

COMMITTEE ON NATURAL RESOURCES
Disclosure Form
As required by and provided for in House Rule XI, clause 2(g) and
the Rules of the Committee on Natural Resources

U.S. House Committee on Natural Resources, Subcommittee on Energy and Mineral Resources oversight hearing
on "Federal Regulation: Economic, job and security implications of federal hydraulic fracturing regulation"
May 2, 2012

For Individuals:

1. Name:

2. Address:

3. Email Address:

4. Phone Number:

* * * * *

For Witnesses Representing Organizations:

1. Name: Bruce Baizel

2. Name of Organization(s) You are Representing at the Hearing:

Earthworks

3. Business Address:
1612 K St., NW, Ste., 808, Washington, DC 20006

4. Business Email Address:
[Information redacted for privacy]

5. Business Phone Number:
[Information redacted for privacy]

Name/Organization: Bruce Baizel/ Earthworks

Title/Date of Hearing: Oversight hearing on “Federal Regulation: Economic, job and security implications of federal hydraulic fracturing regulation” / May 2, 2012

a. Any training or educational certificates, diplomas or degrees or other educational experiences that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

J.D., 1986, University of Denver

b. Any professional licenses, certifications, or affiliations held that are relevant to your qualifications to testify on or knowledge of the subject matter of the hearing.

Licensed to practice law in Colorado

c. Any employment, occupation, ownership in a firm or business, or work-related experiences that relate to your qualifications to testify on or knowledge of the subject matter of the hearing.

Staff Attorney – member of STRONGER board of directors, member of Pit Rule Task Force (New Mexico), member of STRONGER Hydraulic Fracturing Guideline Work Group

d. Any federal grants or contracts (including subgrants or subcontracts) from the Department of the Interior (and /or other agencies invited) that you have received in the current year and previous four years, including the source and the amount of each grant or contract.

n/a

e. A list of all lawsuits or petitions filed by you against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed.

n/a

f. Any other information you wish to convey that might aid the Members of the Committee to better understand the context of your testimony.

Name/Organization: Bruce Baizel / Earthworks

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In addition, for witnesses representing organizations:

g. Any offices, elected positions, or representational capacity held in the organization(s) on whose behalf you are testifying.

n/a

h. Any federal grants or contracts (including subgrants or subcontracts) from the Department of the Interior (and /or other agencies invited) that were received in the current year and previous four years by the organization(s) you represent at this hearing, including the source and amount of each grant or contract for each of the organization(s).

n/a

i. A list of all lawsuits or petitions filed by the organization(s) you represent at the hearing against the federal government in the current year and the previous four years, giving the name of the lawsuit or petition, the subject matter of the lawsuit or petition, and the federal statutes under which the lawsuits or petitions were filed for each of the organization(s).

BLM Climate Change Litigation (NEPA, FLPMA):

Earthworks’ Oil and Gas Accountability Project, represented by the Western Environmental Law Center (Taos office), filed complaints in federal courts in New Mexico and Montana in December 2008 to compel the Bureau of Land Management (BLM) to consider, analyze, and/or mitigate the global warming impacts of greenhouse gases when issuing oil and gas leases on federal lands

Upper Missouri River Breaks National Monument (federal – NEPA, FLPMA, NHPA): Earthworks’ Oil and Gas Accountability Project, represented by Earthjustice, filed suit with the intent of protecting this important treasured place from oil and gas development.

Rock Creek Mine (federal - NEPA, ESA, FLPMA, CAA, CWA, WA):

Case 1: This case sought review, under the Endangered Species Act and Administrative Procedures Act, of a U.S. Fish and Wildlife Service (USFWS) Biological Opinion for the proposed Rock Creek Mine in Northwestern Montana that will push a critically endangered grizzly bear population close to the brink of extinction and could eliminate one of the Upper Columbia River basin's few remaining bull trout strongholds.

Case 2: Earthworks has filed a complaint in Federal District Court against USFS for unlawful approval of the Rock Creek Mine, challenging its legality under NEPA, ESA, FLPMA, CAA, CWA and the Wilderness Act.

Department of the Interior/Department of Agriculture Millsite/Claim Validity (1872 Mining Law/FLPMA):

In October of 2009, Earthworks joined High Country Citizens Alliance, Save the Scenic Santa Ritas, Great Basin Resource Watch and Western Shoshone Defense Project in an 1872 Mining Law-related lawsuit against the Department of the Interior. This lawsuit challenges both the 10-24-03 millsite regulation (which adopted the Secretary/Deputy Solicitor’s legal opinion issued on 10-7-03) and the 12-4-08 Interim Final Rule, which was issued in response to Judge Kennedy’s decision in the MPC v. Norton case. This lawsuit is intended to require Fair Market Value for lands not covered by valid mining claims and limit the amount of public lands that can be used to dump mining waste.

Name/Organization: Bruce Baizel / Earthworks

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j. A list of any countries from which the organization(s) you represent at the hearing have received foreign donations and the total amount of donations received from each country, for the current year and the previous four years, by each organization.

n/a

k. For tax-exempt organizations and non-profit organizations, copies of the three most recent public IRS Form 990s (including Form 990-PF, Form 990-N, and Form 990-EZ) for each of the organization(s) you represent at the hearing (not including any contributor names and addresses or any information withheld from public inspection by the Secretary of the Treasury under 26 U.S.C. 6104)).

See attached.

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

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning , 2010, and ending

B Check if applicable:

| | | | | |
|--|--|---|--|---|
| <input type="checkbox"/> Address change | EARTHWORKS 1612 K STREET, NW #808 WASHINGTON, DC 20006 | D Employer identification number | 52-1557765 | |
| <input type="checkbox"/> Name change | | E Telephone number | 202-887-1872 | |
| <input type="checkbox"/> Initial return | | G Gross receipts \$ | 2,307,785. | |
| <input type="checkbox"/> Terminated | | F Name and address of principal officer: | SAME AS C ABOVE | |
| <input type="checkbox"/> Amended return | | I Tax-exempt status | <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | |
| <input type="checkbox"/> Application pending | | J Website: ▶ WWW.EARTHWORKSACTION.ORG | H(a) Is this a group return for affiliates? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

H(b) Are all affiliates included? Yes No
If 'No,' attach a list. (see instructions)

K Form of organization: Corporation Trust Association Other ▶ **L** Year of Formation: 1988 **M** State of legal domicile: DC

Part I Summary

| | | | |
|--|---|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF DESTRUCTIVE MINERAL DEVELOPMENT</u> | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a)..... | 3 | 9 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b)..... | 4 | 9 |
| | 5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)..... | 5 | 17 |
| | 6 Total number of volunteers (estimate if necessary)..... | 6 | 0 |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12..... | 7a | 0. |
| b Net unrelated business taxable income from Form 990-T, line 34..... | 7b | 0. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h)..... | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g)..... | 1,392,832. | 2,246,024. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)..... | 241. | 2,574. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)..... | 45,584. | 59,187. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)..... | 1,438,657. | 2,307,785. |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)..... | 148,900. | 140,065. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4)..... | | |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)..... | 895,485. | 986,888. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e)..... | | |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 167,057. | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)..... | 419,631. | 669,196. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)..... | 1,464,016. | 1,796,149. | |
| 19 Revenue less expenses. Subtract line 18 from line 12..... | -25,359. | 511,636. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16)..... | Beginning of Current Year | End of Year |
| | 21 Total liabilities (Part X, line 26)..... | 364,061. | 899,215. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20..... | 54,139. | 77,657. |
| | | 309,922. | 821,558. |

Part II Signature Block

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

| | | | | | |
|-------------------------------|---|-------------------------|------|---|-------------------|
| Sign Here | Signature of officer | Date | | | |
| | Type or print name and title. | | | | |
| Paid Preparer Use Only | Print/Type preparer's name MICHAEL D. AUKAMP, CPA | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P00734909 |
| | Firm's name ▶ DUNHAM, AUKAMP & RHODES, PLC | Firm's EIN ▶ 54-1972062 | | Phone no. (703) 631-8940 | |
| | Firm's address ▶ 4437 BROOKFIELD CORPORATE DR #205 CHANTILLY VA 20151 | | | | |

May the IRS discuss this return with the preparer shown above? (see instructions)..... Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III. [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?... [] Yes [X] No

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

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

4a (Code: [REDACTED]) (Expenses \$ 696,988. including grants of \$ [REDACTED]) (Revenue \$ [REDACTED])

OIL AND GAS ACCOUNTABILITY PROJECT - WORKING WITH TRIBAL, URBAN AND RURAL COMMUNITIES TO PROTECT THEIR HOMES AND THE ENVIRONMENT FROM THE IMPACTS OF OIL AND GAS DEVELOPMENT. THIS INCLUDES ADVOCATING FOR STRONGER REFORMS AND BETTER INDUSTRY PRACTICES. WE UTILIZE MEDIA, PUBLIC EDUCATION AND COMMUNITY ORGANIZING IN OUR EFFORT TO CHANGE THE WAY OIL AND GAS DEVELOPMENT OCCURS IN NORTH AMERICA. OGAP COORDINATES TWO MAIN PROGRAM AREAS: PUBLIC HEALTH AND TOXICS, AND REGULATORY AND GOVERNMENTAL REFORM.

4b (Code: [REDACTED]) (Expenses \$ 519,827. including grants of \$ [REDACTED]) (Revenue \$ [REDACTED])

US POLICY REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC, RETAILERS, INSURERS, AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THE FOCUS OF THIS PROGRAM IS BOTH ON STATE AND FEDERAL POLICIES.

4c (Code: [REDACTED]) (Expenses \$ 220,238. including grants of \$ [REDACTED]) (Revenue \$ [REDACTED])

INTERNATIONAL POLICY AND MARKET REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES INTERNATIONALLY. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THIS INCLUDES CONDUCTING TRAININGS FOR AFFECTED COMMUNITIES, CONDUCTING SITE VISITS, AND PROVIDING INDEPENDENT SCIENTIFIC, TECHNICAL AND ECONOMIC ANALYSIS. THIS ALSO INCLUDES PROGRAMS TO INCREASE CORPORATE ACCOUNTABILITY.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O

(Expenses \$ 119,493. including grants of \$ [REDACTED]) (Revenue \$ [REDACTED])

4e Total program service expenses ▶ 1,556,546.

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i> | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions) | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i> | X | |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i> | X | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i> | | |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i> | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i> | | X |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i> | | X |
| 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i> | | X |
| 11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i> | X | |
| b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i> | | X |
| c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i> | | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i> | | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i> | | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i> | | X |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.</i> | X | |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i> | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i> | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i> | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i> | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I (see instructions).</i> | | X |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i> | | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i> | | X |
| 20 a Did the organization operate one or more hospitals? <i>If 'Yes,' complete Schedule H.</i> | | X |
| b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions). | | |

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2010)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

| | | Yes | No |
|---|--|-----|----|
| 1 a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. | 18 | |
| 1 b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 0 | |
| 1 c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | X |
| 2 a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. | 17 | |
| 2 b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | X | |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions) | | | |
| 3 a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | | X |
| 3 b | If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O | | |
| 4 a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | X |
| 4 b | If 'Yes,' enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | |
| 5 a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5 b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5 c | If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? | | |
| 6 a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? | | X |
| 6 b | If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| 7 a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | X |
| 7 b | If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | | |
| 7 c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7 d | If 'Yes,' indicate the number of Forms 8282 filed during the year. | | |
| 7 e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7 f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7 g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7 h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| 9 a | Did the organization make any taxable distributions under section 4966? | | |
| 9 b | Did the organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 Section 501(c)(7) organizations. Enter: | | | |
| 10 a | Initiation fees and capital contributions included on Part VIII, line 12. | | |
| 10 b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| 11 a | Gross income from members or shareholders | | |
| 11 b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 12 a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12 b | If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| 13 a | Is the organization licensed to issue qualified health plans in more than one state? | | |
| Note. See the instructions for additional information the organization must report on Schedule O. | | | |
| 13 b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | | |
| 13 c | Enter the amount of reserves on hand | | |
| 14 a | Did the organization receive any payments for indoor tanning services during the tax year? | | X |
| 14 b | If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O | | |

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ EARTHWORKS 1612 K STREET, NW SUITE 808 WASHINGTON DC 20006 202-887-1872

