										
			63 82%			1,814,682 10	1,831,462 50	24,411 70	63,075 00	1,21%
Investment Funds										
3,000 00	ISHARES TR 1-3 YR TREAS INDEX FD Ticker: SHY		8 71%	USD 84 400	84 420	253 200 00	253,260 00	62 52	939 00	0 37%
4,250 00	VANGUARD SHORT-TERM BOND ETF Ticker: BSV		11 84%	USD 81 287	80 990	345,471 03	344,207 50		5,304 00	1 54%
Total Investment Funds										
			20.55%			598,671 03	597,467 50	62 52	6,243 00	1.04%
Total Fixed Income										
			100 00%			2,859,161 73	2,880,756 25	27,139 28	82,568 00	1 11%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Equities

Equity by Sector	Quantity	Security Description Security ID	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Consumer Discretionary										
	450.00	COMCAST CORP NEW CL A Ticker: CMCSA	3.26%	USD 33.910	37.360	15,258.15	16,812.00	73.13	292.50	1.74%
	280.00	DARDEN RESTAURANTS INC COM Ticker: DRI	2.44%	USD 53.160	45.070	14,884.04 M	12,619.60		560.00	4.44%
	250.00	HOME DEPOT INC COM Ticker: HD	2.99%	USD 49.700	61.850	12,424.25	15,462.50		290.00	1.88%
	195.00	MCDONALDS CORP COM Ticker: MCD	3.32%	USD 91.330	88.210	17,809.33 M	17,200.95		600.60	3.49%
	150.00	NIKE INC CL B Ticker: NKE	1.49%	USD 46.080	51.600	6,912.00	7,740.00		63.00	0.81%
Total Consumer Discretionary			13.50%			67,287.77	69,835.05	73.13	1,806.10	2.59%
Consumer Staples										
	135.00	COLGATE PALMOLIVE CO COM Ticker: CL	2.73%	USD 100.230	104.540	13,530.56 M	14,112.90		334.80	2.37%
	205.00	KELLOGG CO COM Ticker: K	2.21%	USD 50.080	55.850	10,266.44 M	11,449.25		360.80	3.15%
	170.00	PEPSICO INC COM Ticker: PEP	2.26%	USD 69.220	68.430	11,767.30 M	11,633.10	91.38	365.50	3.14%
	110.00	WAL MART STORES INC COM Ticker: WMT	1.45%	USD 66.880	68.230	7,356.49 M	7,505.30		174.90	2.33%
Total Consumer Staples			8.65%			42,920.79	44,700.55	91.38	1,236.00	2.77%
Energy										
	280.00	CHEVRON CORP COM Ticker: CVX	5.85%	USD 100.770	108.140	28,215.62 M	30,279.20		1,008.00	3.33%
	275.00	CONOCOPHILLIPS COM Ticker: COP	3.08%	USD 52.590	57.990	14,462.81 M	15,947.25		726.00	4.55%
	120.00	EXXON MOBIL CORP COM Ticker: XOM	2.01%	USD 82.980	86.550	9,957.20 M	10,386.00		273.60	2.63%



Deutsche Bank
Private Wealth Management
Detailed Portfolio Information
As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Equities

