Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

E2-651

RECEIVED MAY 18 2012 IRS-OSC

Name of foundation: THE HARTFIELD FDN INC 0739-80-4/2

A Employer identification number: 22-3844906

Number and street (or P.O. box number if mail is not delivered to street address): GLENMEDE TRUST COMPANY,N.A.,1650 MARKET ST

Room/suite: 1200

B Telephone number (see instructions): (215) 419-6000

City or town, state, and ZIP code: PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,037,368.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(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 ▶ ☐

ENVELOPE POSTMARK DATE MAY 15 2012

SCANNED MAY 24 2012

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	13.	1.	N/A	
	4	Dividends and interest from securities	81,232.	80,800.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	163,328.			
	b	Gross sales price for all assets on line 6a 1,554,347.				
	7	Capital gain net income (from Part IV, line 2)		163,328.		
	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) (attach schedule)				
	11	Other income (attach schedule)	-1,835.	-1,835.		STMT 1
	12	**Total.** Add lines 1 through 11	242,738.	242,294.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,000.	NONE	NONE	5,000.
	c	Other professional fees (attach schedule)	17,275.	12,275.		5,000.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,535.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	55.			55.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,865.	12,275.	NONE	10,055.
	25	Contributions, gifts, grants paid	150,000.			150,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	176,865.	12,275.	NONE	160,055.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	65,873.			
	b	**Net investment income** (if negative, enter -0-)		230,019.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
329
MAY 18 2012
OGDEN, UT
IRS-OSC

For Paperwork Reduction Act Notice, see instructions.

17

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,280.	13,575.	13,575.
	2	Savings and temporary cash investments	124,552.	164,163.	164,163.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,505,023.	2,519,983.	2,859,630.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,631,855.	2,697,721.	3,037,368.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,629,576.	2,665,264.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,279.	32,457.	
	30	**Total net assets or fund balances** (see instructions)	2,631,855.	2,697,721.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,631,855.	2,697,721.	

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	2,631,855.
2	Enter amount from Part I, line 27a	2	65,873.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,697,728.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	7.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,697,721.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,527,509.		1,391,019.	136,490.
b	26,838.		-0-	26,838.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				136,490.
b				26,838.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 163,328.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	127,555.	3,007,895.	0.04240673295
2009	144,517.	2,717,067.	0.05318860374
2008	179,850.	3,250,683.	0.05532683439
2007	181,136.	3,802,136.	0.04764058940
2006	178,228.	3,571,072.	0.04990882290

2	**Total** of line 1, column (d)	2	0.24847158338
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04969431668
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,187,644.
5	Multiply line 4 by line 3	5	158,408.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,300.
7	Add lines 5 and 6	7	160,708.
8	Enter qualifying distributions from Part XII, line 4	8	160,055.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,600.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	4,600.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,600.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,285.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,285.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	315.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ -0- (2) On foundation managers ▶$ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ -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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
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*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 3 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	3,118,509.
b	Average of monthly cash balances	1b	117,678.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,236,187.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,236,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,543.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,187,644.
6	**Minimum investment return.** Enter 5% of line 5	6	159,382.

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	159,382.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,600.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,600.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	154,782.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	154,782.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	154,782.

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	160,055.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	160,055.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	160,055.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					154,782.
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only				148,464.	
b	Total for prior years: 20____,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	Total of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 160,055.					
a	Applied to 2010, but not more than line 2a				148,464.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					11,591.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					143,191.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

C. AUSTIN BUCK

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 6				150,000.
Total . . . . ▶ **3a**				150,000.
b *Approved for future payment*				
N/A				
Total . . . . ▶ **3b**				-0-

22-3844906

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13.	
4 Dividends and interest from securities			14	81,232.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-1,835.	
8 Gain or (loss) from sales of assets other than inventory			18	163,328.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				242,738.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 242,738.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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) is based on all information of which preparer has any knowledge

C Anth Buck | 4/24/12 | Pres

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY	Francis X. Mehaffey	4/18/12		P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. | Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391 | Phone no. 215-419-6000

THE HARTFIELD FOUNDATION INC
ACCOUNT #0739-80-4/2
E.I.N. 22-3844906
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE AND EXPENSES