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|------------------------------------|--|--|-----------------------|---------|--------------|------------------------------|---------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) JENNIFER KRILL BOARD MEMBER | 40 | X | | X | | | 79,508. | 0. | 0. | |
| (2) KARIN SHELDON BOARD MEMBER | 1 | X | | | | | 0. | 0. | 0. | |
| (3) GLENN MILLER VICE CHAIRMAN | 1.5 | X | | X | | | 0. | 0. | 0. | |
| (4) KERRY ANDERSON CO-CHAIRMAN | 3 | X | | X | | | 0. | 0. | 0. | |
| (5) MICHAEL CONROY CO-CHAIRMAN | 3 | X | | X | | | 0. | 0. | 0. | |
| (6) GLORIA FLORA BOARD MEMBER | 1 | X | | | | | 0. | 0. | 0. | |
| (7) JAY HALFON SEC/TREASURER | 2 | X | | X | | | 0. | 0. | 0. | |
| (8) BILL MCNEILL BOARD MEMBER | 1 | X | | | | | 0. | 0. | 0. | |
| (9) WILMA SUBRA BOARD MEMBER | 1 | X | | | | | 0. | 0. | 0. | |
| (10) ----- | | | | | | | | | | |
| (11) ----- | | | | | | | | | | |
| (12) ----- | | | | | | | | | | |
| (13) ----- | | | | | | | | | | |
| (14) ----- | | | | | | | | | | |
| (15) ----- | | | | | | | | | | |
| (16) ----- | | | | | | | | | | |
| (17) ----- | | | | | | | | | | |

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Sch O) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|------------------------------|---------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) ----- | | | | | | | | | | |
| (19) ----- | | | | | | | | | | |
| (20) ----- | | | | | | | | | | |
| (21) ----- | | | | | | | | | | |
| (22) ----- | | | | | | | | | | |
| (23) ----- | | | | | | | | | | |
| (24) ----- | | | | | | | | | | |
| (25) ----- | | | | | | | | | | |
| (26) ----- | | | | | | | | | | |
| (27) ----- | | | | | | | | | | |
| (28) ----- | | | | | | | | | | |
| (29) ----- | | | | | | | | | | |
| 1 b Sub-total | | | | | | | 79,508. | 0. | 0. | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | 0. | 0. | 0. | |
| d Total (add lines 1b and 1c) | | | | | | | 79,508. | 0. | 0. | |

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

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual</i> | 3 | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual</i> | 4 | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person</i> | 5 | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|--|--|---|----------------------|--|---|---|--------|
| CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS | 1 a Federated campaigns | 1 a | | | | | |
| | b Membership dues | 1 b | | | | | |
| | c Fundraising events | 1 c | | | | | |
| | d Related organizations | 1 d | | | | | |
| | e Government grants (contributions) | 1 e | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1 f 2,246,024. | | | | | |
| | g Noncash contributions included in lns 1a-1f: \$ | | | | | | |
| | h Total. Add lines 1a-1f | | 2,246,024. | | | | |
| PROGRAM SERVICE REVENUE | 2 a _____ Business Code | | | | | | |
| | b _____ | | | | | | |
| | c _____ | | | | | | |
| | d _____ | | | | | | |
| | e _____ | | | | | | |
| | f All other program service revenue ... | | | | | | |
| | g Total. Add lines 2a-2f | | | | | | |
| | OTHER REVENUE | 3 Investment income (including dividends, interest and other similar amounts) | | 2,574. | | | 2,574. |
| 4 Income from investment of tax-exempt bond proceeds | | | | | | | |
| 5 Royalties | | | | | | | |
| 6 a Gross Rents | | (i) Real | (ii) Personal | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| d Net rental income or (loss) | | | | | | | |
| 7 a Gross amount from sales of assets other than inventory | | (i) Securities | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | | | | | |
| d Net gain or (loss) | | | | | | | |
| 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18. | | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| | | c Net income or (loss) from fundraising events | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19. | | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| | | c Net income or (loss) from gaming activities | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | | a | | | | | |
| | | b Less: cost of goods sold | b | | | | |
| | | c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a MISCELLANEOUS | | | 59,187. | | | 59,187. | |
| b _____ | | | | | | | |
| c _____ | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | | 59,187. | | | | |
| 12 Total revenue. See instructions | | | 2,307,785. | 0. | 0. | 61,761. | |

Part IX Statement of Functional Expenses

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

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21..... | 140,065. | 140,065. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22..... | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16..... | | | | |
| 4 Benefits paid to or for members..... | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees..... | 79,508. | 58,041. | 16,697. | 4,770. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)..... | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages..... | 696,697. | 594,048. | 20,915. | 81,734. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)..... | 24,003. | 20,115. | 1,552. | 2,336. |
| 9 Other employee benefits..... | 127,959. | 112,127. | 5,093. | 10,739. |
| 10 Payroll taxes..... | 58,721. | 49,084. | 4,485. | 5,152. |
| 11 Fees for services (non-employees): | | | | |
| a Management..... | | | | |
| b Legal..... | | | | |
| c Accounting..... | | | | |
| d Lobbying..... | | | | |
| e Professional fundraising services. See Part IV, line 17..... | | | | |
| f Investment management fees..... | | | | |
| g Other..... | 156,047. | 139,176. | 12,151. | 4,720. |
| 12 Advertising and promotion..... | 49,285. | 46,513. | 410. | 2,362. |
| 13 Office expenses..... | 12,971. | 10,861. | 1,245. | 865. |
| 14 Information technology..... | | | | |
| 15 Royalties..... | | | | |
| 16 Occupancy..... | 73,184. | 64,964. | 3,040. | 5,180. |
| 17 Travel..... | 122,863. | 116,648. | 327. | 5,888. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials..... | | | | |
| 19 Conferences, conventions, and meetings..... | 80,125. | 69,245. | 296. | 10,584. |
| 20 Interest..... | | | | |
| 21 Payments to affiliates..... | | | | |
| 22 Depreciation, depletion, and amortization..... | 6,450. | 5,443. | 504. | 503. |
| 23 Insurance..... | 3,543. | 2,724. | 806. | 13. |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)..... | | | | |
| a PRINTING AND PUBLICATIONS | 47,066. | 30,223. | 585. | 16,258. |
| b TELECOMMUNICATIONS | 44,304. | 38,489. | 1,583. | 4,232. |
| c LIST RENTAL | 30,000. | 30,000. | | |
| d POSTAGE AND SHIPPING | 15,906. | 6,270. | 415. | 9,221. |
| e EQUIPMENT RENTAL/MAINT | 6,958. | 5,539. | 729. | 690. |
| f All other expenses..... | 20,494. | 16,971. | 1,713. | 1,810. |
| 25 Total functional expenses. Add lines 1 through 24f..... | 1,796,149. | 1,556,546. | 72,546. | 167,057. |
| 26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation..... | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|----------|--------------------|
| ASSETS | 1 Cash – non-interest-bearing | | 1 | |
| | 2 Savings and temporary cash investments | 337,107. | 2 | 761,680. |
| | 3 Pledges and grants receivable, net | 5,880. | 3 | 108,794. |
| | 4 Accounts receivable, net | | 4 | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 14,527. | 9 | 22,545. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 80,065. | | |
| | b Less: accumulated depreciation | 10b 73,869. | 6,547. | 10c 6,196. |
| | 11 Investments – publicly traded securities | | 11 | |
| | 12 Investments – other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments – program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | | 364,061. | 16 | 899,215. |
| LIABILITIES | 17 Accounts payable and accrued expenses | 54,139. | 17 | 77,657. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | | 54,139. | 26 |
| NET ASSETS OR FUND BALANCES | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | -2,578. | 27 | -40,782. |
| | 28 Temporarily restricted net assets | 312,500. | 28 | 862,340. |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances. | | 309,922. | 33 |
| 34 Total liabilities and net assets/fund balances. | | 364,061. | 34 | 899,215. |

BAA

Part XI Reconciliation of Net Assets

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

| | | | |
|---|--|---|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 2,307,785. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,796,149. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 511,636. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 309,922. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 0. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 821,558. |

Part XII Financial Statements and Reporting

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

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? Yes No

b Were the organization's financial statements audited by an independent accountant? Yes No

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? Yes No

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? Yes No

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

BAA

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

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

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

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III – Functionally integrated
 - d Type III – Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|--|-----|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | | |
| (ii) A family member of a person described in (i) above? | | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | | |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in column (i) listed in your governing document? | | (v) Did you notify the organization in column (i) of your support? | | (vi) Is the organization in column (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

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

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include 'unusual grants.')... | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 2,246,024. | 8,954,210. |
| 2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf..... | | | | | | 0. |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge.... | | | | | | 0. |
| 4 Total. Add lines 1 through 3.... | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 2,246,024. | 8,954,210. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).... | | | | | | 0. |
| 6 Public support. Subtract line 5 from line 4..... | | | | | | 8,954,210. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|------------|------------|------------|------------|------------|------------|
| 7 Amounts from line 4..... | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 2,246,024. | 8,954,210. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources..... | 8,885. | 24,448. | 515. | 241. | 2,574. | 36,663. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on..... | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)..... | | | | | | 0. |
| 11 Total support. Add lines 7 through 10..... | | | | | | 8,990,873. |
| 12 Gross receipts from related activities, etc (see instructions)..... | | | | | 12 | 0. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|----|-------|
| 14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))..... | 14 | 99.6% |
| 15 Public support percentage from 2009 Schedule A, Part II, line 14..... | 15 | 99.5% |
| 16a 33-1/3% support test – 2010. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input checked="" type="checkbox"/> | | |
| b 33-1/3% support test – 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| 17a 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| b 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/> | | |

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

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

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.) | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513. | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5. | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b. | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lns 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here.**

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---|
| 15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)). | 15 | % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15. | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)). | 17 | % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17. | 18 | % |

19a 33-1/3% support tests – 2010. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization.

b 33-1/3% support tests – 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(3) (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, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|-----------------------------------|---|
| 1 | WILBURFORCE FOUNDATION ----- 3601 FREMONT AVE N # 304 ----- SEATTLE, WA 98103 ----- | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | TRUE NORTH FOUNDATION ----- 664 A FREEMEN LANE #332 ----- GRASS VALLEY, CA 94129 ----- | \$ 190,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | GOLDMAN FUND ----- 211 LINCOLN BLVD ----- SAN FRANCISCO, CA 94129 ----- | \$ 225,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | OVERBROOK FOUNDATION ----- 122 E 42ND STREET ----- NEW YORK, NY 10017 ----- | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | GORDON & BETTY MOORE FOUNDATION ----- 1661 PAGE MILL RD ----- PALTO ALTO, CA 94304 ----- | \$ 567,246. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | TIDES FOUNDATION ----- THE PRSIDIO, PO BOX 29903 ----- SAN FRANCISCO, CA 94129 ----- | \$ 65,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

EARTHWORKS

52-1557765

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|--|--------------------------------|--|
| 7 | EDUCATIONAL FOUNDATION OF AMERICA 35 CHURCH LANE WESTPORT, CT 06800 | \$ 135,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | PARK FOUNDATION PO BOX 550 ITHACA, NY 14851 | \$ 85,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | DAVID & LUCILE PACKARD FOUNDATION 300 SECOND STREET LOS ALTOS, CA 94022 | \$ 240,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 10 | NEW YORK COMMUNITY TRUST 909 THIRD AVE NEW YORK, NY 10022 | \$ 75,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 11 | WILLIAM PENN FOUNDATION TWO LOGAN SQ 100 N. 18TH ST PHILADELPHIA, PA 19103 | \$ 75,000. | 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.) |

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part II Noncash Property (see instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| — | N/A | \$ | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |

BAA

Name of organization

Employer identification number

EARTHWORKS

52-1557765

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) \$ N/A

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | N/A | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2010

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

| | |
|---|---|
| Name of organization EARTHWORKS | Employer identification number 52-1557765 |
|---|---|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If 'Yes,' describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|---|--|
| (1) | ----- | | | |
| (2) | ----- | | | |
| (3) | ----- | | | |
| (4) | ----- | | | |
| (5) | ----- | | | |
| (6) | ----- | | | |

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

Schedule C (Form 990 or 990-EZ) 2010

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and 'limited control' provisions apply.

| Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|--|---|---|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1 a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | 1,047. | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | 16,259. | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | 17,306. | 0. | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | 17,306. | 0. | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | 3,461. | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | 865. | 0. | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | | 182. | 0. | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | | 13,845. | 0. | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|--|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) Total |
| 2a Lobbying non-taxable amount | 243,716. | 5,293. | 7,067. | 3,461. | 259,537. |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | 389,306. |
| c Total lobbying expenditures | 82,202. | 26,467. | 35,337. | 17,306. | 161,312. |
| d Grassroots nontaxable amount | 60,929. | 1,323. | 1,767. | 865. | 64,884. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 97,326. |
| f Grassroots lobbying expenditures | 16,570. | 9,062. | 1,081. | 1,047. | 27,760. |

BAA

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

| | (a) | | (b) |
|---|-----|----|--------|
| | Yes | No | Amount |
| 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | | | |
| a Volunteers? | | | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | | |
| c Media advertisements? | | | |
| d Mailings to members, legislators, or the public? | | | |
| e Publications, or published or broadcast statements? | | | |
| f Grants to other organizations for lobbying purposes? | | | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | | | |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | | |
| i Other activities? If 'Yes,' describe in Part IV. | | | |
| j Total. Add lines 1c through 1i. | | | |
| 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | | |
| b If 'Yes,' enter the amount of any tax incurred under section 4912. | | | |
| c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912. | | | |
| d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

| | Yes | No |
|--|-----|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carryover lobbying and political expenditures from the prior year? | 3 | |

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered 'No' OR if Part III-A, line 3 is answered 'Yes.'

| | | |
|--|----|--|
| 1 Dues, assessments and similar amounts from members | 1 | |
| 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | | |
| a Current year | 2a | |
| b Carryover from last year | 2b | |
| c Total | 2c | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | 5 | |

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

Part IV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions about donor advisement.

