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SCANNED MAY 2 2 2013

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

2012

Open to Public Inspection

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

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 ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,236,376.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	84,234.	86,736.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	172,317.			
	b Gross sales price for all assets on line 6a 1,188,644.				
	7 Capital gain net income (from Part IV, line 2)		172,317.		
	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)	-594.	-594.		STMT 1
	12 **Total.** Add lines 1 through 11	255,957.	258,459.		
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)	16,279.	11,279.		5,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,115.			
	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	26,449.	11,279.	NONE	10,055.
	25 Contributions, gifts, grants paid	145,000.			145,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	171,449.	11,279.	NONE	155,055.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	84,508.			
	b **Net investment income** (if negative, enter -0-)		247,180.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	13,575.		
2	Savings and temporary cash investments	164,163.	118,060.	118,060.
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)	2,519,983.	2,664,170.	3,118,316.
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)	2,697,721.	2,782,230.	3,236,376.
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)		NONE	
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. ▶ X			
27	Capital stock, trust principal, or current funds	2,665,264.	2,781,587.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	32,457.	643.	
30	**Total net assets or fund balances** (see instructions)	2,697,721.	2,782,230.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,697,721.	2,782,230.	

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	2,697,721.
2	Enter amount from Part I, line 27a	2	84,508.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	2,782,230.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,782,230.

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				
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	1,188,644.		1,016,327.	172,317.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				172,317.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 172,317.

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))
2011	160,055.	3,187,644.	0.050211
2010	127,555.	3,007,895.	0.042407
2009	144,517.	2,717,067.	0.053189
2008	179,850.	3,250,683.	0.055327
2007	181,136.	3,802,136.	0.047641

2	**Total** of line 1, column (d)	2	0.248775
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	0.049755
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,187,248.
5	Multiply line 4 by line 3	5	158,582.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,472.
7	Add lines 5 and 6	7	161,054.
8	Enter qualifying distributions from Part XII, line 4	8	155,055.

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	4,944.
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	4,944.
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	4,944.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 4,800.		
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	4,800.
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	144.
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 2013 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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	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 2012?	4b		X

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

			Yes	No
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		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				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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	3,045,729.
b	Average of monthly cash balances	1b	190,056.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,235,785.
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	3,235,785.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,537.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,187,248.
6	**Minimum investment return.** Enter 5% of line 5	6	159,362.

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	159,362.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,944.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,944.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	154,418.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	154,418.
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	154,418.

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	155,055.
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	155,055.
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	155,055.

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				154,418.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			143,191.	
b	Total for prior years 20 10 ,20 ____ ,20 ____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 155,055.				
a	Applied to 2011, but not more than line 2a			143,191.	
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 2012 distributable amount				11,864.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				142,554.
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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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 SCHEDULE ATTACHED				145,000.
Total ▶ **3a**				145,000.
b *Approved for future payment*				
N/A				
Total ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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					
4 Dividends and interest from securities			14	84,234.	
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	-594.	
8 Gain or (loss) from sales of assets other than inventory			18	172,317.	
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)				255,957.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 255,957.

(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

[signature] | 4/30/13 | President

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	[signature]	4/21/13		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 12/31/12

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

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES			
	- DIVIDENDS AND INTEREST	84,234	86,736	[redacted]
LINE 11	OTHER INCOME			
	- PARTNERSHIP INCOME PER K-1	-594	-594	[redacted]
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	11,279	11,279	0
	- THE GLENMEDE TRUST COMPANY, N A. 2012 ANNUAL ADMINISTRATIVE FEE	5,000	0	5,000
		16,279	11,279	5,000
LINE 18	TAXES			
	- EXCISE TAX PAYMENTS	5,115	0	0
LINE 23	OTHER EXPENSES			
	- TREASURER STATE OF NEW JERSEY NJ ANNUAL FILING FEE	25	0	25
	- NEW JERSEY DIVISION OF CONSUMER AFFAIRS 2011 FILING FEE	30	0	30
		55	0	55