REVENUE:		COLUMN A	COLUMN B	COLUMN D
LINE 3	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS			
	- MONEY MARKET INTEREST	13	1	
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES			
	- DIVIDENDS AND INTEREST	81,232	80,800	
LINE 11	OTHER INCOME			
	- PARTNERSHIP INCOME PER K-1	-1,835	-1,835	
EXPENSES:				
LINE 16b	ACCOUNTING FEES			
	- THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	5,000	0	5,000
LINE 16c	OTHER PROFESSIONAL FEES			
	- THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	12,275	12,275	0
	- THE GLENMEDE TRUST COMPANY, N.A. 2011 ANNUAL ADMINISTRATIVE FEE	5,000	0	5,000
		17,275	12,275	5,000
LINE 18	TAXES			
	- EXCISE TAX PAYMENTS	4,535	0	0
LINE 23	OTHER EXPENSES			
	- TREASURER STATE OF NEW JERSEY NJ ANNUAL FILING FEE	25	0	25
	- NEW JERSEY DIVISION OF CONSUMER AFFAIRS 2010 FILING FEE	30	0	30
		55	0	55

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Cash & Reserves								
164163	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	164,163	1.00	164,163		0	0.00 *
13576+	Cash		1.00	13,575	1.00	13,575		0	0.00
	Cash & Reserves Total			177,738		177,738		0	0.00
	Fixed Income								
	Corporate Bonds - Industrial								
50000	ANHEUSER-BUSCH COS INC DTD 4/22/2004 4.7% 4/15/2012 (035229CX9)		1.02	51,169	101.12	50,559	610-	2,350	4.65
50000	BOTTLING GROUP LLC DTD 5/15/2003 4.625% 11/15/2012 (10138MAB1)	A	0.97	48,449	103.38	51,691	3,243	2,313	4.47
	Total			99,618		102,250	2,633	4,663	4.56
	Corporate Bonds - Finance								
50000	BERKSHIRE HATHAWAY FINANCE DTD 4/15/2004 4.625% 10/15/2013 (084664AD3)	AA+	1.01	50,251	106.40	53,199	2,948	2,313	4.35
50000	GOLDMAN SACHS GROUP INC DTD 9/29/2004 5% 10/1/2014 (38143UAW1)	A-	1.00	49,866	101.37	50,684	818	2,500	4.93

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
50000	GENERAL ELEC CAP CORP DTD 4/21/2008 5.625% 5/1/2018 (36962G3U6)	AA+	1.11	55,593	112.00	56,000	408	2,813	5.02	
	Total			155,710		159,883	4,173	7,626	4.77	
Corporate Bonds - Utilities										
100000	SBC COMMUNICATION DTD 8/18/2004 5.625% 6/15/2016 (78387GAL7)	A-	1.09	108,920	114.72	114,717	5,797	5,625	4.90	#
	Total			108,920		114,717	5,797	5,625	4.90	
Other Taxable Bond Mutual Funds										
17432+	PAYDEN HIGH INCOME FUND (PYHRX)		6.12	106,702	6.90	120,277	13,575	9,413	7.83	#
8789+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		11.74	103,222	12.37	108,720	5,498	5,572	5.13	#
	Total			209,924		228,997	19,073	14,985	6.54	
Fixed Income Total				574,172		605,847	31,676	32,899	5.43	
Equities										
Basic Industries										