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

Table with 3 columns: Question, Held at the End of the Tax Year. Rows include purpose(s) of conservation easements, total number of easements, total acreage, number of easements on historic structures, and other details.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Table with 3 columns: Question, Amount. Rows include whether the organization elected to report works of art, historical treasures, or other similar assets, and the amounts reported.

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

| | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

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

| | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1 a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | 80,065. | | 73,869. | 6,196. |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 6,196. |

BAA

Part VII Investments—Other Securities. See Form 990, Part X, line 12. N/A

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|--|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) ----- | | |
| (B) ----- | | |
| (C) ----- | | |
| (D) ----- | | |
| (E) ----- | | |
| (F) ----- | | |
| (G) ----- | | |
| (H) ----- | | |
| (I) ----- | | |
| Total. (Column (b) must equal Form 990 Part X, column (B) line 12.) . . . ▶ | | |

Part VIII Investments—Program Related. (See Form 990, Part X, line 13) N/A

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 13.) . . . ▶ | | |

Part IX Other Assets. (See Form 990, Part X, line 15) N/A

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, column (B), line 15) ▶ | |

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

| (a) Description of liability | (b) Amount |
|--|------------|
| (1) Federal income taxes | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 25) ▶ | |

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

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

| | | | |
|----|--|--|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | | 2,307,785. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | | 1,796,149. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | | 511,636. |
| 4 | Net unrealized gains (losses) on investments | | |
| 5 | Donated services and use of facilities | | |
| 6 | Investment expenses | | |
| 7 | Prior period adjustments | | |
| 8 | Other (Describe in Part XIV) | | |
| 9 | Total adjustments (net). Add lines 4 through 8 | | |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | | 511,636. |

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

| | | | | |
|---|---|----|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 2,307,785. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| | a Net unrealized gains on investments | 2a | | |
| | b Donated services and use of facilities | 2b | | |
| | c Recoveries of prior year grants | 2c | | |
| | d Other (Describe in Part XIV) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 2,307,785. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| | a Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 2,307,785. |

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

| | | | | |
|---|--|----|----|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 1,796,149. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| | a Donated services and use of facilities | 2a | | |
| | b Prior year adjustments | 2b | | |
| | c Other losses | 2c | | |
| | d Other (Describe in Part XIV) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 1,796,149. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| | a Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 1,796,149. |

Part XIV Supplemental Information

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

Part XIV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

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

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

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) NATIVE ACTION P.O. BOX 409 LAME DEER, MT 59043 | | | 18,000. | 0. | | | |
| (2) NORTHERN PLAINS RC 220 S. 27TH STREET, SUI BILLINGS, MT 59101 | | | 18,000. | 0. | | | |
| (3) POWDER RIVER BASIN RESO 934 NORTH MAIN SHERIDAN, WY 82801 | | | 33,000. | 0. | | | |
| (4) SAN JUAN CITIZENS ALLIA P.O. BOX 2461 DURANGO, CO 81302 | | | 18,000. | 0. | | | |
| (5) WESTERN COLORADO CONGRE 128 N. 6TH STREET, P.O. GRAND JUNCTION, CO 8150 | | | 18,000. | 0. | | | |
| (6) WESTERN MINING ACTION P.O. BOX 349 LYONS, CO 80540 | | | 10,000. | 0. | | | |
| (7) WYOMING OUTDOOR COUNCIL 262 LINCOLN STREET LANDER, WY 82520 | | | 18,000. | 0. | | | |
| (8) ----- | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

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

TEEA3901L 10/29/10

Schedule I (Form 990) 2010

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

| | (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |

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

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES.

MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE

LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF

DESTRUCTIVE MINERAL DEVELOPMENT IN THE US AND WORLDWIDE, BY WORKING WITH COMMUNITIES

AND GRASSROOTS GROUPS TO REFORM GOVERNMENTAL POLICIES, IMPROVE COPORATE PRACTICES,

AND INFLUENCE INVESTMENT DECISIONS. THE CORPORATION SHALL WORK TO ENCOURAGE

CONSERVATION, RECYCLING, RESPONSIBLE MATERIALS POLICIES, FUEL EFFICIENCY, AND

RENEWABLE ENERGY SOURCES. THE CORPORATION SHALL EXPOSE THE HEALTH, ENVIRONMENTAL,

ECONOMIC, SOCIAL AND CULTURAL IMPACTS OF IRRESPONSIBLE MINERAL DEVELOPMENT THROUGH

WORK INFORMED BY SOUND SCIENCE, AND ACHIEVED THROUGH, BUT NOT LIMITED TO PUBLIC

EDUCATION, RESEARCH, LITIGATION AND ADVOCACY.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

EARTHWORKS PARTNERSHIP PROGRAMS - EARTHWORKS PROVIDES BACK-OFFICE SERVICES

(INCLUDING PAYROLL, ACCOUNTING, AND ADMINISTRATION), A LEGAL FRAMEWORK, AND CAPACITY

BUILDING SUPPORT TO A VARIETY OF SMALL PROGRAMS (SINGLE STAFF, OR VOLUNTEER ONLY

ORGANIZATIONS) THAT SHARE OUR MISSION OF PROTECTING COMMUNITIES AND THE ENVIRONMENT

FROM THE NEGATIVE IMPACTS OF MINERAL DEVELOPMENT. IN 2008 EARTHWORKS SERVED AS THE

FISCAL SPONSOR OF THE FOLLOWING PROJECTS:

ETHICAL METALSMITHS: THIS PROJECT SEEKS TO STIMULATE DEMAND AND SUPPLY FOR

RESPONSIBLY SOURCED MATERIALS FOR METALSMITHS AND JEWELERS.

COMMON GROUND UNITED: THIS PROJECT PROVIDES A PLATFORM ALLOWING DIVERSE

ORGANIZATIONS, FROM LOCAL TO NATIONAL, TO EXPRESS A UNITED VOICE CONCERNING THE

PROTECTION OF OUR WATER, CULTURAL, ECOLOGICAL, AND ECONOMIC RESOURCES AND THE HEALTH

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

AND SAFETY OF OUR CITIZENS FROM THE ADVERSE IMPACTS OF ALL EXTRACTIVE RESOURCE DEVELOPMENTS.

ALASKANS FOR RESPONSIBLE MINING: A VOLUNTARY ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS WORKING TOGETHER TO RAISE PUBLIC AWARENESS OF THE IMPACTS OF THE EXTRACTIVE INDUSTRY TO ALASKA'S WATERSHEDS, WILDLIFE, FISHERIES, COMMUNITIES AND PUBLIC HEALTH; AND TO REFORM ALASKA'S INADEQUATE MINING LAWS.

ARIZONA MINING COALITION: THIS PROJECT SEEKS TO RAISE PUBLIC AWARENESS AND PROTECT INDIGENOUS SACRED SITES AND RECREATIONAL AREAS IN THE STATE OF ARIZONA FROM IRRESPONSIBLE MINERAL DEVELOPMENT.

THE NEXT BEST WEST: THIS PROJECT IS CREATING A FEATURE-LENGTH DOCUMENTARY FILM THAT WILL EXPLORE OUR RELATIONSHIP TO THE LANDSCAPE OF THE AMERICAN WEST. THE FILM WILL SHOW HOW OUR INTERPRETATION OF PROGRESS HAS SHAPED THE SINGULAR LANDSCAPE OF THE AMERICAN WEST, AND HOW A NEW UNDERSTANDING OF PROGRESS MAY BE OUR BEST HOPE FOR A BRIGHT AND HEALTHY FUTURE.

PUBLIC MEMBER INFORMATION -

MEDIA/COMMUNICATIONS - WEBSITE, NEWSLETTER AND OTHER METHODS TO PROMOTE AND PUBLICIZE THE WORK OF EARTHWORKS AND ITS ALLIES, INCLUDING PUBLIC OPINION RESEARCH.

RESEARCH/PUBLICATIONS - ANALYSIS OF POLICY PROPSALS, DEVELOPMENT OF POLICY PROPOSALS, RESEARCH INTO IMPACTS OF MINING IN THE FORM OF FACT SHEETS, ISSUE PAPERS AND REPORTS.

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

ADVOCACY TECHNOLOGY/TOOL (CAPACITY BUILDING) - INVESTMENT GEARED TOWARD IMPROVING
OUTREACH, RESEARCH AND ADVOCACY CAPACITY THROUGH EXPENDITURES ON TECHNOLOGY, DATA
MANAGEMENT, ELECTRONIC TOOLS, MEMBERSHIP, AND CAPACITY TO REACH COMMUNITIES.

RESEARCH AND INFORMATION PROVIDED TO THE PUBLIC AND MEMBERS IN THE FORM OF MAILINGS,
FACT SHEETS, ELECTRONIC (EMAIL) UPDATES AND ALERTS, NEWSLETTERS, AND RESPONSES TO
DIRECT INQUIRIES.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

A DRAFT COPY OF THE 990 WAS RECEIVED AND PROVIDED TO THE BOARD MEMBERS FOR REVIEW
BEFORE COMPLETION AND FILING.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO
INTERESTED PARTIES UPON REQUEST.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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 EARTHWORKS | Employer identification number 52-1557765 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. 1612 K STREET, NW #808 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20006 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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

- The books are in the care of. ▶ EARTHWORKS -----

Telephone No. ▶ 202-887-1872 ----- 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 8/15, 20 11, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 20 10 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 | \$ | 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.

BAA For Paperwork Reduction Act Notice, see Instructions.

Return of Organization Exempt From Income Tax

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

2009

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For the **2009** calendar year, or tax year beginning Jan 1, 2009, and ending Dec 31, 2009

| | | | |
|--|---|---|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | Please use IRS label or print or type. See specific instructions. | C EARTHWORKS 1612 K STREET, NW #808 WASHINGTON, DC 20006 | D Employer Identification Number 52-1557765 E Telephone number 202-887-1872 G Gross receipts \$ 1,438,657. |
| F Name and address of principal officer: SAME AS C ABOVE | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions) | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | H(c) Group exemption number ▶ | |
| J Website: ▶ WWW.EARTHWORKSACTION.ORG | | K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | |
| L Year of Formation: 1988 | | M State of legal domicile: DC | |

Part I Summary

| | | | | |
|------------------------------------|--|------------|------------|----|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF DESTRUCTIVE MINERAL DEVELOPMENT</u> | | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets. | | | |
| | 3 Number of voting members of the governing body (Part VIII, line 1a)..... | 3 | | 9 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b)..... | 4 | | 9 |
| | 5 Total number of employees (Part V, line 2a)..... | 5 | | 0 |
| | 6 Total number of volunteers (estimate if necessary)..... | 6 | | 0 |
| | 7a Total gross unrelated business revenue from Part VIII, column (C), line 12..... | 7a | | 0. |
| | b Net unrelated business taxable income from Form 990-T, line 34..... | 7b | | 0. |
| Revenue | 8 Contributions and grants (Part VIII, line 1h)..... | 1,644,846. | 1,392,832. | |
| | 9 Program service revenue (Part VIII, line 2g)..... | | | |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)..... | 515. | 241. | |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)..... | 39,437. | 45,584. | |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)..... | 1,684,798. | 1,438,657. | |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)..... | | 148,900. | |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4)..... | | | |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)..... | 1,114,180. | 895,485. | |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e)..... | | | |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 96,481. | | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)..... | 723,160. | 419,631. | |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)..... | 1,837,340. | 1,464,016. | |
| | 19 Revenue less expenses. Subtract line 18 from line 12..... | -152,542. | -25,359. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16)..... | 371,401. | 364,061. | |
| | 21 Total liabilities (Part X, line 26)..... | 36,120. | 54,139. | |
| | 22 Net assets or fund balances. Subtract line 21 from line 20..... | 335,281. | 309,922. | |

Part II Signature Block

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

▶ Jennifer Krill Signature of officer Date 1/16/2010

▶ Jennifer Krill, Executive Director Type or print name and title.

| | | | | |
|---------------------------------|---|------|---|--|
| Paid Preparer's Use Only | Preparer's signature ▶ <u>MICHAEL D AUKAMP, CPA</u> Firm's name (if self-employed), address, and ZIP + 4 ▶ <u>DUNHAM, AUKAMP & RHODES, PLC</u> <u>4437 BROOKFIELD CORPORATE DRIVE, SUITE 205</u> <u>CHANTILLY, VA 20151-1645</u> | Date | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see instructions) N/A EIN ▶ N/A Phone no. ▶ (703) 631-8940 |
|---------------------------------|---|------|---|--|

May the IRS discuss this return with the preparer shown above? (see instructions)..... Yes No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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

Yes No [X]

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

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

Yes No [X]

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

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

4a (Code:) (Expenses \$ 460,920. including grants of \$) (Revenue \$)

OIL AND GAS ACCOUNTABILITY PROJECT - WORKING WITH TRIBAL, URBAN AND RURAL COMMUNITIES TO PROTECT THEIR HOMES AND THE ENVIRONMENT FROM THE IMPACTS OF OIL AND GAS DEVELOPMENT. THIS INCLUDES ADVOCATING FOR STRONGER REFORMS AND BETTER INDUSTRY PRACTICES. WE UTILIZE MEDIA, PULIC EDUCATION AND COMMUNITY ORGANIZING IN OUR EFFORT TO CHANGE THE WAY OIL AND GAS DEVELOPMENT OCCURS IN NORTH AMERICA. OGAP COORDINATES TWO MAIN PROGRAM AREAS: PUBLIC HEALTH AND TOXICS, AND REGULATORY AND GOVERNMENTAL REFORM.

