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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning APR 1, 2008, and ending MAR 31, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE SHARED EARTH FOUNDATION		A Employer identification number 52-2151843
	Number and street (or P O box number if mail is not delivered to street address) 113 HOFFMAN LANE	Room/suite	B Telephone number (410) 778-6868
	City or town, state, and ZIP code CHESTERTOWN, MD 21620		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,489,324.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		(Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

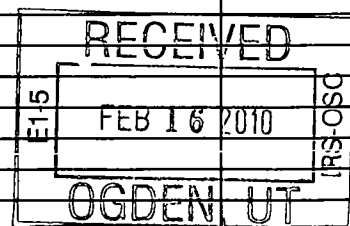
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	550,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,827.	1,827.		STATEMENT 2
4	Dividends and interest from securities	166,755.	166,755.		STATEMENT 3
5a	Gross rents	34,179.	34,179.		STATEMENT 4
b	Net rental income or (loss)	34,179.			
6a	Net gain or (loss) from sale of assets not on line 10	<1,324,691.>			STATEMENT 1
b	Gross sales price for all assets on line 6a	3,836,658.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	19,533.	19,533.		STATEMENT 5
12	Total. Add lines 1 through 11	<552,397.>	222,294.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 6	10,750.	10,750.		0.
c	Other professional fees STMT 7	24,704.	24,704.		0.
17	Interest				
18	Taxes STMT 8	48,575.	1,674.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 9	10,817.	3,916.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	94,846.	41,044.		0.
25	Contributions, gifts, grants paid	598,560.			598,560.
26	Total expenses and disbursements. Add lines 24 and 25	693,406.	41,044.		598,560.
27	Subtract line 26 from line 12:	<1,245,803.>			
a	Excess of revenue over expenses and disbursements		181,250.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			106,764.	147,820.	147,820.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 11			5,280,028.	4,010,725.	3,310,540.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶ 29,037.					
	Less: accumulated depreciation STMT 12 ▶ 29,037.					
	15 Other assets (describe ▶ STATEMENT 13)			298,097.	257,294.	1,030,964.
	16 Total assets (to be completed by all filers)			5,684,889.	4,415,839.	4,489,324.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			5,684,889.	4,415,839.	
30 Total net assets or fund balances			5,684,889.	4,415,839.		
31 Total liabilities and net assets/fund balances			5,684,889.	4,415,839.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,684,889.
2 Enter amount from Part I, line 27a	2	<1,245,803.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,439,086.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	23,247.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,415,839.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1 - FIRST POTOMAC REALTY SECTION 1231	P	VARIOUS	VARIOUS
b SANFORD BERNSTEIN A/C-06906	P	VARIOUS	VARIOUS
c SANFORD BERNSTEIN A/C-06906	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			18,684.
b 1,533,321.		1,973,807.	<440,486.>
c 2,303,337.		3,206,226.	<902,889.>
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			18,684.
b			<440,486.>
c			<902,889.>
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<1,324,691.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	633,513.	7,356,629.	.086115
2006	575,371.	6,112,131.	.094136
2005	586,461.	5,748,259.	.102024
2004	454,200.	6,453,818.	.070377
2003	485,526.	5,796,870.	.083757

2 Total of line 1, column (d)	2	.436409
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.087282
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,300,948.
5 Multiply line 4 by line 3	5	462,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,813.
7 Add lines 5 and 6	7	464,490.
8 Enter qualifying distributions from Part XII, line 4	8	598,560.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,813.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,813.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,813.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	18,120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,307.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 10,000. Refunded <input type="checkbox"/>	11	6,307.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.SHAREDEARTH.ORG</u>	13	X	
14	The books are in care of ► <u>CAROLINE D. GABEL</u> Telephone no. ► <u>(410) 778-6868</u> Located at ► <u>113 HOFFMAN LANE, CHESTERTOWN, MD</u> ZIP+4 ► <u>21620</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

If you answered "Yes" to 6b, also file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLINE D. GABEL	PRESIDENT			
113 HOFFMAN LANE				
CHESTERTOWN, MD 21620	20.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,218,543.
b	Average of monthly cash balances	1b	132,166.
c	Fair market value of all other assets	1c	1,030,964.
d	Total (add lines 1a, b, and c)	1d	5,381,673.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,381,673.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,725.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,300,948.
6	Minimum investment return. Enter 5% of line 5	6	265,047.