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
400	E I DU PONT DE NEMOURS & CO. (DD)		43.22	17,288	45.78	18,312	1,024	656	3.58	
350	EMERSON ELECTRIC CO. (EMR)		39.52	13,833	46.59	16,307	2,474	560	3.43	#
400	HONEYWELL INTERNATIONAL INC (HON)		35.46	14,184	54.35	21,740	7,556	596	2.74	
300	NUCOR CORP. (NUE)		53.51	16,054	39.57	11,871	4,183-	438	3.69	
225	PARKER-HANNIFIN CORP. (PH)		74.62	16,790	76.25	17,156	367	333	1.94	
100	PRECISION CASTPARTS CORP (PCP)		104.22	10,422	164.79	16,479	6,057	12	0.07	
275	ROCKWELL COLLINS (COL)		64.70	17,793	55.37	15,227	2,566-	264	1.73	
	Total			106,364		117,092	10,728	2,859	2.44	
Consumer Discretionary										
350	COACH INC (COH)		17.15	6,001	61.04	21,364	15,363	315	1.47	
300	DOLLAR TREE INC (DLTR)		56.85	17,055	83.11	24,933	7,878	0	0.00	
475	HOME DEPOT INC. (HD)		33.85	16,079	42.04	19,969	3,890	551	2.76	
250	MCDONALDS CORP. (MCD)		61.10	15,275	100.33	25,083	9,808	700	2.79	
400	OMNICOM GROUP (OMC)		54.60	21,840	44.58	17,832	4,008-	400	2.24	
	Total			76,250		109,181	32,931	1,966	1.80	
Consumer Staples										
250	COLGATE PALMOLIVE CO. (CL)		61.14	15,286	92.39	23,098	7,812	580	2.51	#
300	PEPSICO INC. (PEP)		0.00	0	66.35	19,905	19,905	618	3.10	
325	PHILIP MORRIS INTERNATIONAL (PM)		59.86	19,456	78.48	25,506	6,050	1,001	3.92	#
325	PROCTER & GAMBLE CO. (PG)		64.59	20,991	66.71	21,681	690	683	3.15	
400	WALGREEN CO. (WAG)		41.23	16,492	33.06	13,224	3,268-	360	2.72	
	Total			72,225		103,414	31,189	3,242	3.13	

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
Energy										
250	CHEVRON CORP (CVX)		0.00	0	106.40	26,600	26,600	810	3.05	
325	ENSCO INTERNATIONAL PLC ADR (ESV)		47.01	15,277	46.92	15,249	28-	455	2.98	
300	EXXON MOBIL CORPORATION (XOM)		24.69	7,408	84.76	25,428	18,020	564	2.22	#
200	OCCIDENTAL PETROLEUM CORP. (OXY)		103.52	20,704	93.70	18,740	1,964-	368	1.96	
375	SCHLUMBERGER LTD. (SLB)		65.54	24,577	68.31	25,616	1,039	375	1.46	#
	Total			67,966		111,633	43,667	2,572	2.30	
Financials										
400	AMERICAN EXPRESS CO. (AXP)		34.95	13,978	47.17	18,868	4,890	288	1.53	#
175	FRANKLIN RESOURCES INC. (BEN)		90.19	15,784	96.06	16,811	1,027	189	1.12	
150	GOLDMAN SACHS GROUP INC (GS)		156.47	23,470	90.43	13,565	9,906-	210	1.55	#
700	US BANCORP (USB)		26.39	18,474	27.05	18,935	461	350	1.85	#
	Total			71,706		68,179	3,528-	1,037	1.52	
Health Care										
500	EXPRESS SCRIPTS (302182100)		30.06	15,029	44.69	22,345	7,316	0	0.00	#
300	JOHNSON & JOHNSON (JNJ)		0.00	0	65.58	19,674	19,674	684	3.48	
200	LABORATORY CORP OF AMERICA HOLDINGS (LH)		59.81	11,961	85.97	17,194	5,233	0	0.00	
300	UNITEDHEALTH GROUP INC (UNH)		48.03	14,408	50.68	15,204	796	195	1.28	
300	VARIAN MEDICAL SYSTEMS INC (VAR)		27.38	8,214	67.13	20,139	11,925	0	0.00	
250	WATERS CORP (WAT)		60.27	15,067	74.05	18,513	3,446	0	0.00	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			64,679		113,069	48,390	879	0.78
Technology									
400	ACCENTURE PLC (ACN)		28.14	11,256	53.23	21,292	10,036	540	2.54
100	APPLE INC. (AAPL)		66.33	6,633	405.00	40,500	33,867	0	0.00 #
550	AVAGO TECHNOLOGIES LTD (AVGO)		32.86	18,074	28.86	15,873	2,201-	264	1.66
150	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		115.07	17,261	183.88	27,582	10,322	450	1.63
375	MICROCHIP TECHNOLOGY INC. (MCHP)		33.17	12,439	36.63	13,736	1,298	522	3.80
700	ORACLE CORP (ORCL)		18.80	13,160	25.65	17,955	4,795	168	0.94
300	QUALCOMM CORP. (QCOM)		53.14	15,942	54.70	16,410	468	258	1.57
	Total			94,765		153,348	58,584	2,202	1.44
Utilities									
400	NEXTERA ENERGY INC (NEE)		30.75	12,300	60.88	24,352	12,052	880	3.61
	Total			12,300		24,352	12,052	880	3.61
Other Assets									
300	COOPER INDUSTRIES PLC CL A (CBE)		43.24	12,972	54.15	16,245	3,273	348	2.14
	Total			12,972		16,245	3,273	348	2.14
U S Mutual Funds									