4b (Code:) (Expenses \$ 386,308. including grants of \$) (Revenue \$)

US POLICY REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC, RETAILERS, INSURERS, AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THE FOCUS OF THIS PROGRAM IS BOTH ON STATE AND FEDERAL POLICIES.

4c (Code:) (Expenses \$ 181,615. including grants of \$) (Revenue \$)

INTERNATIONAL POLICY AND MARKET REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES INTERNATIONALLY. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THIS INCLUDES CONDUCTING TRAININGS FOR AFFECTED COMMUNITIES, CONDUCTING SITE VISITS, AND PROVIDING INDEPENDENT SCIENTIFIC, TECHNICAL AND ECONOMIC ANALYSIS. THIS ALSO INCLUDES PROGRAMS TO INCREASE CORPORATE ACCOUNTABILITY.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O

(Expenses \$ 196,669. including grants of \$) (Revenue \$)

4e Total program service expenses 1,225,512.

Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|---|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A | X | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I | X | |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II | X | |
| 5 | Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III | | |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III | | X |
| 9 | Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV | | X |
| 10 | Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V | | X |
| 11 | Is the organization's answer to any of the following questions 'Yes'? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | X | |
| | • Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI | | |
| | • Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII | | |
| | • Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII | | |
| | • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX | | |
| | • Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X | | |
| | • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If 'Yes,' complete Schedule D, Part X | | |
| 12 | Did the organization obtain separate, independent audited financial statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII | X | |
| 12A | Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| 14b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Part I | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II | | X |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III | | X |
| 20 | Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H | | X |

Part IV Checklist of Required Schedules (continued)

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

BAA

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

Section A. Governing Body and Management

| | | Yes | No |
|-----|--|-----|----|
| 1 a | Enter the number of voting members of the governing body..... | | |
| 1 a | | | 9 |
| b | Enter the number of voting members that are independent..... | | |
| 1 b | | | 9 |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?..... | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?..... | | X |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?..... | | X |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets?..... | | X |
| 6 | Does the organization have members or stockholders?..... | X | |
| 7 a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?..... | | X |
| 7 b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons?..... | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body?..... | X | |
| 8 a | | | |
| b | Each committee with authority to act on behalf of the governing body?..... | | X |
| 8 b | | | |
| 9 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O..... | | X |
| 9 | | | |

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

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

Section C. Disclosures

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ EARTHWORKS 1612 K STREET, NW SUITE 808 WASHINGTON DC 20006 202-887-1872

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if the organization did not compensate any current officer, director, or trustee.

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|----------------------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| DR. KARIN SHELDON CHAIRMAN | 2 | X | | X | | | | 0. | 0. | 0. |
| GLENN MILLER VICE CHAIRMAN | 1.5 | X | | X | | | | 0. | 0. | 0. |
| KERRY ANDERSON BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| MICHAEL CONROY BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| GLORIA FLORA BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| JAY HALFON SEC/TREASURER | 2 | X | | X | | | | 0. | 0. | 0. |
| BILL MCNEILL BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| WILMA SUBRA BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| KIMBERLEE DINN INTERIM EX DIR | 40 | | | X | X | | | 81,199. | 0. | 3,250. |
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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-----------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|----------------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| ----- | | | | | | | | | | |
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| ----- | | | | | | | | | | |
| 1 b Total | | | | | | | 81,199. | 0. | 3,250. | |

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

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual..... | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual..... | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person..... | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

| (A) Name and business address | (B) Description of Services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | | |
|---|---|---|---|--|---|---|--|--|
| CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS | 1 a | Federated campaigns..... | 1 a | | | | | |
| | b | Membership dues..... | 1 b | | | | | |
| | c | Fundraising events..... | 1 c | | | | | |
| | d | Related organizations..... | 1 d | | | | | |
| | e | Government grants (contributions)..... | 1 e | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above..... | 1 f | 1,392,832. | | | | |
| | g | Noncash contribns included in lns 1a-1f: ... \$ | | | | | | |
| | h | Total. Add lines 1a-1f..... | | 1,392,832. | | | | |
| PROGRAM SERVICE REVENUE | 2 a | Business Code | | | | | | |
| | b | | | | | | | |
| | c | | | | | | | |
| | d | | | | | | | |
| | e | | | | | | | |
| | f | All other program service revenue ... | | | | | | |
| | g | Total. Add lines 2a-2f..... | | | | | | |
| OTHER REVENUE | 3 | Investment income (including dividends, interest and other similar amounts)..... | | 241. | | 241. | | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 | Royalties..... | | | | | | |
| | 6 a | Gross Rents..... | (i) Real | | | | | |
| | | | (ii) Personal | | | | | |
| | | | b | Less: rental expenses..... | | | | |
| | | | c | Rental income or (loss)..... | | | | |
| | d | Net rental income or (loss)..... | | | | | | |
| | 7 a | Gross amount from sales of assets other than inventory. . | (i) Securities | | | | | |
| | | | (ii) Other | | | | | |
| | | | b | Less: cost or other basis and sales expenses..... | | | | |
| | | | c | Gain or (loss)..... | | | | |
| | d | Net gain or (loss)..... | | | | | | |
| | 8 a | Gross income from fundraising events (not including. \$ _____ of contributions reported on line 1c). See Part IV, line 18..... | a | | | | | |
| | | | b | Less: direct expenses..... | | | | |
| c | | | Net income or (loss) from fundraising events..... | | | | | |
| 9 a | Gross income from gaming activities. See Part IV, line 19..... | a | | | | | | |
| | | b | Less: direct expenses..... | | | | | |
| | | c | Net income or (loss) from gaming activities..... | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances..... | a | | | | | | |
| | | b | Less: cost of goods sold..... | | | | | |
| | | c | Net income or (loss) from sales of inventory..... | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | | |
| 11 a | MISCELLANEOUS | | 45,584. | | 45,584. | | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | All other revenue..... | | | | | | | |
| e | Total. Add lines 11a-11d..... | | 45,584. | | | | | |
| 12 | Total revenue. See instructions..... | | 1,438,657. | 0. | 0. | 45,825. | | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 | 148,900. | 148,900. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 84,449. | 10,978. | 48,136. | 25,335. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)) | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages | 587,918. | 550,602. | 12,160. | 25,156. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 23,915. | 19,468. | 2,436. | 2,011. |
| 9 Other employee benefits | 142,289. | 118,982. | 12,670. | 10,637. |
| 10 Payroll taxes | 56,914. | 46,958. | 5,464. | 4,492. |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | 11,468. | 11,468. | | |
| c Accounting | 9,325. | | 9,325. | |
| d Lobbying | | | | |
| e Prof fundraising svcs. See Part IV, ln 17 | | | | |
| f Investment management fees | | | | |
| g Other | 72,423. | 60,186. | 5,887. | 6,350. |
| 12 Advertising and promotion | 10,479. | 9,449. | 573. | 457. |
| 13 Office expenses | 14,347. | 10,707. | 2,977. | 663. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 75,413. | 63,430. | 6,594. | 5,389. |
| 17 Travel | 63,220. | 55,666. | 6,250. | 1,304. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 15,352. | 12,798. | 1,531. | 1,023. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 10,277. | 8,489. | 525. | 1,263. |
| 23 Insurance | 3,779. | 1,665. | 1,919. | 195. |
| 24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) | | | | |
| a TELECOMMUNICATIONS | 39,680. | 34,580. | 3,543. | 1,557. |
| b PRINTING AND PUBLICATIONS | 37,133. | 28,752. | 1,017. | 7,364. |
| c VIDEO AND PHOTO | 16,886. | 16,886. | | |
| d EMPLOYEE RECRUITING | 13,970. | | 13,970. | |
| e POSTAGE AND SHIPPING | 8,459. | 5,820. | 2,111. | 528. |
| f All other expenses | 17,420. | 9,728. | 4,935. | 2,757. |
| 25 Total functional expenses. Add lines 1 through 24f | 1,464,016. | 1,225,512. | 142,023. | 96,481. |
| 26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year | |
|-----------------------------|---|--|-------------|--------------------|----------|
| ASSETS | 1 | Cash – non-interest-bearing | | 1 | |
| | 2 | Savings and temporary cash investments | 173,787. | 2 | 337,107. |
| | 3 | Pledges and grants receivable, net | 165,000. | 3 | 5,880. |
| | 4 | Accounts receivable, net | | 4 | |
| | 5 | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L | | 6 | |
| | 7 | Notes and loans receivable, net | | 7 | |
| | 8 | Inventories for sale or use | | 8 | |
| | 9 | Prepaid expenses and deferred charges | 17,248. | 9 | 14,527. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 86,624. | | |
| | b | Less: accumulated depreciation | 10b 80,077. | 10c | 6,547. |
| | 11 | Investments – publicly-traded securities | | 11 | |
| | 12 | Investments – other securities. See Part IV, line 11 | | 12 | |
| | 13 | Investments – program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | | 14 | |
| | 15 | Other assets. See Part IV, line 11 | | 15 | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 371,401. | 16 | 364,061. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | 36,120. | 17 | 54,139. |
| | 18 | Grants payable | | 18 | |
| | 19 | Deferred revenue | | 19 | |
| | 20 | Tax-exempt bond liabilities | | 20 | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 | Other liabilities. Complete Part X of Schedule D | | 25 | |
| | 26 | Total liabilities. Add lines 17 through 25 | 36,120. | 26 | 54,139. |
| NET ASSETS OR FUND BALANCES | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34. | | | | |
| | 27 | Unrestricted net assets | 170,281. | 27 | -2,578. |
| | 28 | Temporarily restricted net assets | 165,000. | 28 | 312,500. |
| | 29 | Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building, and equipment fund | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 | Total net assets or fund balances. | 335,281. | 33 | 309,922. | |
| 34 | Total liabilities and net assets/fund balances. | 371,401. | 34 | 364,061. | |

BAA

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

BAA

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2009

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

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

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

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III – Functionally integrated
 - d Type III – Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|---|------------|----|
| (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?..... | 11 g (i) | |
| (ii) a family member of a person described in (i) above?..... | 11 g (ii) | |
| (iii) a 35% controlled entity of a person described in (i) or (ii) above?..... | 11 g (iii) | |

h Provide the following information about the supported organizations.

| (i) Name of Supported Organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of Support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
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| Total | | | | | | | | | |

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

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.) | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 8,264,568. |
| 2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf. | | | | | | 0. |
| 3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge. | | | | | | 0. |
| 4 Total. Add lines 1-through 3. | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 8,264,568. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). | | | | | | 0. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 8,264,568. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 7 Amounts from line 4. | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 1,392,832. | 8,264,568. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | 4,184. | 8,885. | 24,448. | 515. | 241. | 38,273. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on. | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | 0. |
| 11 Total support. Add lines 7 through 10. | | | | | | 8,302,841. |
| 12 Gross receipts from related activities, etc. (see instructions). | | | | | 12 | 0. |

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

Section C. Computation of Public Support Percentage

| | | |
|--|----|--------|
| 14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)). | 14 | 99.5 % |
| 15 Public support percentage from 2008 Schedule A, Part II, line 14. | 15 | 99.5 % |

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization.

b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.

