



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

A Employer identification number

20-3076690

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

1225 EYE STREET, NW

Room/suite

900

B Telephone number

202-534-1600

City or town, state, and ZIP code

WASHINGTON, DC 20005

C If exemption application is pending, check here ►

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE 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 ►

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 4,047,015. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	9,150,891.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	Interest on savings and temporary cash investments	8,231.	8,231.	8,231.	STATEMENT 1
	4 Dividends and interest from securities				
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.	0.	
	8 Net short-term capital gain			0.	
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	206,524.	56,370.	206,524.	STATEMENT 2
	12 Total. Add lines 1 through 11	9,365,646.	64,601.	214,755.	
	13 Compensation of officers, directors, trustees, etc	661,936.	0.	0.	661,936.
	14 Other employee salaries and wages	3,049,147.	0.	0.	3,049,147.
	15 Pension plans, employee benefits	639,762.	0.	0.	639,762.
	16a Legal fees	57,407.	0.	0.	57,407.
	b Accounting fees	17,630.	0.	0.	17,630.
	c Other professional fees	2,826,314.	0.	0.	2,826,314.
Operating and Administrative Expenses	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	128,039.	2,445.	2,445.	
	20 Occupancy	536,839.	19,257.	19,257.	517,582.
	21 Travel, conferences, and meetings	894,054.	0.	0.	894,054.
	22 Printing and publications	7,401.	0.	0.	7,401.
	23 Other expenses	446,934.	3,568.	3,568.	443,366.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,265,463.	25,270.	25,270.	9,114,599.
	25 Contributions, gifts, grants paid	112,804.			112,804.
	26 Total expenses and disbursements. Add lines 24 and 25	9,378,267.	25,270.	25,270.	9,227,403.
	27 Subtract line 26 from line 12:	<12,621.>			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		39,331.		
	c Adjusted net income (if negative, enter -0-)			189,485.	

G18

20

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690

Page 2

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		529,224.	494,831.	494,831.
2	Savings and temporary cash investments		1,195,804.	2,492,007.	2,492,007.
3	Accounts receivable ► 4,773.		21,980.	4,773.	4,773.
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable		1,642,500.	30,000.	30,000.
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges		47,370.	64,771.	64,771.
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other STMT 7		250,985.	253,758.	253,758.
14	Land, buildings, and equipment: basis ► 1,181,124.		753,920.	684,521.	684,521.
	Less accumulated depreciation STMT 8 ► 496,603.				
15	Other assets (describe ► DEPOSITS)		22,354.	22,354.	22,354.
16	Total assets (to be completed by all filers)		4,464,137.	4,047,015.	4,047,015.
17	Accounts payable and accrued expenses		621,834.	608,273.	
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ► STATEMENT 9)		448,699.	57,759.	
23	Total liabilities (add lines 17 through 22)		1,070,533.	666,032.	
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted		1,866,479.	2,081,964.	
26	Temporarily restricted		1,527,125.	1,299,019.	
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg., and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds				
32	Total net assets or fund balances		3,393,604.	3,380,983.	
33	Total liabilities and net assets/fund balances		4,464,137.	4,047,015.	

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	3,393,604.
2	Enter amount from Part I, line 27a	2	<12,621.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,380,983.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,380,983.

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.**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					
b	NONE				
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			(l) 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3		

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.)

N/A

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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690 Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input checked="" type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: <u>02/26/11</u> (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-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ►	1	N/A
2	0.			
3	0.			
4	0.			
5	0.			
7	0.			
8				
9	0.			
10				
11				

Part VII-A Statements Regarding Activities

1a	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?	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. 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? c Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u> e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u> 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 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? If "Yes," attach the statement required by General Instruction T 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA, DC</u> b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 10 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)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
1a			X	
1b			X	
1c			X	
2			X	
3			X	
4a			X	
4b				
5			X	
6			X	
7		X		
8b		X		
9		X		
10		X		

Form 990-PF (2012)

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690

Page 5

Part VII-A Statements Regarding Activities (continued)