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
3454+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		12.08	41,720	16.28	56,233	14,514	52	0.09 *#
7905+	GLENMEDE FUND INC - US EMERGING GROWTH (GTGSX)		7.59	60,000	6.82	53,913	6,087-	0	0.00
8756+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		11.83	103,618	12.20	106,818	3,200	0	0.00 *#
4112+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)		11.98	49,260	12.50	51,398	2,138	465	0.90
3831+	GLENMEDE FUND INC-LARGE CAP GROWTH PORT (GTLLX)		12.82	49,119	13.24	50,728	1,609	318	0.63 *
7921+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		13.05	103,361	13.34	105,663	2,302	0	0.00 #
8931+	MANNING & NAPIER EQUITY SERI (EXEYX)		14.39	128,556	17.39	155,310	26,754	366	0.24 #
2422+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		21.66	52,472	19.63	47,552	4,921-	286	0.60 #
8287+	STEELPATH MLP ALPHA FUND -I (MLPOX)		10.86	90,000	10.80	89,503	497-	5,627	6.29
1558+	VANGUARD PRIMECAP FUND ADMIRAL SHARES (VPMAX)		48.49	75,552	64.04	99,775	24,223	0	0.00 #
	Total			753,658		816,893	63,236	7,114	0.87
International Mutual Funds									
4638+	MATTHEWS ASIAN GROWTH & INCOME FUND (MICSX)		15.14	70,194	15.06	69,843	351-	2,328	3.33 #
2744+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		18.91	51,893	20.32	55,754	3,861	417	0.75 #
4676+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		20.52	95,944	21.85	102,169	6,225	1,188	1.16 #
1000	WISDOMTREE EMG MKTS EQ INCOME FD (DEM)		52.13	52,130	51.27	51,270	860-	2,277	4.44

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			270,161		279,036	8,875	6,210	2.23
Equities Total				1,603,046		1,912,442	309,396	29,309	1.53
Other									
Alternative Assets									
19227+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.74	206,589	10.03	192,850	13,739-	16,459	8.53 #
3111+	THIRD AVENUE REAL ESTATE VAL (TAREX)		17.32	53,868	20.30	63,154	9,287	2,872	4.55 #
1462	UNITED STATES COMMODITY INDEX (USCI)		64.32	94,040	58.37	85,337	8,704-	0	0.00 #
	Total			354,497		341,341	13,156-	19,331	5.66
Other Total				354,497		341,341	13,156-	19,331	5.66
Grand Total				2,709,453		3,037,368	327,916	81,539	2.68

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FOUNDATION INC
12/31/11
0739-80-4/2

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 7			2,709,453		3,037,368	327,915	81,539
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 7							
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(11,732)	-	-	11,732	
	Total		(11,732)		0	11,732	0
Other Total			(11,732)		0	11,732	0
Adjusted Grand Total			2,697,721		3,037,368	339,647	81,539