17a **10%-facts-and-circumstances test – 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

b **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose. | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513. | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge. | | | | | | |
| 6 Total. Add lines 1 through 5. | | | | | | |
| 7a Amounts included on lines 1, 2, 3 received from disqualified persons. | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year. | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. | | | | | | |
| c Add lines 10a and 10b. | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (add lns 9, 10c, 11, and 12.) | | | | | | |

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

| | | |
|--|----|---|
| 15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)). | 15 | % |
| 16 Public support percentage from 2008 Schedule A, Part III, line 15. | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|---|
| 17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)). | 17 | % |
| 18 Investment income percentage from 2008 Schedule A, Part III, line 17. | 18 | % |

19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization.

b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization.

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dashed lines for supplemental information.

Schedule of Contributors

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

2009

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(3) (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)/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, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|--|-----------------------------------|--|
| 1 | WILBURFORCE 3601 FREMONT AVE N # 304 SEATTLE, WA 98103 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | TRUE NORTH FOUNDATION 664 A FREEMEN LANE #332 GRASS VALLEY, CA 94129 | \$ 165,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | GOLDMAN FUND 211 LINCOLN BLVD SAN FRANCISCO, CA 94129 | \$ 225,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | U.U. VEATCH 48 SHELTER ROCK ROAD MANHASSET, NY 11030 | \$ 35,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | GORDON & BETTY MOORE FOUNDATION 1661 PAGE MILL RD PALTO ALTO, CA 94304 | \$ 200,373. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | TIDES FOUNDATION THE PRSIDIO, PO BOX 29903 SAN FRANCISCO, CA 94129 | \$ 115,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

EARTHWORKS

52-1557765

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|-----------------------------------|--|
| 7 | EDUCATIONAL FOUNDATION OF AMERICA ----- 35 CHURCH LANE ----- WESTPORT, CT 06800 ----- | \$ 67,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | PARK FOUNDATION ----- PO BOX 550 ----- ITHACA, NY 14851 ----- | \$ 70,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | ALASKA CONSERVATION FOUNDATION ----- 441 WEST 5TH AVE, SUITE 402 ----- ANCHORAGE, AK 99501 ----- | \$ 56,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 10 | DAVID & LUCILE PACKARD FOUNDATION ----- 300 SECOND STREET ----- LOS ALTOS, CA 94022 ----- | \$ 240,000. | 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.) |

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part II Noncash Property (see instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| | N/A | | |
| | | \$ | |
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BAA

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once – see instructions.) ▶ \$ N/A

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------|--------------------|--|
| | N/A | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------|--------------------|--|
| | | | |
| | | | |
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |
| | |
| | |

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2009

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Open to Public Inspection

If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: complete Part I-A only.

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

| | |
|---|---|
| Name of organization EARTHWORKS | Employer identification number 52-1557765 |
|---|---|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total of exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0- |
|----------|-------------|---------|---|--|
| | | | | |
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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group.
 B Check if the filing organization checked box A and 'limited control' provisions apply.

Limits on Lobbying Expenditures –
 (The term 'expenditures' means amounts paid or incurred.)

| | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|---|-----------------------------|---|------------------------------------|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|
| 1 a Total lobbying expenditures to influence public opinion (grass roots lobbying) | 1,081. | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | 34,256. | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | 35,337. | 0. | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | 35,337. | 0. | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 7,067. | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | 1,767. | 0. | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | 0. | 0. | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | 28,270. | 0. | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

| Calendar year (or fiscal year beginning in) | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) Total |
|---|----------|----------|----------|----------|-----------|
| 2 a Lobbying non-taxable amount | 230,672. | 243,716. | 5,293. | 7,067. | 486,748. |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | 730,122. |
| c Total lobbying expenditures | 16,297. | 82,202. | 26,467. | 35,337. | 160,303. |
| d Grassroots nontaxable amount | 57,668. | 60,929. | 1,323. | 1,767. | 121,687. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 182,531. |
| f Grassroots lobbying expenditures | 11,425. | 16,570. | 9,062. | 1,081. | 38,138. |

BAA

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

| | (a) | | (b) |
|---|-----|----|--------|
| | Yes | No | Amount |
| 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | | | |
| a Volunteers? | | | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | | |
| c Media advertisements? | | | |
| d Mailings to members, legislators, or the public? | | | |
| e Publications, or published or broadcast statements? | | | |
| f Grants to other organizations for lobbying purposes? | | | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | | | |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | | |
| i Other activities? If 'Yes,' describe in Part IV. | | | |
| j Total. Add lines 1c through 1i. | | | |
| 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | | |
| b If 'Yes,' enter the amount of any tax incurred under section 4912. | | | |
| c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912. | | | |
| d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

| | Yes | No |
|--|-----|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carryover lobbying and political expenditures from the prior year? | 3 | |

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered 'No' OR if Part III-A, line 3 is answered 'Yes.'

| | | |
|--|----|--|
| 1 Dues, assessments and similar amounts from members | 1 | |
| 2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | | |
| a Current year | 2a | |
| b Carryover from last year | 2b | |
| c Total | 2c | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | 5 | |

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area

Protection of natural habitat Preservation of certified historic structure

Preservation of open space

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

| | Held at the End of the Year |
|---|-----------------------------|
| a Total number of conservation easements..... | 2a |
| b Total acreage restricted by conservation easements..... | 2b |
| c Number of conservation easements on a certified historic structure included in (a)..... | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06..... | 2d |

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____

(ii) Assets included in Form 990, Part X..... ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____

b Assets included in Form 990, Part X..... ▶ \$ _____

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

| | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

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

| | Yes | No |
|---|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated Depreciation | (d) Book Value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | 86,624. | | 80,077. | 6,547. |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 6,547. |

BAA

Part VII **Investments—Other Securities** See Form 990, Part X, line 12. N/A

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| Financial derivatives | | |
| Closely-held equity interests | | |
| Other ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total. (Column (b) must equal Form 990 Part X, col. (B) line 12.) ▶ | | |

Part VIII **Investments—Program Related** (See Form 990, Part X, line 13) N/A

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|----------------|---|
| | | |
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| | | |
| | | |
| Total. (Column (b) must equal Form 990, Part X, Col. (B) line 13.) ▶ | | |

Part IX **Other Assets** (See Form 990, Part X, line 15) N/A

| (a) Description | (b) Book value |
|--|----------------|
| | |
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| | |
| Total. (Column (b) must equal Form 990, Part X, col.(B), line 15) ▶ | |

Part X **Other Liabilities** (See Form 990, Part X, line 25)

| (a) Description of Liability | (b) Amount |
|--|------------|
| Federal Income Taxes | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25) ▶ | |

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

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

| | | | |
|----|--|--|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | | 1,438,657. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | | 1,464,016. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | | -25,359. |
| 4 | Net unrealized gains (losses) on investments | | |
| 5 | Donated services and use of facilities | | |
| 6 | Investment expenses | | |
| 7 | Prior period adjustments | | |
| 8 | Other (Describe in Part XIV) | | |
| 9 | Total adjustments (net). Add lines 4 through 8 | | |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | | -25,359. |

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

| | | | |
|---|---|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 1,438,657. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 1,438,657. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investments expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | 1,438,657. |

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

| | | | |
|---|--|----|------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 1,464,016. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | 1,464,016. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investments expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | 1,464,016. |

Part XIV Supplemental Information

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

Part XIV Supplemental Information *(continued)*

A series of horizontal dashed lines providing space for supplemental information.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

EARTHWORKS

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| ALASKA CONSERVATION FOUNDATION 441 WEST FIFTH AVENUE, SUITE 402 ANCHORAGE, AR 99501 | | | 22,500. | 0. | | | |
| CENTER FOR SCIENCE IN PUBLIC PAR 224 NORTH CHURCH AVENUE BOZEMAN, MT 59715 | | | 19,000. | 0. | | | |
| NATIVE ACTION P.O. BOX 409 LAME DEER, MT 59043 | | | 9,000. | 0. | | | |
| NORTHERN PLAINS RC 220 S. 27TH STREET, SUITE A BILLINGS, MT 59101 | | | 9,000. | 0. | | | |
| POWDER RIVER BASIN RESOURCE COUN 934 NORTH MAIN SHERIDAN, WY 82801 | | | 9,000. | 0. | | | |
| RESOURCE MEDIA 325 PACIFIC AVENUE, 3RD FLOOR SAN FRANCISCO, CA 94111 | | | 53,400. | 0. | | | |
| SAN JUAN CITIZENS ALLIANCE P.O. BOX 2461 DURANGO, CO 81302 | | | 9,000. | 0. | | | |
| WESTERN COLORADO CONGRESS 128 N. 6TH STREET, P.O. BOX 1931 GRAND JUNCTION, CO 81502 | | | 9,000. | 0. | | | |

2 Enter total number of section 501(c)(3) and government organizations 0

3 Enter total number of other organizations 9

Employer identification number
52-1557765

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

EARTHWORKS

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)
(a) Name and address of organization or government

WYOMING OUTDOOR COUNCIL
262 LINCOLN STREET
LANDER, WY 82520

(b) EIN

(c) IRC section if applicable

(d) Amount of cash grant

9,000.

(e) Amount of non-cash assistance

(f) Method of valuation (book, FMV, appraisal, other)

(g) Description of non-cash assistance

(h) Purpose of grant or assistance

Employer identification number

52-1557765

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

2009

Open to Public Inspection

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES.

MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE

LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF

DESTRUCTIVE MINERAL DEVELOPMENT IN THE US AND WORLDWIDE, BY WORKING WITH COMMUNITIES

AND GRASSROOTS GROUPS TO REFORM GOVERNMENTAL POLICIES, IMPROVE COPORATE PRACTICES,

AND INFLUENCE INVESTMENT DECISIONS. THE CORPORATION SHALL WORK TO ENCOURAGE

CONSERVATION, RECYCLING, RESPONSIBLE MATERIALS POLICIES, FUEL EFFICIENCY, AND

RENEWABLE ENERGY SOURCES. THE CORPORATION SHALL EXPOSE THE HEALTH, ENVIRONMENTAL,

ECONOMIC, SOCIAL AND CULTURAL IMPACTS OF IRRESPONSIBLE MINERAL DEVELOPMENT THROUGH

WORK INFORMED BY SOUND SCIENCE, AND ACHIEVED THROUGH, BUT NOT LIMITED TO PUBLIC

EDUCATION, RESEARCH, LITIGATION AND ADVOCACY.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

EARTHWORKS PARTNERSHIP PROGRAMS - EARTHWORKS PROVIDES BACK-OFFICE SERVICES

(INCLUDING PAYROLL, ACCOUNTING, AND ADMINISTRATION), A LEGAL FRAMEWORK, AND CAPACITY

BUILDING SUPPORT TO A VARIETY OF SMALL PROGRAMS (SINGLE STAFF, OR VOLUNTEER ONLY

ORGANIZATIONS) THAT SHARE OUR MISSION OF PROTECTING COMMUNITIES AND THE ENVIRONMENT

FROM THE NEGATIVE IMPACTS OF MINERAL DEVELOPMENT. IN 2008 EARTHWORKS SERVED AS THE

FISCAL SPONSOR OF THE FOLLOWING PROJECTS:

ETHICAL METALSMITHS: THIS PROJECT SEEKS TO STIMULATE DEMAND AND SUPPLY FOR

RESPONSIBLY SOURCED MATERIALS FOR METALSMITHS AND JEWELERS.

COMMON GROUND UNITED: THIS PROJECT PROVIDES A PLATFORM ALLOWING DIVERSE

ORGANIZATIONS, FROM LOCAL TO NATIONAL, TO EXPRESS A UNITED VOICE CONCERNING THE

PROTECTION OF OUR WATER, CULTURAL, ECOLOGICAL, AND ECONOMIC RESOURCES AND THE HEALTH

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION (CONTINUED)

AND SAFETY OF OUR CITIZENS FROM THE ADVERSE IMPACTS OF ALL EXTRACTIVE RESOURCE DEVELOPMENTS.

ALASKANS FOR RESPONSIBLE MINING: A VOLUNTARY ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS WORKING TOGETHER TO RAISE PUBLIC AWARENESS OF THE IMPACTS OF THE EXTRACTIVE INDUSTRY TO ALASKA'S WATERSHEDS, WILDLIFE, FISHERIES, COMMUNITIES AND PUBLIC HEALTH; AND TO REFORM ALASKA'S INADEQUATE MINING LAWS.

