See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

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 DEC 1, 2012 , and ending NOV 30, 2013

Name of foundation
THE GARFIELD FOUNDATION
C/O RAICH ENDE MALTER & CO. LLP

A Employer identification number
22-2285358

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
475 PARK AVENUE SO., 31ST FLOOR

B Telephone number
212 -695-7003

City or town, state, and ZIP code
NEW YORK, NY 10016

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 32,311,678.

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

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

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,207,155.	1,207,155.		STATEMENT 1
	5a Gross rents	<9,618.>			STATEMENT 2
	b Net rental income or (loss) <9,618.>				
	6a Net gain or (loss) from sale of assets not on line 10	2,368,281.			STATEMENT 3
	b Gross sales price for all assets on line 6a 14,784,232.				
	7 Capital gain net income (from Part IV, line 2)		2,358,058.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<149,949.>	<202,185.>		STATEMENT 4
	12 **Total** Add lines 1 through 11	3,415,869.	3,363,028.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	3,000.		27,000.
	14 Other employee salaries and wages	292,000.	0.		292,000.
	15 Pension plans, employee benefits	70,721.	0.		70,721.
	16a Legal fees STMT 5	14,500.	0.		14,500.
	b Accounting fees STMT 6	24,140.	18,105.		6,035.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	37,505.	12,005.		0.
	19 Depreciation and depletion	2,239.	0.		
	20 Occupancy	10,260.	0.		10,260.
	21 Travel, conferences, and meetings	67,375.	0.		67,375.
	22 Printing and publications				
	23 Other expenses STMT 8	1,158,553.	343,552.		818,876.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,707,293.	376,662.		1,306,767.
	25 Contributions, gifts, grants paid	1,937,500.			1,937,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,644,793.	376,662.		3,244,267.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	<228,924.>			
	b **Net investment income** (if negative, enter -0-)		2,986,366.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED OCT 21 2014

RECEIVED OCT 16 2014 OGDEN, UT IRS-OSC 659

614 2

THE GARFIELD FOUNDATION

Form 990-PF (2012) C/O RAICH ENDE MALTER & CO. LLP 22-2285358 Page 2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	44,798.	55,091.	55,091.
	2	Savings and temporary cash investments	736,991.	782,015.	782,015.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 12	609,668.	0.	0.
	b	Investments - corporate stock STMT 13	15,636,679.	17,194,651.	21,364,550.
	c	Investments - corporate bonds STMT 14	2,928,672.	2,399,822.	2,737,721.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 15	6,354,437.	6,033,582.	7,364,369.
	14	Land, buildings, and equipment: basis ▶ 41,853.			
		Less accumulated depreciation STMT 11▶ 33,921.	3,929.	7,932.	7,932.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	26,315,174.	26,473,093.	32,311,678.
Liabilities	17	Accounts payable and accrued expenses	32,601.	34,791.	
	18	Grants payable			
	19	Deferred revenue		251,221.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	32,601.	286,012.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	26,282,573.	26,187,081.	
	30	**Total net assets or fund balances**	26,282,573.	26,187,081.	
	31	**Total liabilities and net assets/fund balances**	26,315,174.	26,473,093.	

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	26,282,573.
2	Enter amount from Part I, line 27a	2	<228,924.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	133,432.
4	Add lines 1, 2, and 3	4	26,187,081.
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	26,187,081.

223511
12-05-12

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	14,774,009.		12,415,951.	2,358,058.

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				
b				
c				
d				
e				2,358,058.

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	2,358,058.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	3,223,599.	34,180,493.	.094311
2010	4,179,512.	37,936,547.	.110171
2009	4,666,955.	40,273,787.	.115881
2008	4,985,275.	39,445,223.	.126385
2007	5,082,187.	38,393,257.	.132372

2	**Total** of line 1, column (d)	2	.579120
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	.115824
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	32,025,181.
5	Multiply line 4 by line 3	5	3,709,285.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,864.
7	Add lines 5 and 6	7	3,739,149.
8	Enter qualifying distributions from Part XII, line 4	8	3,244,267.

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.

THE GARFIELD FOUNDATION

Form 990-PF (2012) C/O RAICH ENDE MALTER & CO. LLP 22-2285358 Page 4

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	59,727.
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	59,727.
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	59,727.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,725.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	19,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	41,225.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	40.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 16 ▶			9	18,542.
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 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	X	
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, MA			
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 ▶ WWW.GARFIELDFOUNDATION.ORG

14 The books are in care of ▶ RAICH ENDE MALTER & CO. LLP Telephone no. ▶ 212-695-7003
Located at ▶ 475 PARK AVE SO., 31ST FL, NEW YORK, NY ZIP+4 ▶ 10016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
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)*

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? — **5b** — X (No)

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? ☒ 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 (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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — **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.