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,219.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,219.	
25,619.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					25,619.	
		100. AMERICAN EXPRESS CO.					10/06/2009	05/18/2011
		PROPERTY TYPE: SECURITIES						
5,095.00		3,378.00					1,717.00	
		50. APACHE CORP					06/23/2010	05/18/2011
		PROPERTY TYPE: SECURITIES						
6,144.00		4,642.00					1,502.00	
		150. APACHE CORP					04/18/2007	05/18/2011
		PROPERTY TYPE: SECURITIES						
18,432.00		11,226.00					7,206.00	
		350. BABCOCK & WILCOX COMPANY					VAR	01/05/2011
		PROPERTY TYPE: SECURITIES						
8,974.00		12,120.00					-3,146.00	
		50000. BANK ONE CORP DTD 11/20/2001 5.9%					04/21/2006	11/15/2011
		PROPERTY TYPE: SECURITIES						
50,000.00		50,811.00					-811.00	
		300. BAXTER INTL. INC.					VAR	01/05/2011
		PROPERTY TYPE: SECURITIES						
14,946.00		16,233.00					-1,287.00	
		25000. BOEING CO DTD 2/11/2003 5.125% 2/					07/25/2007	01/05/2011
		PROPERTY TYPE: SECURITIES						
26,965.00		24,683.00					2,282.00	
		25000. BOEING CO DTD 2/11/2003 5.125% 2/					07/25/2007	01/06/2011
		PROPERTY TYPE: SECURITIES						
26,963.00		24,683.00					2,280.00	
		1743.25 BUFFALO SMALL CAP FUND					VAR	05/19/2011
		PROPERTY TYPE: SECURITIES						
48,933.00		41,317.00					7,616.00	
		354.61 BUFFALO SMALL CAP FUND					04/06/2011	05/19/2011
		PROPERTY TYPE: SECURITIES						
9,954.00		10,000.00					-46.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. CHEVRON CORP PROPERTY TYPE: SECURITIES					05/13/1991	04/06/2011
5,482.00							5,482.00	
		800. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					VAR	08/31/2011
12,616.00		11,464.00					1,152.00	
		50. COACH INC PROPERTY TYPE: SECURITIES					10/27/2008	04/06/2011
2,665.00		857.00					1,808.00	
		300. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					01/05/2011	12/14/2011
12,840.00		14,001.00					-1,161.00	
		4618.227 EATON VANCE LARGE-CAP VAL-I PROPERTY TYPE: SECURITIES					06/23/2010	01/05/2011
85,668.00		75,000.00					10,668.00	
		100. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					05/29/1990	04/06/2011
8,569.00							8,569.00	
		1383.764 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES					VAR	01/05/2011
15,000.00		14,350.00					650.00	
		13085.974 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES					10/07/2009	03/25/2011
141,590.00		135,702.00					5,888.00	
		4381.161 DUPONT CAPITAL EMG MKTS -I PROPERTY TYPE: SECURITIES					08/31/2011	11/30/2011
37,284.00		40,000.00					-2,716.00	
		500. HALLIBURTON CO. PROPERTY TYPE: SECURITIES					04/08/2010	12/14/2011
15,245.00		15,675.00					-430.00	
		4475.385 OAKMARK INTERNATIONAL FD I PROPERTY TYPE: SECURITIES					04/06/2011	11/23/2011
69,324.00		90,000.00					-20,676.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. H J HEINZ CO.					VAR	01/05/2011
		PROPERTY TYPE: SECURITIES						
19,696.00		15,810.00					3,886.00	
		350. J. B. HUNT					01/05/2011	04/06/2011
		PROPERTY TYPE: SECURITIES						
16,030.00		14,291.00					1,739.00	
		400. ILLINOIS TOOL WORKS					04/08/2010	08/31/2011
		PROPERTY TYPE: SECURITIES						
18,772.00		18,888.00					-116.00	
		800. INTEL CORP.					06/04/2009	02/11/2011
		PROPERTY TYPE: SECURITIES						
17,308.00		12,896.00					4,412.00	
		400. JP MORGAN CHASE & CO					VAR	12/14/2011
		PROPERTY TYPE: SECURITIES						
12,556.00		15,792.00					-3,236.00	
		250. KELLOGG CO.					10/27/2008	12/14/2011
		PROPERTY TYPE: SECURITIES						
12,228.00		12,030.00					198.00	
		100. KELLOGG CO.					04/06/2011	12/14/2011
		PROPERTY TYPE: SECURITIES						
4,891.00		5,403.00					-512.00	
		2239.642 MANNING & NAPIER EQUITY SERI					VAR	08/31/2011
		PROPERTY TYPE: SECURITIES						
40,000.00		36,831.00					3,169.00	
		1648.352 MANNING & NAPIER EQUITY SERI					06/23/2010	11/30/2011
		PROPERTY TYPE: SECURITIES						
30,000.00		27,000.00					3,000.00	
		2816.901 MANNING & NAPIER EQUITY SERI					VAR	12/14/2011
		PROPERTY TYPE: SECURITIES						
49,296.00		43,202.00					6,094.00	
		170. MARKET VECTORS GOLD MINERS ETF					06/02/2009	01/05/2011
		PROPERTY TYPE: SECURITIES						
