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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 04-01-2012 , and ending 03-31-2013

Name of foundation THE SHARED EARTH FOUNDATION		A Employer identification number 52-2151843	
Number and street (or P O box number if mail is not delivered to street address) 113 HOFFMAN LANE		B Telephone number (see instructions) (410) 778-6868	
City or town, state, and ZIP code CHESTERTOWN, MD 21620		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 11,673,774		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	762,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	173,735	173,735		
	4 Dividends and interest from securities.	66,525	66,525		
	5a Gross rents				
	b Net rental income or (loss) <u>-4,040</u>				
	6a Net gain or (loss) from sale of assets not on line 10	2,048,951			
	b Gross sales price for all assets on line 6a <u>5,209,594</u>				
	7 Capital gain net income (from Part IV, line 2)		2,048,951		
	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)				
Operating and Administrative Expenses	11 Other income (attach schedule)	2,260	2,260		
	12 Total. Add lines 1 through 11	3,053,471	2,291,471		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,200	12,200		0
	c Other professional fees (attach schedule)	90,158	90,158		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,600	2,062		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,429	12,860		0
	24 Total operating and administrative expenses. Add lines 13 through 23	119,387	117,280		0
	25 Contributions, gifts, grants paid	577,600			577,600
	26 Total expenses and disbursements. Add lines 24 and 25	696,987	117,280		577,600
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,356,484			
	b Net investment income (if negative, enter -0-)		2,174,191		
	c Adjusted net income (if negative, enter -0-)				

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	1Cash—non-interest-bearing	374,053	272,032	272,032
	2Savings and temporary cash investments	0	0	0
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	7,822,539	9,278,740	10,901,742
	cInvestments—corporate bonds (attach schedule).			
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____ 29,037 Less accumulated depreciation (attach schedule) ▶ _____ 29,037			
	15Other assets (describe ▶ _____)	-502,304	500,000	500,000
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,694,288	10,050,772	11,673,774
Liabilities	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	0	0	
	28Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29Retained earnings, accumulated income, endowment, or other funds	7,694,288	10,050,772	
	30Total net assets or fund balances (see page 17 of the instructions)	7,694,288	10,050,772	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,694,288	10,050,772	

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	7,694,288
2	Enter amount from Part I, line 27a	2	2,356,484
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,050,772
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,050,772

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	See Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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	2,048,951
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 page 18 of 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	509,090	8,777,085	0 058002
2010	475,340	5,937,456	0 080058
2009	534,169	5,308,390	0 100627
2008	597,286	5,300,948	0 112675
2007	633,513	7,356,629	0 086115


2	Total of line 1, column (d).	2	0 437477
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 087495
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,724,012
5	Multiply line 4 by line 3.	5	938,297
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,742
7	Add lines 5 and 6.	7	960,039
8	Enter qualifying distributions from Part XII, line 4.	8	1,501,956

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	21,742
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	21,742
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	21,742
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,824	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	20,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	25,824
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,082
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,082	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW SHAREDEARTH ORG				
14	The books are in care of ▶CAROLINE D GABEL Telephone no ▶(410) 778-6868 Located at ▶113 HOFFMAN LANE CHESTERTOWN MD ZIP +4 ▶21620			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
CAROLINE D GABEL	PRESIDENT	0	0	0
113 HOFFMAN LANE	20 00			
CHESTERTOWN, MD 21620				
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.				0

Part VIII

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.	0
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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.