(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
BRIAN GARFIELD 115 W. CALIFORNIA BLVD #404 PASADENA, CA 91105	TRUSTEE- PRESIDENT 10.00	10,000.	0.	2,935.
RONALD BERMAN 50 MILLSTONE ROAD EAST WINDSAR, NJ 08520	TRUSTEE- VICE PRESIDENT 10.00	10,000.	0.	2,935.
MICHAEL BALDWIN 204 SPRING STREET MARION, MA 02738	TRUSTEE- SEC / TREAS 10.00	10,000.	0.	2,935.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIE CURTIS - 1239 LAKESHORE DRIVE, BOULDER, CO 80302	EXECUTIVE DIRECTOR 40.00	199,090.	5,200.	0.
JENNIFER DOWNING 9 ALMY STREET, FAIRHAVEN, MA 02719	PROGRAM ASSISTANT & ADMINISTRATION 40.00	74,463.	2,600.	0.

Total number of other employees paid over $50,000 ▶ 2

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RICHARD R. REED 1411 LINCOLN STREET, BERKELEY, CA 94702	CONSULTING FEES	234,593.
RUTH ROMINDER 445 KERN AVENUE, MORRO BAY, CA 93442	CONSULTING FEES	184,470.
BALDWIN BROTHERS INC 204 SPRING STREET, MARION, MA 027381570	INVESTMENT MANAGEMENT FEES	153,385.
ORSON WATSON PH D 65 ALBAN STREET, DORCHESTER, MA 02124	CONSULTING FEES	152,399.
Total number of others receiving over $50,000 for professional services ▶		3

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 FUNDS RECEIVED ARE USED TO PAY ADMINISTRATION EXPENSES, AND THE BALANCE IS DISTRIBUTED TO QUALIFIED CHARITABLE ORGANIZATIONS UNDER THE INTERNAL REVENUE CODE.	3,085,065.
2 SEE STATEMENT 10: RE-AMP PROJECT	521,990.
3 COLLABORATIVE NEWWORK PROJECT	37,738.
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	31,318,614.
b	Average of monthly cash balances	1b	1,194,260.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	32,512,874.
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	32,512,874.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	487,693.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,025,181.
6	**Minimum investment return** Enter 5% of line 5	6	1,601,259.

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	1,601,259.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 59,727.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b 4,669.		
c	Add lines 2a and 2b	2c	64,396.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,536,863.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,536,863.
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	1,536,863.

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	3,244,267.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,244,267.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,244,267.

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.

223571
12-05-12

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				1,536,863.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 3,218,265.				
b From 2008 3,041,962.				
c From 2009 2,685,578.				
d From 2010 2,290,060.				
e From 2011 1,536,316.				
f **Total** of lines 3a through e	12,772,181.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,244,267.				
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				1,536,863.
e Remaining amount distributed out of corpus	1,707,404.			
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	14,479,585.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	3,218,265.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	11,261,320.			
10 Analysis of line 9:				
a Excess from 2008 3,041,962.				
b Excess from 2009 2,685,578.				
c Excess from 2010 2,290,060.				
d Excess from 2011 1,536,316.				
e Excess from 2012 1,707,404.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 19

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

c Any submission deadlines:

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

Part 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*				
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
ASIAN AMERICANS FOR EQUALITY 108 NORFOLK STREET NEW YORK, NY 10002	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
BUDDHAYANA FOUNDATION 204 SPRING STREET MADISON, MA 02738	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
CENTER FOR A NEW AMERICAN DREAM 455 SECOND STREET CHARLOTTESVILLE, VA 22902	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	40,000.
CITIZENS HOUSING & PLANNING ASSOCIATION 18 TRENTON STREET, STE 401 BOSTON, MA 02108	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,937,500.
b *Approved for future payment*				
BREAST CANCER FUND 1388 SUTTER ST, STE. 400 SAN FRANCISCO, CA 94109	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
BUZZARD'S BAY COALITION INC. 114 FRONT ST NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
CLEAN WATER FUND 1010 VERMONT AVE NW NO 400 WASHINGTON, DC 20005	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	1,149,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,207,155.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	531390	<9,618.>			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531390	52,236.	15	<202,185.>	
8 Gain or (loss) from sales of assets other than inventory	531390	10,223.	18	2,358,058.	
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)		52,841.		3,363,028.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,415,869.

(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).