11	X	
12		X
13	X	
Website address ► WWW.THEICCT.ORG		
14	The books are in care of ► FRANCISCO ANDRIEU	Telephone no. ► 202-534-1609
Located at ► 1225 EYE STREET, NW, WASHINGTON, DC		
ZIP+4 ► 20005		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	
16	15	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		
16	Yes	No

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
1c 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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

Form 990-PF (2012)

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690

Page 6

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A
►

5b

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?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

Yes No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		630,986.	30,950.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN GERMAN - 1225 EYE STREET, NW, #900, WASHINGTON, DC 20005	SENIOR FELLOW 60.00	201,274.	10,064.	0.
FATUMATA KAMAKATE - 1225 EYE STREET, NW, #900, WASHINGTON, DC 20005	CHIEF PROGRAM OFFICER 60.00	138,452.	6,923.	0.
ANDREW JENS - 1225 EYE STREET, NW, #900, WASHINGTON, DC 20005	FINANCE AND OPERATIONS 60.00	136,578.	6,829.	0.
ANUP BANDIVADEKAR - 1225 EYE STREET, NW, #900, WASHINGTON, DC 20005	PROGRAM DIRECTOR 60.00	118,898.	5,945.	0.
DAN RUTHERFORD - 1225 EYE STREET, NW, #900, WASHINGTON, DC 20005	AVIATION PROGRAM LEAD 60.00	114,638.	5,732.	0.

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

► 27

Form 990-PF (2012)

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690 Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FEV, INC.		
4554 GLENMEADE LN, AUBURN HILLS, MI 48326	PROGRAM CONSULTANT	511,373.
RICARDO, INC. - 40000 RICARDO DR, VAN BUREN TOWNSHIP, MI 48111	PROGRAM CONSULTANT	383,553.
MESZLER ENGINEERING		
906 HAMBURG DR, ABINGDON, MD 21009	PROGRAM CONSULTANT	175,043.
CE DELFT - OUDE DELFT 180, DELFT, NETHERLANDS, NETHERLANDS	PROGRAM CONSULTANT	112,443.
UNIVERSITY OF CALIFORNIA BERKELEY		
101 SPROUL HALL, BERKELEY, CA 94704	PROGRAM CONSULTANT	106,567.

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

► 3

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 PASSENGER VEHICLES: DRAMATICALLY INCREASE THE EFFICIENCY AND CLEANLINESS OF PASSENGER CARS.	2,299,705.
2 HEAVY DUTY VEHICLES: BUILD THE TECHNICAL CASE FOR NEW STANDARDS FOR HEAVY DUTY VEHICLES.	1,186,240.
3	
SEE STATEMENT 12	932,418.
4	
SEE STATEMENT 13	446,878.

Part IX-B Summary of Program-Related Investments

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

Amount

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

Form 990-PF (2012)

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690 Page 8

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	0.
b Average of monthly cash balances	1b	3,077,131.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,077,131.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,077,131.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,157.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,030,974.
6 Minimum investment return. Enter 5% of line 5	6	151,549.

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	9,227,403.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,227,403.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,227,403.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)**N/A**

	(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:				
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 instr.				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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)