1 THE FOUNDATION HAD COLLABORATED WITH "LEAP" TO CONSERVE ORANGUTANS, THE BORNEAN PYGMY ELEPHANTS AND HELPED IMPROVE THE LIVES OF WOMEN IN SABAH THROUGH TREE PLANTING	104,100
2 THE FOUNDATION SUPPORTS THE EFFORTS OF SNOW LEOPARD CONSERVANCY TO INCREASE THE SNOW LEOPARD AND ITS PREY POPULATION AS WELL AS ADVANCING COMMUNITY BASED STEWARDSHIP OF THE SNOW LEOPARD THROUGH EDUCATION, RESEARCH AND GRASSROOT CONSERVATION	50,000
3 THE FOUNDATION SUPPORTS THE NORTHERN JAGUAR PROJECT WHICH CONDUCTS RESEARCH AND PROTECTS JAGUARS IN THEIR RANGE FROM SONORA, MEXICO INTO THE AMERICAN SOUTHWEST, PROVIDING A RESERVE AND TEACHING LOCAL RANCHERS NOT TO KILL THEM, BY ENCOURAGING THEM TO POST CAMERA TRAPS, THEN PAYING A RANCHER FOR EVERY PHOTO OF A JAGUAR THAT HIS CAMERAS TAKE	25,000
4 THE FOUNDATION PROVIDED SUPPORT TO SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE TO SUPPORT ELEPHANT WELFARE AS WELL AS AMPHIBIAN CONSERVATION IN PANAMA	25,000

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	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3.	0
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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,693,287
b	Average of monthly cash balances.	1b	694,035
c	Fair market value of all other assets (see instructions).	1c	500,000
d	Total (add lines 1a, b, and c).	1d	10,887,322
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,887,322
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	163,310
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,724,012
6	Minimum investment return. Enter 5% of line 5.	6	536,201

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	536,201
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	21,742
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,742
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	514,459
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	514,459
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	514,459

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	577,600
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	924,356
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,501,956
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	21,742
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,480,214
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				514,459
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	286,597			
b From 2008.	347,449			
c From 2009.	281,901			
d From 2010.	190,163			
e From 2011.	74,927			
f Total of lines 3a through e.	1,181,037			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,501,956				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				514,459
e Remaining amount distributed out of corpus	987,497			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,168,534			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	286,597			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,881,937			
10 Analysis of line 9				
a Excess from 2008. . . .	347,449			
b Excess from 2009. . . .	281,901			
c Excess from 2010. . . .	190,163			
d Excess from 2011. . . .	74,927			
e Excess from 2012. . . .	987,497			

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

CAROLINE D GABEL

b

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

2

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

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

a

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

CAROLINE D GABEL PRESIDENT
113 HOFFMAN LANE
CHESTERTOWN, MD 21620
(410) 778-6868

b

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

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

c

Any submission deadlines

NONE

d

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

SEE WEBSITE @ WWW SHAREDEARTH ORG

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	577,600
b Approved for future payment				
Total			3b	0

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	173,735	
4	Dividends and interest from securities. . . .			14	66,525	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.	531390	-4,040			
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	2,260	
8	Gain or (loss) from sales of assets other than inventory					2,048,951
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). .		-4,040		242,520	2,048,951
13	Total. Add line 12, columns (b), (d), and (e).					
				13		2,287,431