STATEMENT 1 AND 2

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/12
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									
70716	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	70,716	1.00	70,716		0	0.00 *
644+	Cash		1.00	644	1.00	644		0	0.00
Cash & Reserves Total				71,360		71,360		0	0.00
Fixed Income									
Corporate Bonds - Finance									
50000	BERKSHIRE HATHAWAY FINANCE DTD 4/15/2004 4.625% 10/15/2013 (084664AD3)	Aa2	1.01	50,251	103.16	51,579	1,329	2,313	4.48
50000	GOLDMAN SACHS GROUP INC DTD 9/29/2004 5% 10/1/2014 (38143UAW1)	A3	1 00	49,866	106.52	53,260	3,394	2,500	4.69
50000	GENERAL ELEC CAP CORP DTD 4/21/2008 5.625% 5/1/2018 (36962G3U6)	A1	1.11	55,593	118.75	59,377	3,784	2,813	4.74
	Total			155,710		164,216	8,506	7,626	4.64
Corporate Bonds - Utilities									
100000	SBC COMMUNICATION DTD 8/18/2004 5.625% 6/15/2016 (78387GAL7)	A3	1.09	108,920	114.78	114,778	5,858	5,625	4 90 #

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			108,920		114,778	5,858	5,625	4.90	
Other Taxable Bond Mutual Funds										
13738+	PAYDEN HIGH INCOME FUND (PYHRX)		6.03	82,894	7.36	101,111	18,217	7,006	6.93	#
4883+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		11.50	56,166	13.34	65,145	8,979	2,896	4.45	#
7239+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.38	75,137	10.39	75,209	72	3,135	4.17	#
4568+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		11.10	50,697	11.71	53,496	2,799	1,655	3.09	#
	Total			264,894		294,961	30,067	14,692	4.98	
Fixed Income Total				529,524		573,955	44,431	27,943	4.87	
Equities										
Basic Industries										
175	3M CO (MMM)		90.38	15,817	92.85	16,249	432	413	2.54	
200	AIR PRODUCTS & CHEMICALS INC. (APD)		80.84	16,168	84.02	16,804	636	512	3.05	
100	W W GRAINGER INC (GWW)		190.03	19,003	202.37	20,237	1,234	320	1.58	
400	HONEYWELL INTERNATIONAL INC (HON)		35.46	14,184	63.47	25,388	11,204	656	2.58	
200	MONSANTO CO (MON)		93.54	18,708	94.65	18,930	222	300	1.58	

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/12
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	
225	PARKER-HANNIFIN CORP. (PH)		74.62	16,790	85.06	19,139	2,349	369	1.93	
100	PRECISION CASTPARTS CORP (PCP)		104.22	10,422	189.42	18,942	8,520	12	0.06	
	Total			111,092		135,689	24,597	2,582	1.90	
Consumer Discretionary										
350	COACH INC (COH)		17.15	6,001	55.51	19,429	13,427	420	2.16	
450	DOLLAR TREE INC (DLTR)		39.82	17,920	40.56	18,252	332	0	0.00	
425	HOME DEPOT INC. (HD)		33.85	14,386	61.85	26,286	11,900	493	1.88	
250	MCDONALDS CORP. (MCD)		61.10	15,275	88.21	22,053	6,778	770	3.49	
325	YUM BRANDS INC (YUM)		64 82	21,067	66.40	21,580	513	436	2.02	#
	Total			74,649		107,600	32,949	2,119	1.97	
Consumer Staples										
550	COCA COLA CO. (KO)		36.83	20,259	36.25	19,938	322-	561	2.81	#
250	COLGATE PALMOLIVE CO. (CL)		61.14	15,286	104.54	26,135	10,850	620	2.37	#
300	PEPSICO INC. (PEP)		0.00	0	68.43	20,529	20,529	645	3.14	#
225	PHILIP MORRIS INTERNATIONAL (PM)		60.34	13,577	83.64	18,819	5,242	765	4.07	#
325	PROCTER & GAMBLE CO. (PG)		64 59	20,991	67.89	22,064	1,074	731	3.31	#
	Total			70,113		107,485	37,372	3,322	3.09	
Energy										
250	CHEVRON CORP (CVX)		0.00	0	108.14	27,035	27,035	900	3.33	
300	EXXON MOBIL CORPORATION (XOM)		24.69	7,408	86.55	25,965	18,557	684	2.63	#
275	OCCIDENTAL PETROLEUM CORP. (OXY)		98.38	27,054	76.61	21,068	5,987-	594	2.82	#
375	SCHLUMBERGER LTD. (SLB)		65.54	24,577	69.30	25,987	1,410	413	1.59	#