1 a 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	► 05/18/05																																							
b Check box to indicate whether the foundation is a private operating foundation described in section	<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																							
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="4">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td>151,549.</td> <td>109,895.</td> <td>101,724.</td> <td>152,731.</td> <td>515,899.</td> </tr> <tr> <td>128,817.</td> <td>93,411.</td> <td>86,465.</td> <td>129,821.</td> <td>438,514.</td> </tr> <tr> <td>9,227,403.</td> <td>10,083,565.</td> <td>5,575,819.</td> <td>5,825,966.</td> <td>30,712,753.</td> </tr> <tr> <td>0.</td> <td>0.</td> <td>0.</td> <td>0.</td> <td>0.</td> </tr> <tr> <td>9,227,403.</td> <td>10,083,565.</td> <td>5,575,819.</td> <td>5,825,966.</td> <td>30,712,753.</td> </tr> </tbody> </table>					Tax year	Prior 3 years				(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	151,549.	109,895.	101,724.	152,731.	515,899.	128,817.	93,411.	86,465.	129,821.	438,514.	9,227,403.	10,083,565.	5,575,819.	5,825,966.	30,712,753.	0.	0.	0.	0.	0.	9,227,403.	10,083,565.	5,575,819.	5,825,966.	30,712,753.
Tax year	Prior 3 years				(e) Total																																			
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																					
151,549.	109,895.	101,724.	152,731.	515,899.																																				
128,817.	93,411.	86,465.	129,821.	438,514.																																				
9,227,403.	10,083,565.	5,575,819.	5,825,966.	30,712,753.																																				
0.	0.	0.	0.	0.																																				
9,227,403.	10,083,565.	5,575,819.	5,825,966.	30,712,753.																																				
b 85% of line 2a																																								
c Qualifying distributions from Part XII, line 4 for each year listed																																								
d Amounts included in line 2c not used directly for active conduct of exempt activities																																								
e Qualifying distributions made directly for active conduct of exempt activities.																																								
Subtract line 2d from line 2c																																								
3 Complete 3a, b, or c for the alternative test relied upon:																																								
a "Assets" alternative test - enter:																																								
(1) Value of all assets																																								
(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																																								
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).)

NONE

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.

NONE

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:

**DREW KODJAK, EXECUTIVE DIRECTOR, 202-534-1608
1225 EYE STREET NW, #900, WASHINGTON, DC 20005**

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Form 990-PF (2012)

20-3076690 Page 11

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ICCT-EUROPE NEW PROMENADE 6 BERLIN, GERMANY	SUBSIDIARY	N/A	GENERAL SUPPORT	112,804.
Total			► 3a	112,804.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	8,231.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CONTRACT REVENUE					150,154.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		64,601.	150,154.
13 Total. Add line 12, columns (b), (d), and (e)					13 214,755.
(See worksheet in line 13 instructions to verify calculations.)					

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization**THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.**Employer identification number**

20-3076690

Organization type (check one):**Filers of:**

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Employer identification number

20-3076690

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	<u>CLIMATE WORKS FOUNDATION</u> <u>235 MONTGOMERY ST</u> <u>SAN FRANCISCO, CA 94104</u>	\$ <u>8,920,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<u>CHINA SUSTAINABLE ENERGY FUND</u> <u>301 BATTERY ST, 5TH FL</u> <u>SAN FRANCISCO, CA 94111</u>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	<u>THE ENERGY FOUNDATION</u> <u>301 BATTERY ST, 5TH FL</u> <u>SAN FRANCISCO</u>	\$ <u>98,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>EUROPEAN CLIMATE FOUNDATION</u> <u>TOURNOOLVELD 4</u> <u>DEN HAAG, NETHERLANDS 2511 CS</u>	\$ <u>32,390.</u>	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)

Name of organization

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

Employer identification number

20-3076690

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION, INC.