ARIZONA MINING COALITION: THIS PROJECT SEEKS TO RAISE PUBLIC AWARENESS AND PROTECT INDIGENOUS SACRED SITES AND RECREATIONAL AREAS IN THE STATE OF ARIZONA FROM IRRESPONSIBLE MINERAL DEVELOPMENT.

THE NEXT BEST WEST: THIS PROJECT IS CREATING A FEATURE-LENGTH DOCUMENTARY FILM THAT WILL EXPLORE OUR RELATIONSHIP TO THE LANDSCAPE OF THE AMERICAN WEST. THE FILM WILL SHOW HOW OUR INTERPRETATION OF PROGRESS HAS SHAPED THE SINGULAR LANDSCAPE OF THE AMERICAN WEST, AND HOW A NEW UNDERSTANDING OF PROGRESS MAY BE OUR BEST HOPE FOR A BRIGHT AND HEALTHY FUTURE.

PUBLIC MEMBER INFORMATION -

MEDIA/COMMUNICATIONS - WEBSITE, NEWSLETTER AND OTHER METHODS TO PROMOTE AND PUBLICIZE THE WORK OF EARTHWORKS AND ITS ALLIES, INCLUDING PUBLIC OPINION RESEARCH.

RESEARCH/PUBLICATIONS - ANALYSIS OF POLICY PROPSALS, DEVELOPMENT OF POLICY PROPOSALS, RESEARCH INTO IMPACTS OF MINING IN THE FORM OF FACT SHEETS, ISSUE PAPERS AND REPORTS.

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION (CONTINUED)

ADVOCACY TECHNOLOGY/TOOL (CAPACITY BUILDING) - INVESTMENT GEARED TOWARD IMPROVING
OUTREACH, RESEARCH AND ADVOCACY CAPACITY THROUGH EXPENDITURES ON TECHNOLOGY, DATA
MANAGEMENT, ELECTRONIC TOOLS, MEMBERSHIP, AND CAPACITY TO REACH COMMUNITIES.

RESEARCH AND INFORMATION PROVIDED TO THE PUBLIC AND MEMBERS IN THE FORM OF MAILINGS,
FACT SHEETS, ELECTRONIC (EMAIL) UPDATES AND ALERTS, NEWSLETTERS, AND RESPONSES TO
DIRECT INQUIRIES.

FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS

A DRAFT COPY OF THE 990 WAS RECEIVED AND PROVIDED TO THE BOARD MEMBERS FOR REVIEW
BEFORE COMPLETION AND FILING.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO
INTERESTED PARTIES UPON REQUEST.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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.*

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | |
|--|---|---|
| Type or print | Name of Exempt Organization EARTHWORKS | Employer identification number 52-1557765 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. 1612 K STREET, NW #808 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20006 | |

Check type of return to be filed (file a separate application for each return):

| | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of. ▶ EARTHWORKS

Telephone No. ▶ 202-887-1872 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2010, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If this tax year 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. |
| 3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| 3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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.

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For the 2008 calendar year, or tax year beginning , 2008, and ending ,

| | | | |
|--|---|---|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | Please use IRS label or print or type. See specific instructions. | EARTHWORKS 1612 K STREET, NW #808 WASHINGTON, DC 20006 | D Employer Identification Number 52-1557765 E Telephone number 202-887-1872 G Gross receipts \$ 1,684,798. |
| F Name and address of principal officer: SAME AS C ABOVE | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions) | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | H(c) Group exemption number ▶ | |
| J Website: ▶ WWW.EARTHWORKSACTION.ORG | | L Year of Formation: 1988 M State of legal domicile: DC | |
| K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | | |

Part I Summary

| | | | |
|-----------------------------|--|-------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF DESTRUCTIVE MINERAL DEVELOPMENT</u> | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a)..... | 3 | 9 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b)..... | 4 | 10 |
| | 5 Total number of employees (Part V, line 2a)..... | 5 | 15 |
| | 6 Total number of volunteers (estimate if necessary)..... | 6 | 0 |
| | 7a Total gross unrelated business revenue from Part VIII, line 12, column (C)..... | 7a | 0. |
| | 7b Net unrelated business taxable income from Form 990-T, line 34..... | 7b | 0. |
| Revenue | 8 Contributions and grants (Part VIII, line 1h)..... | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g)..... | 1,485,248. | 1,644,846. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)..... | 24,448. | 515. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6, 8, 9, 10c, and 11e)..... | 20,924. | 39,437. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)..... | 1,530,620. | 1,684,798. |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)..... | 241,739. | |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4)..... | | |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)..... | 949,069. | 1,114,180. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e)..... | | |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 194,952. | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)..... | 683,505. | 723,160. |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)..... | 1,874,313. | 1,837,340. |
| | 19 Revenue less expenses. Subtract line 18 from line 12..... | -343,693. | -152,542. |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16)..... | Beginning of Year | End of Year |
| | 21 Total liabilities (Part X, line 26)..... | 572,718. | 371,401. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20..... | 84,895. | 36,120. |
| | | 487,823. | 335,281. |

CLIENT'S COPY

Part II Signature Block

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

Sign Here
 ▶ Kimberlee Dinn | 7/29/09
 Signature of officer | Date
 ▶ Kimberlee Dinn | Dir. Finance, Operations + Development
 Type or print name and title.

| | | | |
|---------------------------------|--|---|---|
| Paid Preparer's Use Only | Preparer's signature ▶ <u>MICHAEL D. AUKAMP, CPA</u> Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ <u>DUNHAM, AUKAMP & RHODES, PLC</u> <u>4437 BROOKFIELD CORPORATE DRIVE, SUITE 205 CHANTILLY, VA 20151</u> | Date Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see instructions) EIN ▶ Phone no. ▶ (703) 631-8940 |
|---------------------------------|--|---|---|

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:
SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No
If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If 'Yes,' describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 523,031. including grants of \$) (Revenue \$)
US POLICY REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC, RETAILERS, INSURERS, AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THE FOCUS OF THIS PROGRAM IS BOTH ON STATE AND FEDERAL POLICIES.

4b (Code:) (Expenses \$ 264,562. including grants of \$) (Revenue \$)
INTERNATIONAL POLICY AND MARKET REFORM PROGRAMS - PROGRAMS TO RESEARCH, DEVELOP, PUBLICIZE AND PROMOTE POLICIES TO PROTECT COMMUNITIES AND THE ENVIRONMENT IN REGARD TO MINING AND NATURAL RESOURCES INTERNATIONALLY. THIS INCLUDES RESEARCH, PUBLICATIONS, INFORMATION ANALYSIS, POLICY ANALYSIS, LEGAL ACTION, OUTREACH AND EDUCATIONS OF THE PUBLIC AND COMMUNITIES, SUPPORT TO AFFECTED COMMUNITIES, PROMOTING MEDIA AWARENESS AND COVERAGE, AND EDUCATING DECISION MAKERS INCLUDING REGULATORS AND ELECTED OFFICIALS. THIS INCLUDES CONDUCTING TRAININGS FOR AFFECTED COMMUNITIES, CONDUCTING SITE VISITS, AND PROVIDING INDEPENDENT SCIENTIFIC, TECHNICAL AND ECONOMIC ANALYSIS. THIS ALSO INCLUDES PROGRAMS TO INCREASE CORPORATE ACCOUNTABILITY.

4c (Code:) (Expenses \$ 522,392. including grants of \$) (Revenue \$)
OIL AND GAS ACCOUNTABILITY PROJECT - WORKING WITH TRIBAL, URBAN AND RURAL COMMUNITIES TO PROTECT THEIR HOMES AND THE ENVIRONMENT FROM THE IMPACTS OF OIL AND GAS DEVELOPMENT. THIS INCLUDES ADVOCATING FOR STRONGER REFORMS AND BETTER INDUSTRY PRACTICES. WE UTILIZE MEDIA, PUBLIC EDUCATION AND COMMUNITY ORGANIZING IN OUR EFFORT TO CHANGE THE WAY OIL AND GAS DEVELOPMENT OCCURS IN NORTH AMERICA. OGAP COORDINATES TWO MAIN PROGRAM AREAS: PUBLIC HEALTH AND TOXICS, AND REGULATORY AND GOVERNMENTAL REFORM.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O
(Expenses \$ 214,094. including grants of \$) (Revenue \$)

4e Total program service expenses -> \$ 1,524,079. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i> | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i> | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If 'Yes,' complete Schedule C, Part II.</i> | X | |
| 5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If 'Yes,' complete Schedule C, Part III.</i> | | |
| 6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i> | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i> | | X |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i> | | X |
| 10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i> | | X |
| 11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i> | X | |
| 12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.</i> | X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i> | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the U.S.? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If 'Yes,' complete Schedule F, Part I.</i> | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If 'Yes,' complete Schedule F, Part II.</i> | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If 'Yes,' complete Schedule F, Part III.</i> | | X |
| 17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If 'Yes,' complete Schedule G, Part I.</i> | | X |
| 18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i> | | X |
| 19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i> | | X |
| 20 Did the organization operate one or more hospitals? <i>If 'Yes,' complete Schedule H.</i> | | X |
| 21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i> | | X |
| 22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i> | | X |
| 23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? <i>If 'Yes,' complete Schedule J.</i> | | X |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25.</i> | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i> | | X |
| b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If 'Yes,' complete Schedule L, Part I.</i> | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II.</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III.</i> | | X |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee: | | |
| a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28a | X |
| b Have a family member who had a direct or indirect business relationship with the organization? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28b | X |
| c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If 'Yes,' complete Schedule L, Part IV.</i> | 28c | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i> | 29 | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i> | 30 | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i> | 31 | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i> | 32 | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i> | 33 | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i> | 34 | X |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> | 35 | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> | 36 | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i> | 37 | X |

BAA

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | Yes | No |
|---|--|-----|----|
| 1 a | Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable. | | |
| 1 a | 3 | | |
| 1 b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | | |
| 1 b | 0 | | |
| 1 c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | X |
| 2 a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | | |
| 2 a | 15 | | |
| 2 b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | X | |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions) | | | |
| 3 a | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | | X |
| 3 b | If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O | | |
| 4 a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | X |
| 4 b | If 'Yes,' enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | |
| 5 a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5 b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5 c | If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | |
| 6 a | Did the organization solicit any contributions that were not tax deductible? | | X |
| 6 b | If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible? | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| 7 a | Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? | | X |
| 7 b | If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | | |
| 7 c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7 d | If 'Yes,' indicate the number of Forms 8282 filed during the year. | | |
| 7 e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7 f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7 g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | X |
| 7 h | For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | X |
| 8 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | |
| 9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. | | | |
| 9 a | Did the organization make any taxable distributions under section 4966? | | |
| 9 b | Did the organization make any distribution to a donor, donor advisor, or related person? | | |
| 10 Section 501(c)(7) organizations. Enter: | | | |
| 10 a | Initiation fees and capital contributions included on Part VIII, line 12. | | |
| 10 b | Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| 11 a | Gross income from other members or shareholders. | | |
| 11 b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 12 a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12 b | If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. | | |

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

| | | Yes | No |
|-----|--|-----|----|
| 1 a | Enter the number of voting members of the governing body..... | | |
| 1 b | Enter the number of voting members that are independent..... | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?..... | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?..... | | X |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?.....SEE .SCH .O..... | X | |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets?..... | | X |
| 6 | Does the organization have members or stockholders?..... | X | |
| 7 a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?..... | | X |
| 7 b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons?..... | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8 a | a The governing body?..... | | X |
| 8 b | b Each committee with authority to act on behalf of the governing body?..... | | X |
| 9 a | Does the organization have local chapters, branches, or affiliates?..... | | X |
| 9 b | b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?..... | | |
| 10 | Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990. SEE .SCHEDULE .O..... | X | |
| 11 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O..... | | X |

Section B. Policies

| | | Yes | No |
|------|---|-----|----|
| 12 a | Does the organization have a written conflict of interest policy? If 'No,' go to line 13..... | X | |
| 12 b | b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?..... | | X |
| 12 c | c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done..... | | X |
| 13 | Does the organization have a written whistleblower policy?..... | | X |
| 14 | Does the organization have a written document retention and destruction policy?..... | | X |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision: | | |
| 15 a | a The organization's CEO, Executive Director, or top management official?..... | | X |
| 15 b | b Other officers of key employees of the organization?..... Describe the process in Schedule O. (see instructions) | | X |
| 16 a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?..... | | X |
| 16 b | b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?..... | | |

Section C. Disclosures

- 17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ► EARTHWORKS 1612 K STREET, NW SUITE 808 WASHINGTON DC 20006 202-887-1872