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-12-16	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00730458
	Firm's name <input checked="checked" type="checkbox"/>	WARRING & COMPANY LLC CPAS 11 NORTH WASHINGTON ST SUITE 720		Firm's EIN <input checked="checked" type="checkbox"/> 51-0608962	
	Firm's address <input checked="checked" type="checkbox"/>	ROCKVILLE, MD 20850		Phone no (301) 260-0809	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GAIN ON SALE FROM FIRST POTOMAC REALTY INVESTMENT LP	P		2013-04-01
GAIN TO BE RECOGNIZED FOR NEGATIVE CAPITAL ACCOUNT FROM FIRST POTOMAC REALTY	P		2013-04-01
FROM K-1 - FIRST POTOMAC REALTY	P		
CHEVY CHASE - CAPITAL GAIN DISTRIBUTIONS	P		2012-12-31
CHEVY CHASE - CAPITAL GAIN DISTRIBUTIONS	P		2012-12-31
ISHARES BARCLAYS 1-3 YR CR BD FD	P		
ISHARES BARCLAYS 1-3 YR CR BD FD	P		
ISHARES BARCLAYS MBS BOND FD	P		
ISHARES BARCLAYS MBS BOND FD	P		
ISHARES INC MSCI PAC EX JAPAN INDEX FUND	P		
ISHARES S&P EUROPE 350 INDEX	P		
ISHARES TR CORE TOTAL US BOND MKT EFT	P		
ISHARES TR CORE TOTAL US BOND MKT EFT	P		
ISHARES TRUST DJ US REAL ESTATE INDEX FUND	P		
ISHARES TRUST DJ US REAL ESTATE INDEX FUND	P		
ISHARES TRUST DOW JONES TECH SECTOR INDEX FUND	P		
ISHARES TRUST DOW JONES US CONSUMER GOOD SECTOR INDEX FUND	P		
ISHARES TRUST DOW JONES US CONSUMER GOOD SECTOR INDEX FUND	P		
ISHARES TRUST DOW JONES US FINAN SECTOR INDEX FUND	P		
ISHARES TRUST S&P LATIN AMER 40 INDEX FUND	P		
ISHARES TRUST US ENERGY SECTOR INDEX FUND	P		
ISHARES TRUST US ENERGY SECTOR INDEX FUND	P		
WALMART STORES INC	P		
NEW YORK CITY HSG DEV	P	2011-05-12	2012-05-01
PIMCO ENHANCED SHORT MATURITY ETF	P	2011-12-27	2012-05-30
CANADA-GOVT 1 471%	P	2010-06-04	2012-06-01
WEST PHARM CONV 4 0%	P	2010-06-22	2012-06-04
WEST PHARM CONV 4 0%	P	2010-06-22	2012-06-04
HENRY SCHEIN	P	2012-03-02	2012-06-20
HENRY SCHEIN	P		2012-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PROGRESS ENERGY RES CORP	P	2012-03-21	2012-06-29
FIRST POTOMAC REALTY TRUST REIT	P		2012-07-11
ARCHER DANIELS MIDLAND CO	P		2012-08-14
ARCHER DANIELS MIDLAND CO	P	2011-12-22	2012-08-14
METLIFE INC 4 150% PFD	P		2012-09-18
FFCB 2 50%	P	2010-10-04	2012-09-21
METLIFE INC 4 150% PFD	P		2012-09-25
BB&T CORPORATION	P	2012-03-12	2012-10-01
HEALTH CARE REIT	P		2012-10-01
HEALTH CARE REIT	P		2012-10-01
METLIFE INC 4 150% PFD	P	2010-08-19	2012-10-01
JARDINE STRATEGIC HLDGS	P	2011-05-04	2012-10-09
JARDINE STRATEGIC HLDGS	P	2011-12-28	2012-10-09
APPLE COMPUTER	P	2012-03-07	2012-10-15
JARDINE STRATEGIC HLDGS	P	2011-12-28	2012-10-15
FHLB 1 45%	P	2011-05-24	2012-10-29
NEW YORK CITY HSG DEV	P	2011-05-12	2012-11-01
NAPOLEON OH SWR SYS REV	P	2010-06-30	2012-12-01
CIA CERVECERIAS	P	2012-01-24	2012-12-11
TENNANT CO	P		2012-12-17
MEAD JOHNSON NUTRITION	P	2012-07-12	2013-01-02
DUN & BRADSTREET	P	2012-12-06	2013-01-04
BECTON DICKINSON	P	2012-02-16	2013-02-04
BECTON DICKINSON	P		2013-02-04
DEVON ENERGY CORP	P	2012-04-04	2013-02-04
DIAGEO PLC ADR	P	2012-03-07	2013-02-04
MARKET VECTORS GOLD MINERS	P	2012-02-15	2013-02-04
MARKET VECTORS GOLD MINERS	P		2013-02-04
T ROWE PRICE GROUP	P	2012-11-08	2013-02-04
T ROWE PRICE GROUP	P	2012-01-27	2013-02-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
YUM BRANDS	P		2013-02-04
HEWLETT-PACK CO	P	2012-02-08	2013-03-01
FHLB 3 875%	P	2010-08-26	2013-03-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
924,356			924,356
1,027,667			1,027,667
			-7,488
1,241			1,241
807			807
464,508		461,427	3,081
145,224		145,365	-141
75,290		76,029	-739
73,130		73,210	-80
74,399		76,997	-2,598
127,961		144,333	-16,372
37,595		37,021	574
586,100		548,038	38,062
17,276		16,538	738
35,776		28,704	7,072
195,381		164,406	30,975
9,375		8,010	1,365
81,400		75,984	5,416
3,129		3,481	-352
131,215		137,710	-6,495
8,645		8,440	205
157,691		143,831	13,860
20,379		18,192	2,187
25,000		25,594	-594
76,587		75,952	635
47,939		47,939	0
5,195		4,213	982
10,389		8,366	2,023
15,788		14,740	1,048
13,728		10,139	3,589