Equity by Sector	Quantity	Security Description Security ID	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Energy	190.00	MARATHON OIL CORP COM Ticker MRO	1.13%	USD 25.410	30.660	4,828.40 M	5,825.40		129.20	2.22%
	160.00	OCCIDENTAL PETE CORP COM Ticker OXY	2.37%	USD 81.910	76.610	13,106.05 M	12,257.60		345.60	2.82%
	260.00	SPECTRA ENERGY CORP COM Ticker SE	1.37%	USD 29.090	27.380	7,564.40 M	7,118.80		317.20	4.46%
Total Energy			15.80%			78,134.48	81,814.25		2,799.60	3.42%
Health Care	230.00	ABBOTT LABS COM Ticker ABT	2.91%	USD 62.560	65.500	14,388.11	15,065.00		128.80	0.85%
	290.00	CARDINAL HEALTH INC COM Ticker CAH	2.32%	USD 41.790	41.180	12,118.47 M	11,942.20	79.75	319.00	2.67%
	285.00	JOHNSON & JOHNSON COM Ticker JNJ	3.86%	USD 63.150	70.100	17,996.35 M	19,978.50		695.40	3.48%
200.00	LILLY ELI & CO COM Ticker LLY	1.90%	USD 41.430	49.320	8,285.40	9,864.00		392.00	3.97%	
230.00	MERCK & CO INC COM Ticker MRK	1.84%	USD 37.660	40.940	8,661.11	9,416.20		98.90	395.60	4.20%
1,015.00	PRIZER INC COM Ticker PFE	4.92%	USD 22.490	25.079	22,832.00 M	25,455.49		974.40		3.83%
250.00	ST JUDE MED INC COM Ticker STJ	1.76%	USD 36.750	36.140	9,186.75	9,035.00		57.50	230.00	2.55%
Total Health Care			19.50%			93,468.19	100,756.39	236.15	3,135.20	3.11%
Industrials	1,295.00	GENERAL ELEC CO COM Ticker GE	5.30%	USD 19.480	20.990	25,221.53 M	27,182.05	246.05	984.20	3.62%
	165.00	IDEX CORP COM Ticker IEX	1.48%	USD 39.850	46.530	6,575.55 M	7,677.45		132.00	1.72%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION
Account Number 250370
Base Currency USD

List of Holdings - Equities

Quantity	Security Description Security ID	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Equity by Sector									
Industrials									
145.00	NORFOLK SOUTHERN CORP COM Ticker: NSC	1.73%	USD 67.700	61.840	9,815.94 M	8,966.80		290.00	3.23%
120.00	PARKER HANNIFIN CORP COM Ticker: PH	1.97%	USD 83.330	85.060	9,999.40 M	10,207.20		196.80	1.93%
75.00	ROCKWELL COLLINS INC COM Ticker: COL	0.84%	USD 50.130	58.170	3,760.04 M	4,362.75		90.00	2.06%
160.00	UNITED TECHNOLOGIES CORP COM Ticker: UTX	2.53%	USD 73.170	82.010	11,707.89 M	13,121.60		342.40	2.61%
	Total Industrials	13.86%			67,080.35	71,517.85	246.05	2,035.40	2.85%
Information Technology									
15.00	APPLE INC COM Ticker: AAPL	1.54%	USD 574.210	532.173	8,613.10 M	7,982.59		159.00	1.99%
255.00	AUTOMATIC DATA PROCESSING INC COM Ticker: ADP	2.83%	USD 53.290	56.930	13,588.84 M	14,517.15	110.93	443.70	3.06%
1,005.00	INTEL CORP COM Ticker: INTC	4.00%	USD 25.760	20.620	25,893.15 M	20,723.10		904.50	4.36%
445.00	MICROSOFT CORP COM Ticker: MSFT	2.30%	USD 29.180	26.710	12,984.65 M	11,885.82		409.40	3.44%
425.00	TEXAS INSTRS INC COM Ticker: TXN	2.54%	USD 28.730	30.890	12,210.58 M	13,128.25		357.00	2.72%
	Total Information Technology	13.20%			73,290.32	68,236.91	110.93	2,273.60	3.33%
Materials									
360.00	FREEMONT-MCMORAN COPPER & GOLD INC CL B Ticker: FCX	2.38%	USD 32.370	34.200	11,652.29 M	12,312.00		450.00	3.65%
	Total Materials	2.38%			11,652.29	12,312.00		450.00	3.65%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2012

Account Name NURTURE NATURE FOUNDATION

Account Number 250370

Base Currency USD

List of Holdings - Equities

Equity by Sector	Quantity	Security Description Security ID	Ticker	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Telecommunication Services											
	510.00	AT & T INC COM	Ticker T	3.32%	USD 34.430	33.710	17,561.43 M	17,192.10		918.00	5.34%
	490.00	VODAFONE GROUP PLC NEW SPONSORED ADR	Ticker VOD	2.43%	USD 27.590	25.190	13,518.09 M	12,343.10	254.45	735.00	5.95%
Total Telecommunication Services				5.75%			31,079.52	29,535.20	254.45	1,653.00	5.60%
Utilities											
	230.00	AMERICAN ELEC PWR INC COM	Ticker AEP	1.90%	USD 38.870	42.680	8,939.03 M	9,816.40		432.40	4.40%
	230.00	AMERICAN WATER WORKS COM	Ticker AWK	1.65%	USD 34.460	37.130	7,924.67 M	8,539.90		230.00	2.69%
	285.00	NEXTERA ENERGY INC COM	Ticker NEE	3.81%	USD 66.150	69.190	18,852.45 M	19,719.15		684.00	3.47%
Total Utilities				7.35%			35,716.15	38,075.45		1,346.40	3.54%
Total Equity by Sector				100.00%			500,629.86	516,783.65	1,012.09	16,735.30	3.24%
Total Equities							500,629.86	516,783.65	1,012.09	16,735.30	3.24%