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			59,039		100,055	41,015	2,591	2.59	
Financials										
400	AMERICAN EXPRESS CO. (AXP)		34 95	13,978	57.48	22,992	9,014	320	1.39	#
275	CHUBB CORP. (CB)		76.46	21,027	75.32	20,713	314-	451	2.18	#
175	FRANKLIN RESOURCES INC. (BEN)		90.19	15,784	125.70	21,998	6,214	203	0.92	
700	US BANCORP (USB)		26.39	18,474	31.94	22,358	3,884	546	2.44	#
600	WELLS FARGO CO (WFC)		33.71	20,228	34.18	20,508	280	528	2.57	#
	Total			89,491		108,569	19,077	2,048	1.89	
Health Care										
200	ALLERGAN INC (AGN)		92.14	18,428	91.73	18,346	82-	40	0.22	
250	C R BARD INC. (BCR)		97.00	24,250	97.74	24,435	185	200	0.82	#
300	EXPRESS SCRIPTS HOLDING INC (ESRX)		25.66	7,697	54.00	16,200	8,504	0	0.00	
300	JOHNSON & JOHNSON (JNJ)		0.00	0	70.10	21,030	21,030	732	3.48	
200	LABORATORY CORP OF AMERICA HOLDINGS (LH)		59 81	11,961	86.62	17,324	5,363	0	0.00	
300	UNITEDHEALTH GROUP INC (UNH)		48.03	14,408	54.24	16,272	1,864	255	1.57	
200	WATERS CORP (WAT)		58.96	11,792	87.12	17,424	5,633	0	0.00	#
	Total			88,536		131,031	42,496	1,227	0.94	
Technology										
400	ACCENTURE PLC (ACN)		28.14	11,256	66.50	26,600	15,344	648	2.44	
80	APPLE INC. (AAPL)		66.33	5,306	532.17	42,574	37,267	848	1.99	
650	AVAGO TECHNOLOGIES LTD (AVGO)		32.60	21,188	31.65	20,573	615-	442	2.15	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
200	COGNIZANT TECH SOLUTIONS CRP (CTSH)		72.42	14,484	73.88	14,776	292	0	0.00	
150	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		115.07	17,261	191.55	28,733	11,472	510	1.77	
700	MICROSOFT CORP. (MSFT)		26.53	18,571	26.71	18,697	126	644	3.44	
800	ORACLE CORP (ORCL)		20.17	16,134	33.32	26,656	10,522	192	0.72	#
350	QUALCOMM CORP. (QCOM)		53.35	18,674	61.86	21,651	2,977	350	1.62	#
	Total			122,874		200,260	77,386	3,634	1.81	
Utilities										
400	NEXTERA ENERGY INC (NEE)		30.75	12,300	69.19	27,676	15,376	960	3.47	
	Total			12,300		27,676	15,376	960	3.47	
U S Mutual Funds										
4872+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		13.88	67,645	18.63	90,772	23,127	819	0.90	*#
9827+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		11.83	116,261	11.90	116,942	681	0	0.00	*#
7596+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)		13 07	99,260	14.51	110,220	10,960	1,375	1.25	#
5792+	GLENMEDE FUND INC-LARGE CAP GROWTH PORT (GTLLX)		13.66	79,119	15.47	89,601	10,482	388	0.43	*#
8334+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		13.14	109,525	15.05	125,430	15,904	0	0.00	#
8287+	Oppenheimer SteelPath MLP Alpha Fund I (MLPOX)		10.86	90,000	10.60	87,845	2,155-	5,710	6.50	
4028+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		21.21	85,408	21.02	84,662	746-	1,829	2.16	#
2000	VANGUARD DIVIDEND APPREC ETF (VIG)		57 00	114,000	59.57	119,140	5,140	2,820	2.37	