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

1	Minimum investment return from Part X, line 6	1	265,047.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,813.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	12,662.
c	Add lines 2a and 2b	2c	14,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,572.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	250,572.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	250,572.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	598,560.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	598,560.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,813.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	596,747.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				250,572.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	196,506.			
b From 2004	135,178.			
c From 2005	303,463.			
d From 2006	286,041.			
e From 2007	286,597.			
f Total of lines 3a through e	1,207,785.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	598,560.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				250,572.
e Remaining amount distributed out of corpus	347,988.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,555,773.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	196,506.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,359,267.			
10 Analysis of line 9:				
a Excess from 2004	135,178.			
b Excess from 2005	303,463.			
c Excess from 2006	286,041.			
d Excess from 2007	286,597.			
e Excess from 2008	347,988.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

CAROLINE D. GABEL.

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 15

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

c. Any submission deadlines:

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

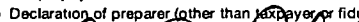

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	Signature of officer or trustee 		Date 12/8/10	Title Pres. SCFO
Paid Preparer's Use Only	Preparer's signature 		Date 2/3/10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code BEERS & CUTLER PLLC 8219 LEESBURG PIKE, SUITE 800 VIENNA, VA 22182		EIN <input type="text"/>	
			Phone no. (703) 923-8300	

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.

OMB No. 1545-0047

2008

Name of the organization

THE SHARED EARTH FOUNDATION

Employer identification number

52-2151843

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

- ☒ For 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).

LHA 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	Employer identification number
THE SHARED EARTH FOUNDATION	52-2151843

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CAROLINE D. GABEL 113 HOFFMAN LANE CHESTEROWN, MD 21620	\$ 550,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

990-PF

- Current year section 179 (D) - Asset disposed

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM K-1 - FIRST POTOMAC REALTY SECTION 1231				PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.	18,684.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SANFORD BERNSTEIN A/C-06906				PURCHASED	VARIOUS	VARIOUS
	1,533,321.	1,973,807.	0.	0.	<440,486.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SANFORD BERNSTEIN A/C-06906				PURCHASED	VARIOUS	VARIOUS
	2,303,337.	3,206,226.	0.	0.	<902,889.>	

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

<1,324,691.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FROM K-1 - FIRST POTOMAC REALTY	1,273.
INTEREST INCOME - SANFORD BERNSTEIN #888-06906	554.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,827.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	166,755.	0.	166,755.
TOTAL TO FM 990-PF, PART I, LN 4	166,755.	0.	166,755.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FROM K-1 - FIRST POTOMAC REALTY INVESTMENT LP	4	34,179.
TOTAL TO FORM 990-PF, PART I, LINE 5A		34,179.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - FIRST POTOMAC REALTY COD INCOME	19,474.	19,474.	
OTHER INVESTMENT INCOME	59.	59.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,533.	19,533.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	10,750.	10,750.			0.
TO FORM 990-PF, PG 1, LN 16B	10,750.	10,750.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	24,704.	24,704.			0.
TO FORM 990-PF, PG 1, LN 16C	24,704.	24,704.			0.

FORM 990-PF	TAXES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	47,011.	0.			0.
FOREIGN TAXES	1,674.	1,674.			0.
TAX REFUND	<110.>	0.			0.
TO FORM 990-PF, PG 1, LN 18	48,575.	1,674.			0.

FORM 990-PF	OTHER EXPENSES		STATEMENT		9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WEBSITE REGISTRATION AND MAINTENANCE	2,138.	2,138.			0.
TELEPHONE	962.	962.			0.
DUES AND SUBSCRIPTIONS	125.	125.			0.
NONDEDUCTIBLE EXPENSES	6,901.	0.			0.

THE SHARED EARTH FOUNDATION

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CONTRIBUTION EXPENSE FROM
K-1

	691.	691.	0.
TO FORM 990-PF, PG 1, LN 23	10,817.	3,916.	0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION

AMOUNT

TO CORRECT OPENING COST BASIS: INVESTMENTS - SANFORD
BERNSTEIN

23,247.

TOTAL TO FORM 990-PF, PART III, LINE 5

23,247.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

SANFORD BERNSTEIN

4,010,725.

3,310,540.

TOTAL TO FORM 990-PF, PART II, LINE 10B

4,010,725.

3,310,540.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION

COST OR
OTHER BASISACCUMULATED
DEPRECIATION

BOOK VALUE

ORGANIZATION COSTS

29,037.

29,037.

0.

TOTAL TO FM 990-PF, PART II, LN 14

29,037.

29,037.

0.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION

BEGINNING OF
YR BOOK VALUEEND OF YEAR
BOOK VALUEFAIR MARKET
VALUE

ELLINGTON PLAZA D G LID PTR

500,000.

500,000.

500,000.

FIRST POTOMAC REALTY TRUST

<206,621.>

<247,424.>

530,964.

FIRST POTOMAC REALTY TRUST-BASIS
ADJUSTMENT

4,718.

4,718.

0.