Summary:

Total Fixed Income 2,880,756

Total Equities 516,783

Total Investments 3,397,539



Nurture Nature Foundation
 GAAP
 Investments - Land, Buildings, Equipment
 12/31/2012

Asset:	FMV, 12/31/11	FMV, 12/31/12
315 Seventh Avenue, New York, NY	16,846,127	16,960,234
214 Spring Garden, Easton, PA	372,000	NONE
914 Spruce Street, Easton, PA	15,885	NONE
Totals	17,234,012	16,960,234

Investment in Real Estate marked to market, no depreciation.

Nurture Nature Foundation
 GAAP
 Land, Buildings, Equipment
 12/31/2012

Asset:	Book Value			Accumulated Depreciation				
	Beginning	Additions	Deletions	Ending	Beginning	Additions	Deletions	Ending
140 Northampton St								
Land	46,944			46,944	-			-
Land Improvements	5,812			5,812	1,832	871		2,703
Building & Improvements	2,524,027	266,381		2,790,408	61,230	69,671		130,901
Construction in Process	10,924	9,164	(10,924)	9,164	-			-
Machinery & Equipment	140,745	26,889		167,634	82,863	29,451		112,314
Furniture & Fixtures	314,336	24,302	(7,850)	330,788	180,799	57,253	(2,944)	235,108
Software	19,542			19,542	5,928	3,908		9,836
Total 140 Northampton St	3,062,330	326,736	(18,774)	3,370,292	332,652	161,154	(2,944)	490,862
516-20 Northampton St (Science Center)								
Land	54,000			54,000	-			-
Building	223,668			223,668	2,633	5,735		8,368
Building Improvements	3,448,218	159,265		3,607,483	40,586	90,212		130,798
Construction in Process	-	6,191		6,191	-			-
Total Science Center	3,725,886	165,456	-	3,891,342	43,219	95,947	-	139,166
Equipment	13,068			13,068	3,864	4,357		8,221
Totals	6,801,284	492,192	(18,774)	7,274,702	379,734	261,458	(2,944)	638,248
								6,636,454

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK HELD FOR INVESTMENT	1,272,434.	870,646.	870,646.
TENANT SECURITY DEPOSITS	30,558.	36,678.	36,678.
TOTALS	<u>1,302,992.</u>	<u>907,324.</u>	<u>907,324.</u>

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: TASK FOUNDATION INC.
ORIGINAL AMOUNT: 1,500,000.
INTEREST RATE:
REPAYMENT TERMS: DUE ON DEMAND
PURPOSE OF LOAN: CHARITABLE

BEGINNING BALANCE DUE 1,500,000.

ENDING BALANCE DUE 1,500,000.

LENDER: ANDREW A. TIPTON & MARIE E. TIPTON
ORIGINAL AMOUNT: 109,000.
INTEREST RATE: 5.000000
DATE OF NOTE: 07/27/2009
MATURITY DATE: 07/27/2019
REPAYMENT TERMS: PAY IN 120 EQUAL MONTHLY INSTALLMENTS
PURPOSE OF LOAN: PROGRAM RELATED

BEGINNING BALANCE DUE 87,410.

ENDING BALANCE DUE 77,687.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 1,587,410.

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 1,577,687.

THE NOTES PAYABLE LISTED ABOVE ARE DUE TO THE LENDERS FROM EASTON HOTEL RESTORATION LLC, A WHOLLY CONTROLLED ENTITY OF THE NURTURE NATURE FOUNDATION.