9,914.00		7,601.00					2,313.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		630. MARKET VECTORS GOLD MINERS ETF PROPERTY TYPE: SECURITIES					06/02/2009	01/26/2011
34,725.00		28,167.00					6,558.00	
		575.043 MATTHEWS ASIAN GROWTH & INCOME F PROPERTY TYPE: SECURITIES					VAR	08/31/2011
10,000.00		10,425.00					-425.00	
		200. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					05/18/2011	08/31/2011
2,860.00		4,238.00					-1,378.00	
		700. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					VAR	08/31/2011
10,011.00		12,167.00					-2,156.00	
		400. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					04/08/2010	08/31/2011
17,043.00		14,172.00					2,871.00	
		600. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					10/27/2008	04/06/2011
15,576.00		12,702.00					2,874.00	
		50000. MORRISTOWN N J FSA DTD 5/1/2006 5 PROPERTY TYPE: SECURITIES					04/26/2006	01/07/2011
50,500.00		50,000.00					500.00	
		350. NORDSTROM INC. PROPERTY TYPE: SECURITIES					12/10/2009	04/06/2011
16,047.00		12,294.00					3,753.00	
		2148.997 PAYDEN HIGH INCOME FUND PROPERTY TYPE: SECURITIES					12/10/2009	08/31/2011
15,000.00		14,828.00					172.00	
		50. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					06/08/2010	04/06/2011
7,423.00		5,211.00					2,212.00	
		200. PROCTER & GAMBLE CO. PROPERTY TYPE: SECURITIES					VAR	04/06/2011
12,354.00		8,689.00					3,665.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		800. PROGRESSIVE CORP OHIO					04/08/2010	05/18/2011
		PROPERTY TYPE: SECURITIES						
16,988.00		15,584.00					1,404.00	
		50000. ROBINSON TWP PA MUN AUTH WTR & FS					01/11/2007	01/07/2011
		PROPERTY TYPE: SECURITIES						
50,500.00		49,921.00					579.00	
		4122.171 ROYCE SPECIAL EQUITY FUND -IN					VAR	04/06/2011
		PROPERTY TYPE: SECURITIES						
91,801.00		65,000.00					26,801.00	
		450. SYSCO CORP					12/10/2009	01/05/2011
		PROPERTY TYPE: SECURITIES						
13,248.00		13,014.00					234.00	
		1086.957 TEMPLETON GLOBAL BOND FD-AD					01/02/2008	08/31/2011
		PROPERTY TYPE: SECURITIES						
15,000.00		12,467.00					2,533.00	
		1217.73 THIRD AVENUE REAL ESTATE VAL					04/08/2010	11/30/2011
		PROPERTY TYPE: SECURITIES						
25,000.00		26,132.00					-1,132.00	
		1313.629 THORNBURG INTL VALUE FD-I					VAR	04/06/2011
		PROPERTY TYPE: SECURITIES						
40,000.00		31,816.00					8,184.00	
		377.644 THORNBURG INTL VALUE FD-I					01/05/2011	08/31/2011
		PROPERTY TYPE: SECURITIES						
10,000.00		10,857.00					-857.00	
		144.095 THORNBURG INTL VALUE FD-I					01/05/2011	11/30/2011
		PROPERTY TYPE: SECURITIES						
3,636.00		4,143.00					-507.00	
		252.259 THORNBURG INTL VALUE FD-I					06/23/2010	11/30/2011
		PROPERTY TYPE: SECURITIES						
6,364.00		6,165.00					199.00	
		3483.12 THORNBURG INTL VALUE FD-I					VAR	12/14/2011
		PROPERTY TYPE: SECURITIES						
83,560.00		82,019.00					1,541.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1633.987 TWEEDY BROWNE GLOBAL VALUE FUND PROPERTY TYPE: SECURITIES					05/18/2004	04/06/2011
40,000.00		34,150.00					5,850.00	
		437.254 TWEEDY BROWNE GLOBAL VALUE FUND PROPERTY TYPE: SECURITIES					01/05/2011	08/31/2011
10,000.00		10,420.00					-420.00	
		. UNITED STATES COMMODITY PROPERTY TYPE: SECURITIES						12/31/2011
		9,897.00					-9,897.00	
		280.899 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					VAR	01/05/2011
15,000.00		9,401.00					5,599.00	
		186.567 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					10/27/2008	05/19/2011
10,000.00		4,356.00					5,644.00	
		5.357 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					12/21/2010	08/31/2011
273.00		282.00					-9.00	
		812.61 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					10/27/2008	08/31/2011
41,346.00		18,974.00					22,372.00	
		16.962 VANGUARD PRIMECAP FUND ADMIRAL SH PROPERTY TYPE: SECURITIES					VAR	12/14/2011
1,103.00		1,142.00					-39.00	
		134.921 VANGUARD PRIMECAP FUND ADMIRAL S PROPERTY TYPE: SECURITIES					08/14/2003	12/14/2011
8,771.00		6,500.00					2,271.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)		....					163,328.	
		SUMMARY OF GAIN/LOSS						
1,554,347.00		1,391,019.00	-0-	-0-	-0-		163,328.	