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
39,353		21,473	17,880
47,536		47,536	0
15,468		20,174	-4,706
2,578		2,884	-306
6,864		6,545	319
50,000		50,500	-500
11,601		11,067	534
50,000		51,029	-1,029
15,710		15,260	450
24,278		18,086	6,192
7,734		7,378	356
1,777		1,456	321
178		137	41
31,529		26,677	4,852
10,567		8,099	2,468
25,000		25,388	-388
10,000		10,238	-238
5,000		5,000	0
27,083		22,023	5,060
18,633		18,524	109
27,405		30,972	-3,567
101,343		101,618	-275
17,064		15,498	1,566
25,596		22,497	3,099
14,270		17,842	-3,572
11,811		9,496	2,315
4,233		5,432	-1,199
16,931		22,221	-5,290
7,186		6,425	761
7,186		5,963	1,223

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,509		33,460	-951
100,000		103,753	-3,753
50,000		53,845	-3,845

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			924,356
			1,027,667
			-7,488
			1,241
			807
			3,081
			-141
			-739
			-80
			-2,598
			-16,372
			574
			38,062
			738
			7,072
			30,975
			1,365
			5,416
			-352
			-6,495
			205
			13,860
			2,187
			-594
			635
			0
			982
			2,023
			1,048
			3,589

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			17,880
			0
			-4,706
			-306
			319
			-500
			534
			-1,029
			450
			6,192
			356
			321
			41
			4,852
			2,468
			-388
			-238
			0
			5,060
			109
			-3,567
			-275
			1,566
			3,099
			-3,572
			2,315
			-1,199
			-5,290
			761
			1,223