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) or more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| STEPHEN D'ESPOSITO PRESIDENT & CEO | 35 | | | X | | | | 110,855. | 0. | 0. |
| DR. KARIN SHELDON CHAIRMAN | 2 | | | X | | | | 0. | 0. | 0. |
| GLENN MILLER VICE CHAIRMAN | 1.5 | | | X | | | | 0. | 0. | 0. |
| KERRY ANDERSON BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| MICHAEL CONROY BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| GLORIA FLORA BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| JAY HALFON SEC/TREASURER | 2 | X | | X | | | | 0. | 0. | 0. |
| BILL MCNEILL BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| WILMA SUBRA BOARD MEMBER | 1 | X | | | | | | 0. | 0. | 0. |
| KIMBERLEE SMITH-DINN DIR OPS & DEV | 35 | | | | | X | | 72,500. | 0. | 3,625. |
| GWEN LACHELT OGAP PROG DIR | 35 | | | | | X | | 70,000. | 0. | 3,500. |
| ALAN SEPTOFF RESEARCH & IT | 35 | | | | | X | | 57,000. | 0. | 2,850. |
| LAUREN PAGEL LEGISLATIVE DIR | 35 | | | | | X | | 51,000. | 0. | 2,550. |
| PAYAL SAMPAT INTL MINING DIR | 35 | | | | | X | | 65,445. | 0. | 3,272. |
| | | | | | | | | | | |
| | | | | | | | | | | |
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| | | | | | | | | | | |

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

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|------------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | | | |
| ----- | | | | | | | | | |
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| ----- | | | | | | | | | |
| 1 b Total | | | | | | | 426,800. | 0. | 15,797. |

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ▶ 1

| | Yes | No |
|---|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

| (A) Name and business address | (B) Description of Services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|--|---|--|----------------------|--|---|---|--|
| CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS | 1 a Federated campaigns..... | 1 a | | | | | |
| | b Membership dues..... | 1 b | | | | | |
| | c Fundraising events..... | 1 c | | | | | |
| | d Related organizations..... | 1 d | | | | | |
| | e Government grants (contributions)..... | 1 e | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above..... | 1 f | 1,644,846. | | | | |
| | g Noncash contribns included in lns 1a-1f: ... \$ | | | | | | |
| | h Total. Add lines 1a-1f..... ▶ | | 1,644,846. | | | | |
| PROGRAM SERVICE REVENUE | Business Code | | | | | | |
| | 2 a ----- | | | | | | |
| | b ----- | | | | | | |
| | c ----- | | | | | | |
| | d ----- | | | | | | |
| | e ----- | | | | | | |
| | f All other program service revenue ... | | | | | | |
| g Total. Add lines 2a-2f..... ▶ | | | | | | | |
| OTHER REVENUE | 3 Investment income (including dividends, interest and other similar amounts)..... ▶ | | 515. | | | 515. | |
| | 4 Income from investment of tax-exempt bond proceeds ▶ | | | | | | |
| | 5 Royalties..... ▶ | | | | | | |
| | 6 a Gross Rents..... | (i) Real | (ii) Personal | | | | |
| | | b Less: rental expenses..... | | | | | |
| | | c Rental income or (loss)..... | | | | | |
| | | d Net rental income or (loss)..... ▶ | | | | | |
| | 7 a Gross amount from sales of assets other than inventory.. | (i) Securities | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses..... | | | | | |
| | | c Gain or (loss)..... | | | | | |
| | | d Net gain or (loss)..... ▶ | | | | | |
| | 8 a Gross income from fundraising events (not including. \$ _____ of contributions reported on line 1c). See Part IV, line 18..... | a | | | | | |
| | | b Less: direct expenses..... | b | | | | |
| | | c Net income or (loss) from fundraising events..... ▶ | | | | | |
| | 9 a Gross income from gaming activities. See Part IV, line 19..... | a | | | | | |
| | | b Less: direct expenses..... | b | | | | |
| | | c Net income or (loss) from gaming activities..... ▶ | | | | | |
| 10 a Gross sales of inventory, less returns and allowances..... | a | | | | | | |
| | b Less: cost of goods sold..... | b | | | | | |
| | c Net income or (loss) from sales of inventory..... ▶ | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a MISCELLANEOUS | | | 39,437. | | | 39,437. | |
| b ----- | | | | | | | |
| c ----- | | | | | | | |
| d All other revenue..... | | | | | | | |
| e Total. Add lines 11a-11d..... ▶ | | | 39,437. | | | | |
| 12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e..... ▶ | | | 1,684,798. | 0. | 0. | 39,952. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21..... | | | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22..... | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16..... | | | | |
| 4 Benefits paid to or for members..... | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees..... | 110,855. | 95,613. | 2,217. | 13,025. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B))..... | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages..... | 794,905. | 653,057. | 62,240. | 79,608. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)..... | 26,106. | 21,230. | 1,856. | 3,020. |
| 9 Other employee benefits..... | 114,134. | 95,452. | 7,068. | 11,614. |
| 10 Payroll taxes..... | 68,180. | 56,396. | 4,544. | 7,240. |
| 11 Fees for services (non-employees)..... | | | | |
| a Management..... | | | | |
| b Legal..... | 34,315. | 34,315. | | |
| c Accounting..... | 9,295. | | 9,295. | |
| d Lobbying..... | | | | |
| e Prof fundraising svcs. See Part IV, ln 17..... | | | | |
| f Investment management fees..... | | | | |
| g Other..... | 58,136. | 58,136. | | |
| 12 Advertising and promotion..... | 10,081. | 9,950. | 58. | 73. |
| 13 Office expenses..... | 18,720. | 14,523. | 3,273. | 924. |
| 14 Information technology..... | | | | |
| 15 Royalties..... | | | | |
| 16 Occupancy..... | 82,137. | 71,274. | 4,238. | 6,625. |
| 17 Travel..... | 119,827. | 111,483. | 688. | 7,656. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials..... | | | | |
| 19 Conferences, conventions, and meetings..... | 42,174. | 40,795. | 1,019. | 360. |
| 20 Interest..... | 966. | | 966. | |
| 21 Payments to affiliates..... | | | | |
| 22 Depreciation, depletion, and amortization..... | 12,965. | 10,544. | 940. | 1,481. |
| 23 Insurance..... | 4,823. | 2,307. | 2,412. | 104. |
| 24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)..... | | | | |
| a GRANTS & ASSISTANCE..... | 108,183. | 108,183. | | |
| b PRINTING AND PUBLICATIONS..... | 87,581. | 55,692. | 358. | 31,531. |
| c TELECOMMUNICATIONS..... | 43,723. | 37,270. | 3,804. | 2,649. |
| d POSTAGE AND SHIPPING..... | 36,699. | 15,086. | 2,042. | 19,571. |
| e VIDEO AND PHOTO..... | 11,622. | 11,622. | | |
| f All other expenses..... | 41,913. | 21,151. | 11,291. | 9,471. |
| 25 Total functional expenses. Add lines 1 through 24f..... | 1,837,340. | 1,524,079. | 118,309. | 194,952. |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation..... | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|--------------------------|----------|--------------------|
| ASSETS | 1 Cash – non-interest-bearing | 463. | 1 | |
| | 2 Savings and temporary cash investments | 242,280. | 2 | 173,787. |
| | 3 Pledges and grants receivable, net | 265,839. | 3 | 165,000. |
| | 4 Accounts receivable, net | | 4 | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .. | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 26,910. | 9 | 17,248. |
| | 10a Land, buildings, and equipment: cost basis | 10a 85,166. | | |
| | b Less: accumulated depreciation. Complete Part VI of Schedule D | 10b 69,800. | 23,979. | 10c 15,366. |
| | 11 Investments – publicly-traded securities | 13,247. | 11 | |
| | 12 Investments – other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments – program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 572,718. | 16 | 371,401. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | 41,228. | 17 | 36,120. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 43,667. | 23 | |
| | 24 Unsecured notes and loans payable | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 84,895. | 26 | 36,120. |
| NET ASSETS OR FUND BALANCES | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 46,984. | 27 | 170,281. |
| | 28 Temporarily restricted net assets | 440,839. | 28 | 165,000. |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, and equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances. | 487,823. | 33 | 335,281. |
| 34 Total liabilities and net assets/fund balances. | 572,718. | 34 | 371,401. | |

Part XI Financial Statements and Reporting

| | | Yes | No |
|----|---|-----|----|
| 1 | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| b | Were the organization's financial statements audited by an independent accountant? | X | |
| c | If 'Yes' to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | X | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| b | If 'Yes,' did the organization undergo the required audit or audits? | | |

BAA

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

To be completed by all section 501 (c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

| | |
|---|---|
| Name of the organization EARTHWORKS | Employer identification number 52-1557765 |
|---|---|

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III – Functionally integrated d Type III– Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?.....
- (ii) a family member of a person described in (i) above?.....
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?.....

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

h Provide the following information about the organizations the organization supports.

| (i) Name of Supported Organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of Support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
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| | | | | | | | | | |
| Total | | | | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.) | 1,073,714. | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 7,945,450. |
| 2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf. | | | | | | 0. |
| 3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge. | | | | | | 0. |
| 4 Total. Add lines 1-3. | 1,073,714. | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 7,945,450. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). | | | | | | 0. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 7,945,450. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 7 Amounts from line 4. | 1,073,714. | 1,556,382. | 1,885,031. | 1,785,477. | 1,644,846. | 7,945,450. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | 1,505. | 4,184. | 8,885. | 24,448. | 515. | 39,537. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on. | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | 0. |
| 11 Total support. Add lines 7 through 10. | | | | | | 7,984,987. |
| 12 Gross receipts from related activities, etc. (see instructions). | | | | | 12 | 0. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|--------|
| 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) | 14 | 99.5 % |
| 15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f | 15 | 99.7 % |
| 16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input checked="" type="checkbox"/> | | |
| b 33-1/3 support test – 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| 17a 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| b 10%-facts-and-circumstances test – 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/> | | |

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose. | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513. | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge. | | | | | | |
| 6 Total. Add lines 1-5. | | | | | | |
| 7a Amounts included on lines 1, 2, 3 received from disqualified persons. | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000. | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. | | | | | | |
| c Add lines 10a and 10b. | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (add lns 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|---|
| 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g. | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|---|
| 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h | 18 | % |
| 19a 33-1/3 support tests – 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/> | | |
| b 33-1/3 support tests – 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. <input type="checkbox"/> | | |

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

Area with horizontal dashed lines for supplemental information.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ and 990-PF
▶ See separate instructions.

OMB No. 1545-0047

2008

Name of the organization

EARTHWORKS

Employer identification number

52-1557765

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 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 organizations 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 Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|-----------------------------------|---|
| 1 | WYSS FOUNDATION ----- 1601 CONNECTICUT AVE, NW ----- WASHINGTON, DC 20009 ----- | \$ 75,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | WILBURFORCE ----- 3601 FREMONT AVE N # 304 ----- SEATTLE, WA 98103 ----- | \$ 275,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | NOYES FOUNDATION ----- 6 EAST 39TH STREET, 12TH FLOOR ----- NEW YORK, NY 10016 ----- | \$ 300,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | NATIONAL ENVIRONMENTAL TRUST ----- 1025 F STREET, NW, 9TH FLOOR ----- WASHINGTON, DC 20004 ----- | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | TRUE NORTH FOUNDATION ----- 664 A FREEMEN LANE #332 ----- GRASS VALLEY, CA 94129 ----- | \$ 190,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | OVERBROOK ----- 122 E 42ND STREET ----- NEW YORK, NY 10017 ----- | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|---|---|
| Name of organization EARTHWORKS | Employer identification number 52-1557765 |
|---|---|

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|--------------------------------|--|
| 7 | U. U. VEATCH ----- 48 SHELTER ROCK ROAD ----- MANHASSET, NY 11030 ----- | \$ 35,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | GORDON & BETTY MOORE FOUNDATION ----- 1661 PAGE MILL RD ----- PALTO ALTO, CA 94304 ----- | \$ 294,748. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | WALLACE GLOBAL ----- 1900 M ST NW SUITE 250 ----- WASHINGTON, DC 20036 ----- | \$ 50,000. | 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.) |

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part II Noncash Property (see instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| — | N/A | | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |
| — | | \$ | |

BAA

| | |
|---|---|
| Name of organization EARTHWORKS | Employer identification number 52-1557765 |
|---|---|

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once – see instructions.) \$ N/A

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---|--|--|
| N/A | | | |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee | |
| | | | |
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| | | | |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee | |
| | | | |
| | | | |
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| | | | |
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| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee | |
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| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ To be completed by organizations described below.
 ▶ Attach to Form 990 or Form 990-EZ.

Department of the Treasury
Internal Revenue Service

If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: complete Part I-A only.