TO FORM 990-PF, PART II, LINE 15

298,097.

257,294.

1,030,964.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 14

NAME OF CONTRIBUTOR

ADDRESS

CAROLINE D. GABEL

113 HOFFMAN LANE, CHESTERTOWN, MD 21620

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROLINE D. GABEL, PRESIDENT
113 HOFFMAN LANE
CHESTERTOWN, MD 21620

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE THE FOUNDATION'S WEBSITE @ WWW.SHAREDEARTH.ORG FOR APPLICATION
REQUIREMENTS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE WEBSITE @ WWW.SHAREDEARTH.ORG

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LEAP , OAKLAND, CA	SUPPORTING WOMEN, EMPOWERMENT, TREES, TO IMPROVE THE LIVES OF	501(C)(3)	34,690.
ORANG UTAN REPUBLIK FOUNDATION/SEE , LOS ANGELES, CA	ORANGUTAN CONSERVATION THROUGH EDUCATION IN SUMATRA, INDONESIA	501(C)(3)	15,000.
THE NATURE CONSERVANCY , ARLINGTON, VA	DEVELOPMENT OF A "SUSTAINABILITY PACT" AND CONSERVATION	501(C)(3)	20,000.
WILDLIFE CONSERVATION SOCIETY , BRONX, NY	CONSERVATION OF BOLIVIAN CHACOAN GUANACO, SOUTH	501(C)(3)	41,500.
CONSERVATION INTERNATIONAL , ARLINGTON, VA	HELP PROTECT RESOURCES PEOPLE DEPEND ON	501(C)(3)	15,000.
RED WOLF COALITION , COLUMBIA, NC	ADVOCACY FOR THE CONSERVATION OF THE RED WOLF THROUGH EDUCATION	501(C)(3)	10,000.
WOODLAND PARK ZOO , SEATTLE, WA	TREE KANGAROO CONSERVATION PROGRAM AND OTHER RARE ANIMAL	501(C)(3)	17,350.
AMERICAN RIVERS , WASHINGTON, DC	TO PROTECT WATER QUALITY AND THE FLOW OF RIVERS AND FISH THROUGH	501(C)(3)	15,000.

LEAP-SOS RHINOS , OAKLAND, CA	TO HELP PROTECT RHINO RESERVATION	501(C)(3)	40,020.
COUGAR FUND , JACKSON, WY	COUGAR CONSERVATION	501(C)(3)	7,500.
WESTERN ENVIRONMENTAL LAW CENTER , EUGENE, OR	PREDATOR PROTECTION PROGRAM, PROVIDING PROTECTION FOR GRIZZLY	501(C)(3)	10,000.
SNOW LEOPARD CONSERVANCY , SONOMA, CA	SUPPORT FOR LOCAL SNOW LEOPARD CONSERVATION PROGRAMS IN INDIA,	501(C)(3)	25,000.
RACHEL'S NETWORK , WASHINGTON, DC	PROMOTING WOMEN AS IMPASSIONED LEADERS OF CHANGE DEDICATED TO	501(C)(3)	25,000.
ENVIRONMENTAL FILM FESTIVAL , WASHINGTON, DC	ENVIRONMENTAL FILM FESTIVAL 2009	501(C)(3)	15,000.
AMERICAN FORESTS , WASHINGTON, DC	TO PLANT TREES, PRESERVE PRIVATE FORESTS AND OPEN SPACE	501(C)(3)	20,000.
LEAP-HUTAN , OAKLAND, CA	PARNTERSHP WITH HUTAN, IN SABAH, MALAYSIAN BORNEO, TO CONSERVE	501(C)(3)	25,000.
DEFENDERS OF WILDLIFE , WASHINGTON, DC	PROTECTION OF ENDANGERED SPECIES	501(C)(3)	5,000.
EASTERN SHORE LAND CONSERVANCY , QUEENSTOWN, MD	10TH ANNUAL PLANNING CONFERENCE	501(C)(3)	15,000.