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-951
			-3,753
			-3,845


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADKINS ARBORETUM PO BOX 100 RIDGELY,MD 21660		501(C)(3)	CONTINUATION OF EXPERIMENTAL PROGRAM, TARGETED GOAT GRAZING, USING GOATS AS ECO-FRIENDLY WAY TO CONTROL INVASIVE PLANTS	17,000
ALLIANCE FOR INTERNATIONAL REFORESTATION 1702N WOODLAND DELAND,FL 32720		501(C)(3)	TO CONTINUE PROGRAMS OF TREE-PLANTING AND EFFICIENT STOVE CONSTRUCTION FOR THE INDIGENOUS PEOPLE OF GUATEMALA'S ALTIPLANO	15,000
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVE NE ATLANTA,GA 30309		501(C)(3)	TO EXPAND ONGOING CONSERVATION OF FROG SPECIES IN CHILE, TO BUILD A BREEDING FACILITY FOR SIX ADDITIONAL SPECIES OF FROGS THREATENED WITH EXTINCTION BY THE CHYTRID FUNGUS	6,000
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN,TX 78716		501(C)(3)	ADVOCACY ON CAPITOL HILL TO EXPAND THE RESPONSE TO WHITE NOSE SYNDROME, WHICH IS EXTIRPATING CAVE-ROOSTING BATS ACROSS THE NORTHEAST, AND EXPANDING ITS DEADLY REACH	10,000
CENTER FOR ENVIRONMENTAL FILMMAKING 4400 MASSACHUSETTS AVE NW WASHINGTON,DC 20016		501(C)(3)	SUPPORT FOR FILM "SHOOTING IN THE WILD", WHICH EXPOSES DECEPTION AND ABUSE OF AUDIENCES, AS WELL AS HIGHLIGHTING ETHICAL WILDLIFE FILMING AND PHOTOGRAPHING	15,000
CHESTER RIVER ASSOCIATION 100 NORTH CROSS STREET CHESTERTOWN,MD 21620		501(C)(3)	TO ASSIST WITH THE ASSOCIATION'S RIVER ADVOCACY, SEPTIC SYSTEM UPGRADE AND FARM PROGRAMS ON THE CHESTER RIVER, A TRIBUTARY OF THE CHESAPEAKE BAY ON MARYLAND'S EASTERN SHORE	15,000
EARTH SANGHA 10123 COMMONWEALTH BLVD FAIRFAX,VA 22032		501(C)(3)	SUPPORTING REFORESTATION WORK IN THE DOMINICAN REPUBLIC AND IN NORTHERN VIRGINIA	20,000
EASTERN SHORE LAND CONSERVANCY PO BOX 169 QUEENSTOWN,MD 21658		501(C)(3)	ANNUAL PLANNING CONFERENCE XIII, PARTICIPATION IN NATIONAL CONSERVATION LEADERSHIP'S FELLOWS PROGRAM	15,000
ENVIRONMENTAL FILM FESTIVAL 1228 31ST STREET NW WASHINGTON,DC 20007		501(C)(3)	20TH ENVIRONMENTAL FILM FESTIVAL, FEATURING MORE THAN 150 FILMS IN OVER 50 VENUES ACROSS WASHINGTON, DC	15,000
ENVIRONMENTAL INVESTIGATION AGENCY PO BOX 53343 WASHINGTON,DC 20009		501(C)(3)	WORKING TO PREVENT ILLEGAL LOGGING IN FORESTED NATIONS BY PROMOTING THE EFFECTIVE IMPLEMENTATION AND ENFORCEMENT OF US LEGISLATION, INCLUDING EDUCATING US POLICY MAKERS TO THE NEED TO LEAD THESE EFFORTS	15,000
LEAP 3378 REVERE AVENUE OAKLAND,CA 94605		501(C)(3)	TO HELP THE SMALL COMMUNITY OF ABAI IN SABAH, MALAYSIAN BORNEO, CONSERVE ITS WILDLIFE AND HABITAT, AND BECOME AN ECOTOURISM DESTINATION SUPPORT FOR THE BORNEAN SUN BEAR CONSERVATION CENTER AND ITS WORK PROTECTING AND REINTRODUCING SUN BEARS TO THEIR FOREST HABITAT AND OPERATING FUNDS TO ENABLE LAND EMPOWERMENT ANIMALS PEOPLE TO IMPROVE LIVES OF PEOPLE AND CONSERVE WILDLIFE IN SABAH	104,100
LINK MEDIA 901 BATTERY ST SAN FRANCISCO,CA 94111		501(C)(3)	TO ASSIST IN PRODUCTION OF A FILM ON THE ILLIGAL IMPORT OF BABY ELEPHANTS FROM MYANMAR TO THAILAND FOR THE TOURIST TRADE, WITH THE PURPOSE OF FORCING THE END TO THIS TRADE	15,000
NATIONAL AQUARIUM IN BALTIMORE 501 E PRATT STREET BALTIMORE,MD 21202		501(C)(3)	PROVIDING NEEDED EQUIPMENT FOR THE MARINE ANIMAL RESCUE PROGRAM, WHICH TREATS AND RELEASES SEA TURTLES, SEAL AND OTHER MARINE ANIMALS	22,000
NATIONAL WILDLIFE FEDERATION 901 E STREET NW WASHINGTON,DC 20004		501(C)(3)	WORKING TO IMPROVE THE WATER QUALITY OF THE CHESAPEAKE BAY	12,500
NORTHERN JAGUAR PROJECT 2114 WEST GRANT ROAD STE 121 TUCSON,AZ 85745		501(C)(3)	TO CONDUCT RESEARCH AND PROTECT JAGUARS IN THEIR RANGE FROM SONORA, MEXICO INTO THE AMERICAN SOUTHWEST, PROVIDING A RESERVE AND TEACHING LOCAL RANCHERS NOT TO KILL THEM, BY ENCOURAGING THEM TO POST CAMERA TRAPS, THEN PAYING A RANCHER FOR EVERY PHOTO OF A JAGUAR THAT HIS CAMERAS TAKE	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ORANGUTAN REPUBLIK FOUNDATION 2461 SANTA MONICA BLVD 828 SANTA MONICA,CA 90404		501(C)(3)	SUPPORTING ORANUTAN CONSERVATION IN SUMATRA,INDONESIA	1,000
RACHEL'S NETWORK 1200 18TH STREET NW SUITE 310 WASHINGTON,DC 20036		501(C)(3)	PROMOTING WOMEN AS EMPASSIONED LEADERS AND AGENTS OF CHANGE DEDICATED TO STEWARDSHIP OF THE EARTH	25,000