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

EARTHWORKS

Employer identification number

52-1557765

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours

Part I-B To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If 'Yes,' describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's own internal funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|--|--|
| | | | | |
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| | | | | |

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A Check if the filing organization belongs to an affiliated group.
 B Check if the filing organization checked box A and 'limited control' provisions apply.

| Limits on Lobbying Expenditures – (The term 'expenditures' means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals |
|--|---|--|-----------------------------|
| 1 a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | 9,062. | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | 17,405. | |
| c | Total lobbying expenditures (add lines 1a and 1b) | 26,467. | 0. |
| d | Other exempt purpose expenditures | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 26,467. | 0. |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 5,293. | |
| If the amount on line 1e, column (a) or (b) is: | | The lobbying nontaxable amount is: | |
| Not over \$500,000 | | 20% of the amount on line 1e. | |
| Over \$500,000 but not over \$1,000,000 | | \$100,000 plus 15% of the excess over \$500,000. | |
| Over \$1,000,000 but not over \$1,500,000 | | \$175,000 plus 10% of the excess over \$1,000,000. | |
| Over \$1,500,000 but not over \$17,000,000 | | \$225,000 plus 5% of the excess over \$1,500,000. | |
| Over \$17,000,000 | | \$1,000,000. | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | 1,323. | 0. |
| h | Subtract line 1g from line 1a. Enter -0- if line g is more than line a | 7,739. | 0. |
| i | Subtract line 1f from line 1c. Enter -0- if line f is more than line c | 21,174. | 0. |
| j | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | | |
|--|---|----------|----------|----------|-----------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) Total | |
| 2 a | Lobbying non-taxable amount | 238,076. | 230,672. | 243,716. | 5,293. | 717,757. |
| b | Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | 1,076,636. |
| c | Total lobbying expenditures | 18,226. | 16,297. | 82,202. | 26,467. | 143,192. |
| d | Grassroots non-taxable amount | 59,519. | 57,668. | 60,929. | 1,323. | 179,439. |
| e | Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 269,159. |
| f | Grassroots lobbying expenditures | 376. | 11,425. | 16,570. | 9,062. | 37,433. |

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

Table with 3 columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation... a Volunteers? b Paid staff or management... c Media advertisements? d Mailings to members... e Publications... f Grants to other organizations... g Direct contact with legislators... h Rallies, demonstrations... i Other activities... j Total lines 1c through 1i. 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? b If 'Yes,' enter the amount of any tax incurred under section 4912. c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912. d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members? 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? 3 Did the organization agree to carryover lobbying and political expenditures from the prior year?

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered 'No' OR if Part III-A, question 3 is answered 'Yes.' See Schedule C Instructions for details.

Table with 3 columns: Question, Yes/No, Amount. Rows include: 1 Dues, assessments and similar amounts from members. 2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). a Current year. b Carryover from last year. c Total. 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues. 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? 5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4).

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

Lined area for supplemental information, consisting of approximately 28 horizontal dashed lines.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2008

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.

Open to Public Inspection

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, total number, acreage, and monitoring expenses. Includes a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting requirements and amounts for revenues and assets.

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

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

| | Amount |
|--------------------------------------|--------|
| c Beginning balance..... | 1 c |
| d Additions during the year..... | 1 d |
| e Distributions during the year..... | 1 e |
| f Ending balance..... | 1 f |

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Term endowment ▶ _____ %

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

| | Yes | No |
|--|--------|----|
| (i) unrelated organizations..... | 3a(i) | |
| (ii) related organizations..... | 3a(ii) | |
| b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?..... | 3b | |

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book Value |
|--|--------------------------------------|---------------------------------|------------------|----------------|
| 1 a Land..... | | | | |
| b Buildings..... | | | | |
| c Leasehold improvements..... | | | | |
| d Equipment..... | 85,166. | | 69,800. | 15,366. |
| e Other..... | | | | |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)..... | | | | 15,366. |

BAA

Part VII Investments—Other Securities See Form 990, Part X, line 12. **N/A**

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| Financial derivatives and other financial products | | |
| Closely-held equity interests | | |
| Other ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
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| ----- | | |
| ----- | | |
| Total. (Column (b) should equal Form 990 Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments—Program Related (See Form 990, Part X, line 13) **N/A**

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
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| | | |
| Total. Column (b) should equal Form 990, Part X, Col. (B) line 13.) ▶ | | |

Part IX Other Assets (See Form 990, Part X, line 15) **N/A**

| (a) Description | (b) Book value |
|--|----------------|
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| | |
| Total. Column (b) Total (should equal Form 990, Part X, col.(B), line 15) | |

Part X Other Liabilities (See Form 990, Part X, line 25)

| (a) Description of Liability | (b) Amount |
|--|------------|
| Federal Income Taxes | |
| | |
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| Total. Column (b) Total (should equal Form 990, Part X, col. (B) line 25) ▶ | |

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

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

| | | | |
|----|--|--|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | | 1,684,798. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | | 1,837,340. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | | -152,542. |
| 4 | Net unrealized gains (losses) on investments | | |
| 5 | Donated services and use of facilities | | |
| 6 | Investment expenses | | |
| 7 | Prior period adjustments | | |
| 8 | Other (Describe in Part XIV) | | |
| 9 | Total adjustments (net). Add lines 4-8 | | |
| 10 | Excess or (deficit) for the year per financial statements. Combine lines 3 and 9 | | -152,542. |

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

| | | | | |
|---|---|----|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 1,684,798. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| | a Net unrealized gains on investments | 2a | | |
| | b Donated services and use of facilities | 2b | | |
| | c Recoveries of prior year grants | 2c | | |
| | d Other (Describe in Part XIV) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 1,684,798. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| | a Investments expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.) | | 5 | 1,684,798. |

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

| | | | | |
|---|--|----|----|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 1,837,340. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| | a Donated services and use of facilities | 2a | | |
| | b Prior year adjustments | 2b | | |
| | c Losses reported on Form 990, Part IX, line 25 | 2c | | |
| | d Other (Describe in Part XIV) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 1,837,340. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| | a Investments expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.) | | 5 | 1,837,340. |

Part XIV Supplemental Information

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

Part XIV Supplemental Information (continued)

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES.

MORE SPECIFICALLY, THE ACTIVITIES OF THE CORPORATION SHALL INCLUDE BUT NOT BE

LIMITED TO: PROTECTING COMMUNITIES AND THE ENVIROMENT FROM THE IMPACTS OF

DESTRUCTIVE MINERAL DEVELOPMENT IN THE US AND WORLDWIDE, BY WORKING WITH COMMUNITIES

AND GRASSROOTS GROUPS TO REFORM GOVERNMENTAL POLICIES, IMPROVE COPORATE PRACTICES,

AND INFLUENCE INVESTMENT DECISIONS. THE CORPORATION SHALL WORK TO ENCOURAGE

CONSERVATION, RECYCLING, RESPONSIBLE MATERIALS POLICIES, FUEL EFFICIENCY, AND

RENEWABLE ENERGY SOURCES. THE CORPORATION SHALL EXPOSE THE HEALTH, ENVIRONMENTAL,

ECONOMIC, SOCIAL AND CULTURAL IMPACTS OF IRRESPONSIBLE MINERAL DEVELOPMENT THROUGH

WORK INFORMED BY SOUND SCIENCE, AND ACHIEVED THROUGH, BUT NOT LIMITED TO PUBLIC

EDUCATION, RESEARCH, LITIGATION AND ADVOCACY.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

PUBLIC MEMBER INFORMATION -

MEDIA/COMMUNICATIONS - WEBSITE, NEWSLETTER AND OTHER METHODS TO PROMOTE AND

PUBLICIZE THE WORK OF EARTHWORKS AND ITS ALLIES, INCLUDING PUBLIC OPINION RESEARCH.

RESEARCH/PUBLICATIONS - ANALYSIS OF POLICY PROPSALS, DEVELOPMENT OF POLICY

PROPOSALS, RESEARCH INTO IMPACTS OF MINING IN THE FORM OF FACT SHEETS, ISSUE PAPERS

AND REPORTS.

ADVOCACY TECHNOLOGY/TOOL (CAPACITY BUILDING) - INVESTMENT GEARED TOWARD IMPROVING

OUTREACH, RESEARCH AND ADVOCACY CAPACITY THROUGH EXPENDITURES ON TECHNOLOGY, DATA

MANAGEMENT, ELECTRONIC TOOLS, MEMBERSHIP, AND CAPACITY TO REACH COMMUNITIES.

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION (CONTINUED)

RESEARCH AND INFORMATION PROVIDED TO THE PUBLIC AND MEMBERS IN THE FORM OF MAILINGS, FACT SHEETS, ELECTRONIC (EMAIL) UPDATES AND ALERTS, NEWSLETTERS, AND RESPONSES TO DIRECT INQUIRIES.

EARTHWORKS PARTNERSHIP PROGRAMS - EARTHWORKS PROVIDES BACK-OFFICE SERVICES (INCLUDING PAYROLL, ACCOUNTING, AND ADMINISTRATION), A LEGAL FRAMEWORK, AND CAPACITY BUILDING SUPPORT TO A VARIETY OF SMALL PROGRAMS (SINGLE STAFF, OR VOLUNTEER ONLY ORGANIZATIONS) THAT SHARE OUR MISSION OF PROTECTING COMMUNITIES AND THE ENVIRONMENT FROM THE NEGATIVE IMPACTS OF MINERAL DEVELOPMENT. IN 2008 EARTHWORKS SERVED AS THE FISCAL SPONSOR OF THE FOLLOWING PROJECTS:

ETHICAL METALSMITHS: THIS PROJECT SEEKS TO STIMULATE DEMAND AND SUPPLY FOR RESPONSIBLY SOURCED MATERIALS FOR METALSMITHS AND JEWELERS.

COMMON GROUND UNITED: THIS PROJECT PROVIDES A PLATFORM ALLOWING DIVERSE ORGANIZATIONS, FROM LOCAL TO NATIONAL, TO EXPRESS A UNITED VOICE CONCERNING THE PROTECTION OF OUR WATER, CULTURAL, ECOLOGICAL, AND ECONOMIC RESOURCES AND THE HEALTH AND SAFETY OF OUR CITIZENS FROM THE ADVERSE IMPACTS OF ALL EXTRACTIVE RESOURCE DEVELOPMENTS.

ALASKANS FOR RESPONSIBLE MINING: A VOLUNTARY ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS WORKING TOGETHER TO RAISE PUBLIC AWARENESS OF THE IMPACTS OF THE EXTRACTIVE INDUSTRY TO ALASKA'S WATERSHEDS, WILDLIFE, FISHERIES, COMMUNITIES AND PUBLIC HEALTH; AND TO REFORM ALASKA'S INADEQUATE MINING LAWS.

ARIZONA MINING COALITION: THIS PROJECT SEEKS TO RAISE PUBLIC AWARENESS AND PROTECT

Name of the organization

Employer identification number

EARTHWORKS

52-1557765

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION (CONTINUED)

INDIGENOUS SACRED SITES AND RECREATIONAL AREAS IN THE STATE OF ARIZONA FROM
IRRESPONSIBLE MINERAL DEVELOPMENT.

THE NEXT BEST WEST: THIS PROJECT IS CREATING A FEATURE-LENGTH DOCUMENTARY FILM THAT
WILL EXPLORE OUR RELATIONSHIP TO THE LANDSCAPE OF THE AMERICAN WEST. THE FILM WILL
SHOW HOW OUR INTERPRETATION OF PROGRESS HAS SHAPED THE SINGULAR LANDSCAPE OF THE
AMERICAN WEST, AND HOW A NEW UNDERSTANDING OF PROGRESS MAY BE OUR BEST HOPE FOR A
BRIGHT AND HEALTHY FUTURE.

FORM 990, PART VI, LINE 4 - SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS

AMENDED ARTICLES OF INCORPORATION TO UPDATE PROGRAMMATIC ACTIVITIES.

FORM 990, PART VI, LINE 10 - FORM 990 REVIEW PROCESS

A DRAFT COPY OF THE 990 WAS RECEIVED AND PROVIDED TO THE TREASURER FOR REVEIW BEFORE
COMPLETION AND FILING.

FORM 990 , PART VI, LINE 17 - LIST OF STATES WHICH THIS RETURN IS FILED

NY DC MD CA NM OR CT PA NJ WA IL AZ CO MT ID NV VA MN AK

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | |
|--|---|---|
| Type or print | Name of Exempt Organization EARTHWORKS | Employer identification number 52-1557765 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. 1612 K STREET, NW #808 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20006 | |

Check type of return to be filed (file a separate application for each return):

| | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of. ▶ EARTHWORKS

Telephone No. ▶ 202-887-1872 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2009, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 2008 or
- ▶ tax year beginning _____, 20____, and ending _____, 20_____.

2 If this tax year 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. |
| 3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 0. |
| 3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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.