20-3076690

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK ACCOUNTS	8,231.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,231.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SUBLEASE INCOME	56,370.	56,370.	56,370.
CONTRACT REVENUE	150,154.	0.	150,154.
TOTAL TO FORM 990-PF, PART I, LINE 11	206,524.	56,370.	206,524.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	57,407.	0.	0.	57,407.
TO FM 990-PF, PG 1, LN 16A	57,407.	0.	0.	57,407.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,630.	0.	0.	17,630.
TO FORM 990-PF, PG 1, LN 16B	17,630.	0.	0.	17,630.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES FOR SERVICES	2,826,314.	0.	0.	2,826,314.
TO FORM 990-PF, PG 1, LN 16C	2,826,314.	0.	0.	2,826,314.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DATA SETS	161,552.	0.	0.	161,552.
OFFICE SUPPLIES	94,092.	0.	0.	94,092.
TELECOMMUNICATIONS	96,187.	0.	0.	96,187.
REPORT PRODUCTION	56,834.	0.	0.	56,834.
POSTAGE & DELIVERY	4,179.	0.	0.	4,179.
MISCELLANEOUS	1,315.	0.	0.	1,315.
TRANSLATIONS	497.	0.	0.	497.
DUES & SUBSCRIPTIONS	10,381.	0.	0.	10,381.
INSURANCE	18,329.	0.	0.	18,329.
BANK FEES	3,568.	3,568.	3,568.	0.
TO FORM 990-PF, PG 1, LN 23	446,934.	3,568.	3,568.	443,366.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATE OF DEPOSIT-PNC	COST	253,758.	253,758.
TOTAL TO FORM 990-PF, PART II, LINE 13		253,758.	253,758.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	440,284.	200,768.	239,516.
COMPUTERS & SOFTWARE	59,319.	40,453.	18,866.
LEASEHOLD IMPROVEMENTS	681,521.	255,382.	426,139.
TOTAL TO FM 990-PF, PART II, LN 14	1,181,124.	496,603.	684,521.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED RENT	120,810.	57,759.
DUE TO CLIMATE WORKS FOUNDATION	306,000.	0.
PREPAID SUBLEASE	21,889.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	448,699.	57,759.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 10

EXPLANATION

DISTRICT OF COLUMBIA DOES NOT REQUIRE A FILING OF THE FEDERAL FORM 990-PF OR EQUIVALENT FORM.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALAN LLOYD 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	PRESIDENT 40.00	253,382.	12,669.	0.
ANDREI KODJAK 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	EXECUTIVE DIRECTOR/TREASURER 40.00	235,750.	11,788.	0.
KATHERINE BLUMBERG 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	PROGRAM DIRECTOR/SECRETARY 40.00	129,854.	6,493.	0.
DAN GREENBAUM 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	CHAIRMAN 1.00	0.	0.	0.
MICHAEL WANG 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	DIRECTOR 1.00	6,000.	0.	0.
LEONORA ROJAS BRACHO 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	DIRECTOR 1.00	6,000.	0.	0.
CHARLOTTE PERA 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	DIRECTOR 1.00	0.	0.	0.
CHARLIE MCALWEE 1225 EYE STREET, NW, #900 WASHINGTON, DC 20005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		630,986.	30,950.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY THREE

FUELS: PREVENTING DESTRUCTIVE CLIMATE CHANGE AND REDUCE HEALTH IMPACTS BY TRYING TO MOVE THE TRANSPORTATION SECTOR TOWARDS FUELS THAT HAVE A LOWER CARBON FOOTPRINT, AND REDUCED EMISSIONS OF SULFUR AND OTHER CONVENTIONAL POLLUTANTS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

932,418.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY FOUR

TECHNOLOGY AND INNOVATION: INFORMING POLICYMAKERS AND REGULATORS ABOUT THE CURRENT STATE OF TRANSPORTATION TECHNOLOGY AND PROMOTING INNOVATION AND MARKET ADOPTION OF NEW TECHNOLOGIES IN VEHICLES AND FUELS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

446,878.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & FIXTURES	VARIESSL	7.00	16	440,284.				440,284.	142,630.		58,138.
2	COMPUTERS & SOFTWARE	VARIESSL	3.00	16	59,319.				59,319.	38,704.		1,749.
3	LEASEHOLD IMPROVEMENTS	VARIESSL	7.00	16	681,521.				681,521.	187,229.		68,153.
* TOTAL 990-PF PG 1					1181124.				0.	368,563.		0.
	DEPR											128,040.