ATTACHMENT 15

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
SECURITY PAYABLE	30,558.	37,801.
DEFERRED FEDERAL EXCISE TAXES	219,000.	212,000.
DUE TO RELATED NOT-FOR-PROFIT	11,550.	22,191.
TOTALS	<u>261,108.</u>	<u>271,992.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS IN R/E	493,812.
UNREALIZED LOSS ON INVESTMENTS IN SEC	39,120.
TOTAL	<u>532,932.</u>

ATTACHMENT 17FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS IN ART	1,788.
TOTAL	<u>1,788.</u>

ATTACHMENT 18FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NURTURE NEW YORK'S NATURE (NNYN)
GRANTEE'S ADDRESS: 315 SEVENTH AVENUE, #22B
CITY, STATE & ZIP: NEW YORK, NY 10001
GRANT DATE: VAR
GRANT AMOUNT: 5,007.
GRANT PURPOSE: TO COVER PROFESSIONAL FEES INCURRED BY NNYN NECESSARY
TO CARRY OUT ITS MISSION.
AMOUNT EXPENDED: 5,007.
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NURTURE NATURE FOUNDATION PAID THE EXPENSES DIRECTLY.

GRANTEE'S NAME: NURTURE NATURE CENTER (NNC)
GRANTEE'S ADDRESS: 518 NORTHAMPTON STREET
CITY, STATE & ZIP: EASTON, PA 18042
GRANT DATE: VAR
GRANT AMOUNT: 18,660.
GRANT PURPOSE: TO COVER PROFESSIONAL FEES INCURRED BY NNC NECESSARY
TO CARRY OUT ITS MISSION.
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NURTURE NATURE FOUNDATION PAID THE EXPENSES DIRECTLY.

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. KHEEL 112 WEST 34TH STREET 18TH FLOOR, #18055 NEW YORK, NY 10120	PRESIDENT & TREASURER/DIRECTOR 12.00	0	0	0
JANE STANLEY 112 WEST 34TH STREET 18TH FLOOR, #18055 NEW YORK, NY 10120	VICE PRES/SECRETARY/DIRECTOR 30.00	0	0	0
EDWARD PECK 112 WEST 34TH STREET 18TH FLOOR, #18055 NEW YORK, NY 10120	DIRECTOR 3.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 20

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
RACHEL HOGAN CARR 518 NORTHAMPTON STREET EASTON, PA 18042 SUPERVISES OTHER PROGRAM STAFF IN IMPLEMENTING GRANT-MAKING OR IN-HOUSE PROGRAMS IN ADDITION TO PERFORMING THE DUTIES OF PROGRAM OFFICER. RESPONSIBILITIES INCLUDE OVERSEEING THE DEVELOPMENT OF AN ENVIRONMENTAL SCIENCE CENTER IN EASTON PA; FUNDRAISING & COORDINATING OUTREACH FOR THE CENTER; ORGANIZING, SPEAKING AT & LEADING CONFERENCES; AND OVERSEEING OTHER EMPLOYEES WORKING AT THE CENTER. OTHER RESPONSIBILITIES INCLUDE OVERSEEING BUILDINGS OWNED BY THE FOUNDATION IN EASTON, INCLUDING THE FOUNDATION'S PROGRAM RELATED INVESTMENT IN THE GRAND EASTONIAN HOTEL.	SENIOR PROG OFFICER 38.00	94,665.	12,740.

GEORGE BLUM JR. 140 NORTHAMPTON STREET EASTON, PA 18042 HOTEL MANAGER FOR THE FOUNDATION'S PROGRAM RELATED INVESTMENT IN THE GRAND EASTONIAN HOTEL.	HOTEL MANAGER 40.00	57,641.	0
--	------------------------	---------	---

TOTAL COMPENSATION 152,306.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 21

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING/TAX	213,753.
SIMPSON THACHER & BARTLETT LLP 425 LEXINGTON AVENUE NEW YORK, NY 10017	LEGAL FEES	97,131.
KOMANOFF ENERGY ASSOCIATES 11 HANOVER SQ #15 NEW YORK, NY 10005 CONSULTING FEES TO FURTHER THE FOUNDATION'S TRANSIT PROGRAM (SEE DESCRIPTION ON FORM 990-PF PART IX-A)	CONSULTING FEES	80,417.
	TOTAL COMPENSATION	<u>391,301.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JANE STANLEY
112 WEST 34TH ST, 18TH FL, #18055
NEW YORK, NY 10120
646-454-9057