RED WOLF COALITION 210 MAIN STREET COLUMBIA,NC 27925		501(C)(3)	CONTINUED SUPPORT FOR PROTECTION OF THE ENDANGERED RED WOLF IN NORTH CAROLINA	10,000
SAVANNAH SCIENCE MUSEUM 305 MARTIN LUTHER KING JR BLVD SAVANNAH,GA 31401		501(C)(3)	SAVING ENDANGERED SEA TURTLES AND THEIR HABITAT ON WASSAW ISLAND, CONDUCTING RESEARCH AND EDUCATION INTO THE NEEDS OF AND WAYS TO PROTECT THESE CREATURES	5,000
SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE 1500 REMOUNT ROAD FRONT ROYAL,VA 22630		501(C)(3)	CONTINUE SEARCH FOR A MICROBIAL SPECIES TO USE AS A PROBIOTIC TREATMENT AGAINST THE CHYTRID FUNGUS WHICH IS EXTIRPATING AMPHIBIANS, AND LEAD TO RE-ESTABLISHMENT OF HEALTHY WILD POPULATIONS OF PANAMANIAN GOLDEN FROGS AND OTHER AMPHIBIANS	25,000
SNOW LEOPARD CONSERVANCY 18030 CORNSTOCK AVE SONOMA,CA 95476		501(C)(3)	CONSERVATION OF SNOW LEOPARDS THROUGHOUT THEIR MOUNTAINOUS HIMALAYAN RANGE, FROM MONGOLIA TO NEPAL, WORKING WITH THE LOCAL, INDIGENOUS PEOPLE AND THEIR COMMUNITIES FOR GENECTIC STUDIES TO TO THE BODY OF KNOWLEDGE ABOUT THESE RARE, ENDANGERED CATS	50,000
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE STE 100 FAIRFAX,VA 22203		501(C)(3)	AYAMPE WATER FUND, ECUADOR, USING A CITY'S PAYMENTS FOR WATER TO RESTORE THE AYAMPE RIVER'S WATERSHED, THUS RESTORING HABITAT FOR JAGUARS AND OTHER ENDANGERED SPECIES	25,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE,OR 97401		501(C)(3)	TO PROTECT AND RESTORE WESTERN WILDLANDS AND ADVOCATES FOR A HEALTHY ENVIRONMENT ON BEHALF OF COMMUNITIES THROUGHOUT THE WEST	15,000
WILDLIFE MEDIA 1208 BAY ST STE 202 BELLINGHAM,WA 98225		501(C)(3)	TO HELP PRODUCE THE FILM BEARTREK AND PROVIDE ORGANIZATIONAL SUPPORT FOR THE FILMING WILDLIFE MEDIA SUPPORTS THE SCIENTISTS FEATURED IN ITS FILMS	20,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE,WA 98103		501(C)(3)	137365 - 12/06/13 01 33PM WORKSHEET PRIVATE FOUNDATION	10,000
STREET SENSE 1317 G STREET NW WASHINGTON,DC 20005		501(C)(3)	TO SUPPORT THE ORGANIZATION'S EFFORTS IN THEIR MISSION OF EMPLOYING HOMELESS AS VENDORS TO SELL THE BI-WEEKLY NEWSPAPER BY AND FOR THE HOMELESS	2,000
THE NATURE CONSERVANCY MARYLAND CHAPTER 5410 GROSVENOR LANE BETHESDA,MD 20814		501(C)(3)	TO HELP CONSERVE LAND AND BIODIVERSITY OF PLANTS AND ANIMALS IN THE STATE OF MARYLAND	1,000
AMAZON AID FOUNDATION 1685 OWENSVILLE ROAD CHARLOTTESVILLE,VA 22901		501(C)(3)	UNITING SCIENCE, MULTIMEDIA AND EDUCATION TO PROTECT THE AMAZON	6,000
WORLD PARROT TRUST PO BOX 935 LAKE ALFRED,FL 33850		501(C)(3)	TO SUPPORT THE EFFORTS IN THE RECOVERY PROGRAM OF THREE DIFFERENT PARROT SPECIES	11,000
CHESAPEAKE CONSERVANCY 716 GIDDINGS AVE ANNAPOLIS,MD 21403		501(C)(3)	TO SUPPORT THE EFFORTS TO CONSERVE THE LANDSCAPES AND SPECIAL PLACES THAT SUSTAIN THE CHESAPEAKE'S UNIQUE NATURAL AND CULTURAL RESOURCES	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE 500 ARLINGTON,VA 22202		501(C)(3)	TO SUPPORT THE ORGANIZATION IN LEADING AN EFFORT TO IDENTIFY OPPORTUNITIES FOR EFFECTIVE MITIGATION AND ADAPTATION STRATEGIES IN THE PLACES MOST SENSITIVE TO THE IMPACTS OF CLIMATE CHANGE	5,000
WILDLIFE ADVOCACY PROJECT 1601 CONNECTICUT AVE NW WASHINGTON,DC 20009		501(C)(3)	TO ADVOCATE THE RECOGNITION AND RESPECT FOR THE INNATE WILD NATURE OF ALL ANIMALSWHETHER IN CONFINEMENT OR IN THE WILD	15,000
WILDLIFE GUARDIANS PO BOX 2378 ALEXANDRIA,VA 22301		501(C)(3)	TO PROMOTE THE SURVIVAL OF THE AFRICAN LION AND AFRICA'S OTHER IMPERILLED NATIVE SPECIES IN THEIR NATURAL HABITATS SUPPORT WILDLIFE GUARDIANS TO HELP ELIMINATE ILLEGAL WILDLIFE KILLING BY REDUCING HUMAN-WILDLIFE CONFLICT AND EDUCATING THE COMMUNITY ON THE PLIGHT OF AND THE VALUE OF SAVING IMPERILED SPECIES, WHILE AT THE SAME TIME ADVANCING SOCIAL AND SCIENTIFIC RESEARCH AND POLICY	10,000
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI,CA 94931		501(C)(3)	TO SUPPORT THE WORK WITH STATE LEGISLATORS TO ENACT FELONY ANTI-CRUELTY STATUTES IN STATES THAT DO NOT YET HAVE THEM AND TO UPGRADE EXISTING LAWS IN STATES THAT DO	10,000
Total  3a				577,600