226102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF THE
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION, INC.**

[DATE]

11/7/2012

The directors present, in person or by conference telephone, at a properly called annual meeting of the Board of Directors of the **International Council on Clean Transportation, Inc.**, a Delaware nonprofit corporation (“**ICCT**”), held on **[date]**, at which a quorum was present, having received or waived notice of the meeting, adopted the following recitals and resolutions, without objection:

Whereas, the Board of Directors of **ICCT** has determined that it is in the best interests of **ICCT** to adopt the following resolutions;

Now, therefore, be it

Bylaws

Resolved that the directors hereby adopt the ~~Second~~^{Amended} and Restated Bylaws of the International Council on Clean Transportation, Inc., in the form attached hereto as Exhibit A, as the Bylaws of **ICCT**;

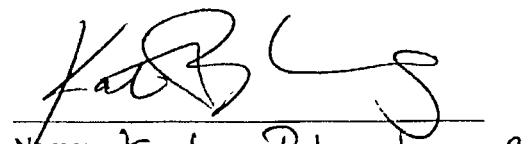
General Authority

Resolved, further: that the directors hereby authorize and direct the officers of **ICCT** to execute such other documents and take such further actions as may be necessary or advisable to carry out the purposes of the foregoing resolutions, including the filing of a copy of these resolutions with the records of the meetings of the Board of Directors of **ICCT**

, {*Certification on next page.*}

I hereby certify that the foregoing resolutions were duly adopted by the Board of Directors of the International Council on Clean Transportation, Inc., at a meeting of the Board held on 11/7/2012, 2012.

Date: 11/7/2012



Name: Kate Blumberg
Title: Secretary

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF THE
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION, INC.**

EXHIBIT A

SECOND AMENDED AND RESTATED BYLAWS

(See Attached.)

SECOND AMENDED AND RESTATED

BYLAWS

OF

INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION INC.

ARTICLE 1: NAME

Section 1.1 Name of Corporation. The name of this Corporation is International Council on Clean Transportation Inc.

ARTICLE 2: OFFICES

Section 2.1 Registered Office. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

Section 2.2 Principal Office. The principal office for the transaction of the business of the Corporation shall be located in Washington, D.C. The Board of Directors (the "Board") may change the principal office from one location to another, and this Section shall be amended accordingly.

Section 2.3 Other Offices. The Board may at any time establish branch offices, either within or without the United States, to advance the proper purposes of the Corporation.

ARTICLE 3: OBJECTIVES AND PURPOSES

Section 3.1 Objectives and Purposes. This Corporation has been formed for charitable purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Certificate of Incorporation.

The specific charitable purpose of the corporation shall be to dramatically improve the environmental performance and efficiency of cars, trucks and transportation systems throughout the world in order to protect and improve public health and the environment, and to carry on any other charitable activities as determined by the Board of Directors.

ARTICLE 4: DEDICATION OF ASSETS

Section 4.1 Dedication of Assets. The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of

the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5: MEMBERS

Section 5.1 Classes of Members.

(a) The Corporation shall have the following classes of members:

- (i) Director Class;
- (ii) International Council Class;
- (iii) Any other class of members established by the Board of Directors.

(b) Each class of members shall have the rights and duties specified in this Section 5.

Section 5.2 Director Class.

(a) The Director Class consists of the members of the Corporation's Board of Directors.

(b) The members of the Corporation's Board of Directors shall serve as the voting members of the Corporation.

(c) If any action is required by law to be taken by members of the Corporation, such action may be taken by the members of the Corporation's Board of Directors without any further formalities.

Section 5.3 International Council Class.

(a) The International Council Class shall be chosen by the Board of Directors consistent with the criteria established by the board.

(b) The members of the International Council Class shall serve as non-voting members of the Corporation, unless they are also members of the Director Class.

(c) The Board of Directors of the Corporation shall, from time to time, establish the criteria that the members of the International Council must satisfy in order to qualify for membership in the International Council Class.

(d) The Board of Directors shall have sole discretion to determine whether to admit to membership in the Corporation, or remove from membership in the Corporation, any member of the International Council.

Section 5.4 Additional Membership Classes. The Board of Directors may, from time to time, establish additional membership classes and admit to membership in the Corporation all those individuals or organizations that satisfy the criteria for membership established by the Board of Directors.