WESTERN LANDS PROJECT , SEATTLE, WA	PROTECT THE PUBLIC LAND FROM EXCHANGES THAT BENEFIT PRIVATE	501(C)(3)	10,000.
SOUTH WINGS , ASHEVILLE, NC	FLY KEY MEDIA, GOVERNMENT AND CORPORATE LEADERS OVER	501(C)(3)	10,000.
FOREST SERVICE EMPLOYEES FOR ENVIRONMENTAL ETHICS , EUGENE, OR	DEFENSE OF NATIONAL FORESTS, SUPPORTING WHISTLEBLOWERS.	501(C)(3)	5,000.
SOUTHERN ENVIRONMENTAL LAW CENTER , CHARLOTTESVILLE, VA	CONSERVE AND RESTORE THE BIOLOGICALLY RICH FORESTS OF THE	501(C)(3)	10,000.
ENVIRONMENTAL INVESTIGATION AGENCY , WASHINGTON, DC	SUPPORT FOR ENDING THE ILLEGAL TIMBER TRADE	501(C)(3)	10,000.
WORLDWATCH INSTITUTE , WASHINGTON, DC	CORE SUPPORT FOR A RESEARCH AND COMMUNICATIONS PROGRAM	501(C)(3)	24,000.
RAINFOREST ALLIANCE , NEW YORK, NY	CONSERVATION OF TROPICAL FORESTS	501(C)(3)	10,000.
ADKINS ARBORETUM , RIDGELY, MD	PROGRAMS TO PROMOTE STEWARDSHIP OF THE LAND	501(C)(3)	15,000.
NATIONAL AQUARIUM IN BALTIMORE , BALTIMORE, MD	TRAINING FOR STAFF OF ASOCIACION ANAI IN LEATHERBACK SEA TURTLE	501(C)(3)	6,500.

SAVANNAH SCIENCE MUSEUM , SAVANNAH, GA	SEA TURTLE CONSERVATION ON WASSAW NATIONAL WILDLIFE REFUGE, GA	501(C)(3)	5,000.
ALLIANCE FOR INTERNATIONAL REFORESTATION , DELAND, FL	WORKING WITH COMMUNITIES IN THE FLOOD-DAMAGED AREA OF	501(C)(3)	12,000.
POPULATION CONNECTION , WASHINGTON, DC	AWARENESS ABOUT THE LINK BETWEEN POPULATION GROWTH AND ENVIRONMENT	501(C)(3)	5,000.
RARE		501(C)(3)	5,000.
VITAL GROUND , MISSOULA, MT	TO CREATE A LICENSE PLATES PROGRAM PROMOTING GRIZZLY BEAR	501(C)(3)	5,000.
ANIMAL LEGAL DEFENSE FUND , PETALUMA, CA	CONTINUATION OF ZERO TOLERANCE FOR CRUELTY , FOCUSING ON	501(C)(3)	10,000.
SASSAFRAS RIVER ASSOCIATION , GEORGETOWN, MD	TO SUPPORT A RIVERKEEPER FOR THE SASSAFRAS RIVER	501(C)(3)	10,000.
CRC	ELEPHANT RESERVE SUPPORT	501(C)(3)	15,000.
AFRICAN WILDLIFE FOUNDATION , WASHINGTON, DC	ESTABLISHMENT OF A FAUNAL RESERVE IN THE DEMOCRATIC REPUBLIC OF	501(C)(3)	20,000.

THE SHARED EARTH FOUNDATION

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THE COUGAR NETWORK , CONCORD, MA	RESEARCH INTO POTENTIAL COUGAR HABITAT	501(C)(3)	10,000.
EARTH SANGHA , FAIRFAX, VA	SUPPORT OF WILD PLANT NURSERY	501(C)(3)	10,000.
NATIONAL PARKS CONSERVATION ASSOCIATION , WASHINGTON, DC	HELP PROTECT WOLF AND BEAR KILLING IN ALASKA	501(C)(3)	20,000.
SULTANA PROJECTS, INC. , CHESTERTOWN, MD	ENABLING STUDENTS TO RETRACE THE ROUTE OF CAPTAIN JOHN SMITH	501(C)(3)	5,000.
NORTHERN JAGUAR PROJECT , TUCSON, AZ	SUPPORT FOR PURCHASE OF VALUABLE JAGUAR HABITAT IN MEXICO	501(C)(3)	10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

598,560.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE SHARED EARTH FOUNDATION	52-2151843
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	113 HOFFMAN LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHESTERTOWN, MD 21620	

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

- ☐ Form 990 ☐ Form 990 EZ ☐ Form 990 T (sec. 401(a) or 408(a) trust) ☐ Form 1041 A ☐ Form 5227 ☐ Form 3870
☐ Form 990 BL ☒ Form 990 PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

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

CAROLINE D. GABEL

- The books are in the care of **113 HOFFMAN LANE - CHESTERTOWN, MD 21620**

Telephone No **(410) 778-6868**

FAX No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until **FEBRUARY 15, 2010.**

5 For calendar year , or other tax year beginning **APR 1, 2008**, and ending **MAR 31, 2009**

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY FOR AN ACCURATE AND COMPLETE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990 BL, 990 PF, 990 T, 4720 or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	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 and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance Due. Subtract line 8b from line 8a. 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.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Caroline D. Gabel** Title **CPA**

Date **11/16/09**

Form 8868 (Rev. 4-2009)