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROLINE D GABEL 113 HOFFMAN LANE CHESTEROWN, MD 21620	\$ 762,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

TY 2012 Accounting Fees Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,200	12,200		0

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVY CHASE TRUST	4,934,702	5,386,213
UBS FINANCIALS	4,344,038	5,515,529

TY 2012 Other Assets Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ELLINGTON PLAZA D G LID PTR	500,000	500,000	500,000
FIRST POTOMAC REALTY TRUST	-1,007,022	0	0
FIRST POTOMAC REALTY TRUST-BASIS ADJUSTMENT	4,718	0	0

TY 2012 Other Expenses Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE REGISTRATION AND MAINTENANCE	2,172	2,172		0
TELEPHONE	548	548		0
NONDEDUCTIBLE EXPENSES	1,569	0		0
CONTRIBUTION EXPENSE FROM K-1	161	161		0
CORPORATE FEES	426	426		0
MISCELLANEOUS EXPENSES	13	13		0
DUES & SUBSCRIPTIONS	5,500	5,500		0
RENTAL LOSS	4,040	4,040		0

TY 2012 Other Income Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - FIRST POTOMAC REALTY COD INCOME	-181	-181	-181
OTHER INCOME - CHEVY CHASE TRUST	1,122	1,122	1,122
SETTLEMENT INCOME	1,319	1,319	1,319

TY 2012 Other Professional Fees Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	90,158	90,158		0

TY 2012 Substantial Contributors Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Name	Address
CAROLINE D GABEL	113 HOFFMAN LANE CHESTERTOWN, MD 21620

TY 2012 Taxes Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	538	0		0
FOREIGN TAXES	2,062	2,062		0