Section 5.5 Maintenance of Membership Lists. The Corporation shall maintain a list of the members constituting the International Council Class and a list of the members of such other membership classes as the Board of Directors may from time to time establish, a copy of which must be attached to these Bylaws as Schedule 5.5. The Executive Director or Secretary of the Corporation shall amend Schedule 5.5 from time to time to ensure that the membership list is accurate and up-to-date.

ARTICLE 6: DIRECTORS

Section 6.1 Powers.

(a) General Corporate Powers. The business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) Specific Powers. Without prejudice to its general powers, the Board shall have the power to:

(i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Certificate of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any state, territory, dependency, or country, and conduct business within or outside Washington, D.C.; and designate any place within or outside Washington, D.C. for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6.2 Number of Directors. The authorized number of Directors shall be not less than two (2) and not more than nine (9).

Section 6.3 Appointment and Term of Office of Directors.

(a) Current Board and Terms of Office. The current directors are those persons whose names are attached to these Bylaws as Exhibit A, each of whom shall serve for a term expiring on the date there indicated. Successor directors shall serve three (3) year terms, and until their respective successors are elected. Directors may serve any number of consecutive terms.

(b) Subsequent Elections. Directors shall be selected by a majority vote of the Board at each annual meeting, including the vote of any Director(s) whose term of office expires with such meeting.

(c) President and Executive Director as *Ex Officio* Member. The President and the Executive Director as titled in the organization shall each serve as an *ex officio*, voting member of the Board of Directors.

(d) Chair of the Board. The Chair of the Board shall be selected by a majority vote of the Board following the election of the Directors at the annual meeting.

Section 6.4 Vacancies

(a) Events Causing Vacancy. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The failure of the Board at any meeting of the Board at which any Director is to be elected to elect the Director to be elected at such meeting.

(iii) The determination by the Board at the third consecutive Board meeting missed by a Director without excuse, or at the next following meeting (whether or not said Director is then present), that said Director's seat is vacant.

(iv) Subject to Section 6.2, the determination by the Board that the number of Directors shall be increased.

(b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal. A Director may be removed with or without cause by a majority vote of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and the potential removal are given as provided in Section 6.7(b).

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director, or by a determination of vacancy as provided in Section 6.4(a)(iii) or (iv), shall be filled as provided in Section 6.3(b). The term of each Director elected to fill a vacancy shall expire upon the date his or her predecessor's term would have expired.

Section 6.5 Place of Meeting; Meeting by Telephone.

Regular meetings of the Board may be held at any place within or outside Washington, D.C. as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special

meetings of the Board shall be held at any place within or outside Washington, D.C. as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 6.5, a regular or special meeting of the Board may be held at any place consented to in writing by all Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.6 Annual Meetings. The Board shall hold an annual meeting at a time and place designated by the Board for purposes of electing Directors, appointing Officers, designating committees, and transacting regular business. Notice of this meeting shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in advance thereof or by notice delivered personally, by telephone, facsimile, or electronic mail at least four (4) days in advance, except that any Director may waive notice as provided in Section 6.7(c).

Section 6.7 Special Meetings.

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President or any two (2) Directors.

(b) Notice. Notice of any special meeting of the Board shall be given to all Directors either by first-class mail at least four (4) days in advance or by notice delivered personally, by telephone, facsimile, or electronic mail at least forty-eight (48) hours in advance, except that such notice may be waived by any Director as set forth in paragraph (c) below.

(c) Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 6.8 Quorum. A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.9. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

Section 6.9 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.10 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four

(24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.7(c).

Section 6.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.12 Compensation of Directors. Directors and members of committees may receive such compensation and/or reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable

ARTICLE 7: COMMITTEES

Section 7.1 Committees of Directors. The Board may designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a)** Fill vacancies on the Board or on any committee;
- (b)** Amend or repeal the Certificate of Incorporation or Bylaws or adopt new Bylaws;
- (c)** Amend or repeal any resolution of the Board;
- (d)** Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest; or
- (e)** Designate any other committees of the Board or appoint the members of any committee.