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/12
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			761,218		824,612	63,394	12,941	1.57	
International Mutual Funds										
3824+	MATTHEWS ASIAN GROWTH & INCOME FUND (MICSX)		14 92	57,041	18.60	71,121	14,081	1,885	2.65	#
3988+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20.56	81,974	24.41	97,344	15,370	806	0.83	#
3626+	THORNBURG INTL VALUE FD-I (TGVIX)		27.58	100,000	28.09	101,849	1,849	1,432	1.41	
5134+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		20 77	106,633	23.24	119,321	12,688	0	0.00	#
1025	WISDOMTREE EMG MKTS EQ INCOME FD (DEM)		51.80	53,097	57.19	58,620	5,523	1,931	3.29	#
	Total			398,745		448,255	49,510	6,054	1.35	
Equities Total				1,788,057		2,191,232	403,172	37,478	1.71	
Other										
Alternative Assets										
9305+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLIX)		8.06	75,000	8.13	75,651	651	4,038	5.34	
25021+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.85	271,589	11.09	277,478	5,888	15,037	5.42	#

COMBINED STATEMENT OF ASSETS
THE HARTFIELD FDN INC INV ADV
12/31/12
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			346,589		353,129	6,540	19,075	5.40
Other Total				346,589		353,129	6,540	19,075	5.40
-57960	Cash Payable			57,960-				0	0.00
104660	Cash Receivable			104,660				0	0.00
Grand Total				2,782,230		3,236,376	454,143	84,496	2.61

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

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

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

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/

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

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

NO.	DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
1	**Blithewold** Bristol, RI To Help Rebuild the Moongate	5,000.00	9/25/2012
2	**Blue Hill Heritage Trust** Blue Hill, ME General Charitable Purposes	5,000.00	9/25/2012
3	**City Schoolyard Garden** Charlottesville, VA To Support the General Charitable Purposes of City Schoolyard Garden	25,000.00	9/25/2012
4	**Greater Newark Conservancy** Newark, NJ General Support of the Newark Youth Leadership Project	25,000.00	9/25/2012
5	**Independent Curators International** New York, NY To expand and strengthen the educational initiatives and ICI's Curatorial Hub in 2012-2013	15,000.00	9/25/2012

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

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

NO.	DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
6	**Isles** Trenton, NJ To Support the YouthGrow Initiative	5,000.00	9/25/2012
7	**Nature Conservancy of South Carolina, Inc.** Columbia, SC To support a study to protect drinking water supplies on the Savannah River	10,000 00	9/25/2012
8	**Newport Art Museum** Newport, RI For the Comunity Arts Enrichment Program & Scholarship Fund	5,000.00	9/25/2012
9	**North Carolina Museum of Art Foundation** Raleigh, NC To support operating expenses associated with the Art Park.	10,000.00	9/25/2012

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

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

NO.	DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
10	**Southern Environmental Law Center** Charlottesville, VA General Charitable Purposes	15,000.00	9/25/2012
11	**The Ocean Conservancy** Washington, DC General Operating Expenses	10,000 00	9/25/2012
12	**Wave Hill** Bronx, NY Support Stipends for the John Nally Intern Program	15,000.00	9/25/2012
	Grand Totals	**145,000.00**	