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103

TELEPHONE NUMBER: (215)419-6000

STATEMENT 3

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

OFFICER NAME:
C AUSTIN BUCK
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103,
TITLE:
PRES/TREAS

OFFICER NAME:
MARGUERITE D. BUCK
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103,
TITLE:
CHAIRPERSON

OFFICER NAME:
BELINDA B. KIELLAND
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103,
TITLE:
VICE-PRES/

OFFICER NAME:
WENDY B. BROWN
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103,
TITLE:
VP/SECR

STATEMENT 4

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

OFFICER NAME:
LEANARD J. BUCK
ADDRESS:
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103,
TITLE:
VICE PRES/

STATEMENT 5

THE HARTFIELD FOUNDATION INC
ACCOUNT #0739-80-4/2
E.I.N. 22-3844906
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS - PAID

NO.	DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
1	**Blithewold** Bristol, RI To help restore the North Garden Stone Wall	5,000.00	8/31/2011
2	**Blue Hill Heritage Trust** Blue Hill, ME General Charitable Purposes	5,000.00	8/31/2011
3	**Greater Newark Conservancy** Newark, NJ General Support of the Newark Youth Leadership Project	25,000.00	8/31/2011
4	**Independent Curators International** New York, NY To expand and strengthen the educational initiatives that ICI first established in 2010	15,000.00	8/31/2011
5	**Isles** Trenton, NJ For internships for Morven	10,000.00	8/31/2011
6	**Kollegewidgwok Sailing and Education Association** Blue Hill, Maine To purchase four 20 horsepower four stroke engines for the coaches launches.	10,000.00	8/31/2011
7	**Local Food Hub** Charlottesville, VA General Operating Support	10,000.00	8/31/2011
8	**Marine Environmental Research Institute** Blue Hill, ME For the summer program "Teens for Healthy Oceans"	5,000.00	8/31/2011
9	**Nature Conservancy of South Carolina, Inc.** Columbia, SC To support a study to protect drinking water supplies on the Savannah River	10,000.00	8/31/2011

STATEMENT 6

THE HARTFIELD FOUNDATION INC
ACCOUNT #0739-80-4/2
E.I.N. 22-3844906
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS - PAID

NO.	DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
10	**Newport Art Museum** Newport, RI For the Comunity Arts Enrichment Program & Scholarship Fund	5,000.00	8/31/2011
11	**North Carolina Museum of Art Foundation** Raleigh, NC To support operating expenses associated with the Art Park.	10,000.00	8/31/2011
12	**The Ocean Conservancy** Washington, DC General Operating Expenses	10,000.00	8/31/2011
13	**Southern Environmental Law Center** Charlottesville, VA General Charitable Purposes	15,000.00	8/31/2011
14	**Wave Hill** Bronx, NY Support Stipends for the John Nally Intern Program	15,000.00	8/31/2011
	Grand Totals	**150,000.00**	

STATEMENT 6