Section 7.2 Meeting and Action of Committees. The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 7.3 Executive Committee. The Board may appoint two (2) or more Directors and the Chair of the Board of the Corporation to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.1.

Section 7.4 Board of Advisors. The Board may create a Board of Advisors for the Corporation and select its members in any manner it deems appropriate. Members of the Board of Advisors need not be Directors. The Board of Advisors shall advise the Board on policy matters pertaining to the advancement of the purposes of the Corporation. The Corporation may refer to members of the Board of Advisors as "Honorary Directors" or "Honorary Trustees," but members shall not have any of the duties, responsibilities, or authority of Directors.

ARTICLE 8: OFFICERS

Section 8.1 Officers. The Corporation shall have the following officers: President, Executive Director, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 8.3. Officers need not be Directors.

Section 8.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 8.3, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 8.3 Subordinate Officers. The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 8.4 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 8.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 8.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 8.7 Responsibilities of Officers

(a) President. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Certificate of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing

any personnel policies adopted by the Board. If there is no President, the Board may designate an interim President until a new President is appointed.

(b) Executive Director. The Executive Director shall be responsible for managing the Organization's staff and day-to-day operations. He or she will work with the Board in implementing the Board's strategic vision for the Corporation. He will also oversee outreach efforts, ensure that program services are provided and resources are expended in a manner consistent with the goals of the Corporation, that accounting procedures are implemented so contributions received and resources expended are properly reported and that sources of funding are identified and solicited to ensure the Corporation has sufficient funds to provide future program services. If there is no Executive Director, the Board may designate an interim Executive Director until a new Executive Director is appointed.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation, and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all

its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE 9: RECORDS AND REPORTS

Section 9.1 Maintenance of Certificate of Incorporation and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Certificate of Incorporation and Bylaws as amended to date.

Section 9.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 9.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.4 Annual Statement of Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail or deliver to each Director a statement of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved by the Board.

ARTICLE 10: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 10.1 Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by the disinterested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit,

and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

Section 10.2 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 11: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 Right to Indemnification. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the applicable law.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 11.2 Insurance This Corporation shall have the power to, and shall use its best efforts to, purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 11.1 of these Bylaws.

ARTICLE 12: FISCAL YEAR

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE 13: CONSTRUCTION AND DEFINITIONS; MEMBERS

Section 13.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Delaware General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 13.2 Members. This Corporation shall not have voting members. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members with such rights and obligations as it deems appropriate.

ARTICLE 14: AMENDMENTS

Section 14.1 Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board. The full text of any proposed Bylaw amendment shall be furnished to the Board with the notice of the meeting at which such proposed amendment is to be considered. Notice of any meeting at which adoption, amendment, or repeal of any Bylaw is to be considered shall be by first-class mail at least ten (10) days in advance of such meeting, or personally, by telephone, facsimile, or electronic mail at least four (4) days in advance.

ARTICLE 15: PRIVATE FOUNDATION RESTRICTIONS

Section 15.1 With respect to any taxable year or years of the Corporation during which it is a private foundation as defined in Section 509 of the Internal Revenue Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 16: ELECTRONIC TRANSMISSION

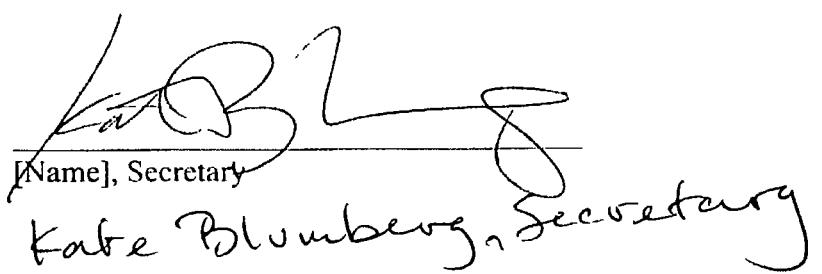
Section 16.1 Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written", and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of International Council on Clean Transportation Inc., a Delaware non-stock, nonprofit corporation (the "Corporation"), do hereby certify:

That the foregoing Second Amended and Restated Bylaws were adopted as the Bylaws of the Corporation by the Board of Directors of the Corporation on Nov 7, 2012 and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have here subscribed my name this 7 day of November, 2012.