NURTURE NATURE FOUNDATION

13-3637915

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREATER EASTON DEVELOPMENT PARTNERSHIP EASTON FARMERS MARKET, 35 S THIRD STREET EASTON, PA 18042	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000
NURTURE NEW YORK'S NATURE 112 WEST 34TH ST, 18TH FL, #18055 NEW YORK, NY 10001	RELATED PRIVATE FOUNDATION	SEE EXPENDITURE RESPONSIBILITY STATEMENT	5,007
NURTURE NATURE CENTER 518 NORTHAMPTON EASTON, PA 18042	RELATED PUBLIC CHARITY	SEE EXPENDITURE RESPONSIBILITY STATEMENT	18,660
CHRISTODORA ONE EAST 53RD STREET, 14TH FL NEW YORK, NY 10022	NONE EXEMPT OPERATING FDTN	GENERAL SUPPORT	2,500
FRATERNAL ORDER OF POLICE 25 SOUTH THIRD STREET EASTON, PA 18042	NONE PUBLIC CHARITY	GENERAL SUPPORT	100
TOTAL CONTRIBUTIONS PAID			<u>31,267</u>

COL A

LESS: GRANTS PAID TO CONTROLLED ORGANIZATIONS (23,667)

TOTAL GRANTS PAID ON LINE 25, COLUMN D 7,600

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 24

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
LITIGATION SETTLEMENT PROCEEDS (SEE ATTCHMT 25)			01	2,439,742.	
MISC INCOME FROM INVESTMENT IN RENTAL PROPERTY			16	1,166.	
TOTALS				<u><u>2,440,908.</u></u>	

FEDERAL FOOTNOTES

OTHER INCOME - LITIGATION SETTLEMENT PROCEEDS:

=====

THE FOUNDATION IN PRIOR YEARS HAD DISPUTES WITH A NOT-FOR-PROFIT ORGANIZATION FORMERLY AFFILIATED WITH THE FOUNDATION (EARTH PLEDGE FOUNDATION). IN JUNE 2011 A SETTLEMENT AGREEMENT WAS ENTERED INTO BETWEEN THE TWO ENTITIES RESOLVING ALL DISPUTES. THE AGREEMENT, WHICH PROVIDED FOR THE SALE OF CERTAIN REAL PROPERTY, WAS APPROVED BY THE NEW YORK STATE ATTORNEY GENERAL IN APRIL 2012. THE FOUNDATION SUBSEQUENTLY REALIZED \$2,439,742 FROM THE PROCEEDS OF THE SALE OF THE REAL ESTATE WHICH IS INCLUDED IN OTHER INCOME ON THE 2012 FORM 990-PF.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
530,000.		SALE OF UNIT OF KHEEL TOWERS PROPERTY TYPE: REAL ESTATE 181,846.				P	348,154.	
300,000.		SALE OF ARTWORK PROPERTY TYPE: OTHER				D	300,000.	
1,730,072.		ST LOSSES ON SALES OF SECURITIES PROPERTY TYPE: SECURITIES 1,727,739.				P	VARIOUS 2,333.	VARIOUS
576,480.		LT LOSSES ON SALES OF SECURITIES PROPERTY TYPE: SECURITIES 587,217.				P	VARIOUS -10,737.	VARIOUS
19,100.		INV IN 914 SPRUCE ST, EASTON PA PROPERTY TYPE: REAL ESTATE 15,033.				P	VARIOUS 4,067.	06/05/2012
400,000.		INV IN 214 SPRING GARDEN ST, EASTON PA PROPERTY TYPE: REAL ESTATE 995,276.				P	VARIOUS -595,276.	02/22/2012
TOTAL GAIN(LOSS)							<u>48,541.</u>	

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions NURTURE NATURE FOUNDATION	Employer identification number (EIN) or 13-3637915
	Number, street, and room or suite no. If a P O box, see instructions 315 SEVENTH AVENUE, #22B	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10001	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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

THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF

- The books are in the care of ▶ JANE STANLEY

THIS IS YOUR COPY

Telephone No ▶ 646 454-9057 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 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 2012 or

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	14,484.
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 \$	8,484.
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 \$	6,000.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.