[Name], Secretary
Kate Blumberg, Secretary

SCHEDULE 5.5

COUNCIL OF PARTICIPANTS
MEMBERSHIP CLASS LIST

[SEE DRAFT LIST ATTACHED]

EXHIBIT A

<u>Name</u>	<u>Term Expires Annual Meeting</u>
Dan Greenbaum (Chair)*	2014
Charlotte Pera	2014
Leonora Rojas	2015
Michael Wang	2015
Charlie McElwee	2015
Alan Lloyd	Ex Officio
Drew Kodjak	Ex Officio

*Dan Greenbaum elected chair by unanimous vote of the board on October 10, 2012 to replace a vacancy left by Michael Walsh's retirement.

Draft placeholder list of inaugural International Council as of 10/29

Based on Kerala attendees, to be expanded to include additional members:

1. Leonora Rojas BRACHO *Director General, Research on Urban, Regional and Global Pollution, Mexico*
2. Thomas CACKETTE *Chief Deputy Executive Officer, California Air Resources Board, USA*
3. Krishan DHAWAN *Chief Executive Officer, SHAKTI Sustainable Energy Foundation, India*
4. Vadim DONCHENKO *Scientific Director, Scientific and Research Institute of Motor Transport (NIIAT), Russia*
5. Axel FRIEDRICH *Former Head of the Environment, Transport, and Noise Division of the Federal Environmental Agency*
6. Dan GREENBAUM *President, Health Effects Institute & Chairman of the ICCT Board of Directors, USA*
7. Kebin HE *Professor of Environmental Science & Engineering and Director of International Cooperation and Exchange, Tsinghua University, China*
8. Youngil JEONG *Director, Korea Institute of Machinery and Materials(KIMM), Daejeon, Korea*
9. Yuefu JIN *Deputy Chief Engineer & Research Fellow Senior Engineer of Auto Standardization Research Institute, China Automotive Technology And Research Center (CATARC), China*
10. Rob de JONG *Head of Unit, United Nations Environment Programme*
11. Kunsheng LI *Department Director, Beijing Municipal Environmental Protection Bureau, China*
12. Charlie MCELWEE *Vice President, Programs, ClimateWorks Foundation, USA*
13. Patricia MONAHAN *Transportation Program Director, the Energy Foundation, USA*
14. Philip OWEN *Head of Unit Transport and Ozone, DG Climate Action, European Commission*
15. Charlotte PERA *Chief Executive Officer, ClimateWorks Foundation, USA*
16. Joe RYAN *Vice President, Latin America and Program Officer, Transportation, ClimateWorks Foundation, USA*
17. Anumita ROYCHOWDHURY *Associate Director of Research & Advocacy, Center for Science and Environment, India*
18. Bruno SOARES *Project Specialist, Brazilian Agency for Industrial Development*
19. Sanjivi SUNDAR *Distinguished Fellow and Professor, TERI, India*
20. Dagang TANG *Adjunct Professor, Beijing Institute of Technology & Director, Vehicle Emission Control Center, Ministry of Environmental Protection, China*
21. Michael WANG *Senior Scientist of Energy Systems Division, Argonne National Laboratory, USA*
22. Catherine WITHERSPOON *Consultant, ClimateWorks Foundation, USA*

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

- 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	Name of exempt organization or other filer, see instructions. THE INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION, INC.	Employer identification number (EIN) or 20-3076690
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1225 EYE STREET, NW, NO. 900	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 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

FRANCISCO ANDRIEU

- The books are in the care of ► **1225 EYE STREET, NW, NO. 900 - WASHINGTON, DC 20005**
Telephone No. ► **202-534-1600** 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 **AUGUST 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 , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)