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] | 10/15/14 | ▶ TRUSTEE - SEC / TREAS

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

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS V. RUTA	[signature]	10/14/14		P00223817

Firm's name ▶ RAICH ENDE MALTER & CO., LLP — Firm's EIN ▶ 11-2336434

Firm's address ▶ 475 PARK AVENUE SOUTH 31ST FL NEW YORK, NY 10016 — Phone no. 212-695-7003

223622
12-05-12

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2013

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

Line 5c: Statement required by Regulations section 53.4945-5 (d)

(I) **The name and address of the grantee:**

City Works
Project: General Operations
122 W. State Street
Trenton, NJ 08608

(II) **The date and the amount of the grant:**

May 13, 2013 $100,000.00

(III) **The purpose of the grant**

See statement attached

(IV) **The amounts expended by the grantee(based upon the most recent report received from the grantee).**

May 16, 2013 $100,000.00

(V) **Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor).**

No

(VI) **The dates of any reports received from the grantee.**

November 30, 2013
May 31, 2014

(VII) **The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under paragraph 1 of this section by the grantor or by others at the direction of the grantor.**

None prior to 11/30/2013

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	PERSHING INVESTMENT - STATEMENT ATTACHED A	P	VARIOUS	11/30/13
b	PERSHING INVESTMENT - STATEMENT ATTACHED A	P	VARIOUS	11/30/13
c	CAPITAL GAINS DISTRIBUTIONS THRU PERSHING INVESTM	P		12/30/12
d	SECTION 1256 GAINS THRU PARTNERSHIPS	P	VARIOUS	12/31/12
e	1466 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	12/14/12
f	273 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	02/14/13
g	134 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	05/03/13
h	222 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	07/25/13
i	CENDANT LITIGATION	P		01/28/13
j	TYCO LITIGATION SETTLEMENT	P		06/24/13
k	TYCO LITIGATION SETTLEMENT	P		10/09/13
l	SECTION 1256 GAINS THRU PARTNERSHIPS	P	VARIOUS	12/31/12
m	LOSSES ON SALE THRU PARTNERSHIPS	P	VARIOUS	11/30/13
n	GAINS ON SALE THRU PARTNERSHIPS	P	VARIOUS	11/30/13
o				

	(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	3,621,689.		3,728,581.	<106,892.>
b	8,782,207.		7,912,786.	869,421.
c	6,113.			6,113.
d			5,027.	<5,027.>
e	1,880,731.		407,312.	1,473,419.
f	64,563.		75,695.	<11,132.>
g	31,622.		37,075.	<5,453.>
h	52,703.		61,791.	<9,088.>
i	133.			133.
j	130.			130.
k	288.			288.
l			3,352.	<3,352.>
m			184,332.	<184,332.>
n	333,830.			333,830.
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<106,892.>
b				869,421.
c				6,113.
d				<5,027.>
e				1,473,419.
f				<11,132.>
g				<5,453.>
h				<9,088.>
i				133.
j				130.
k				288.
l				<3,352.>
m				<184,332.>
n				333,830.
o				

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	2,358,058.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CITY WORKS 122 WEST STATE STREET TRENTON, NJ 08608	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	100,000.
CLEAN WATER FUND 1010 VERMONT AVE NW NO 400 WASHINGTON, DC 20005	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	35,000.
COLLECTIVE HERITAGE INSTITUTE 1607 PASEO DE PERALTA STE. 3 SANTE FE, NM 87501	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
COMMUNITY ECONOMIC DEVELOP. CTR. OF SE MA 181 HILLMAN STREET BUILD.#9 NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
CONSERVATION COLORADO 1551 OGDEN DENVER, CO 80218	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
CONSUMERS FOR DENTAL CHOICE 316 F ST, N.E., SUITE 212 WASHINGTON, DC 20002	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
DANCE RING/ NY THEATER BALLET 30 EAST 31ST STREET NEW YORK, NY 10016	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,750.
DR. SUSAN LOVE RESEARCH FOUNDATION 2811 WILSHIRE BLVD. SUITE 500 SANTA MONICA, CA 90403	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
ENVIRONMENTAL GROUP OF COAL CREEK CANYON PO BOX 7014 GOLDEN , CO 80403	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
FOUNDATION OF MORRIS HALL 2381 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 08648	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,500.
Total from continuation sheets				1,815,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRESH ENERGY 408 ST. PETER STREET, SUITE 220 SAINT PAUL, MN 55102	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
FUNDERS' NETWORK FOR SMART GROWTH 1500 SAN REMO AVENUE SUITE #249 CORAL GABLES, FL 33146	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	40,000.
GIRAFFE PROJECT P.O. BOX 759 LANGLEY, WA 98260	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
GOV'T ACCOUNTABILITY PROJECT 1612 K STREET, NW, SUITE 1100 WASHINGTON, DC 20006	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
GREENPEACE FUND 702 H STREET, NW WASHINGTON, DC 20001	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
INITIATIVE FOR COMPETITIVE INNER CITY INC 200 HIGH STREET, 3RD FL BOSTON, MA 02110	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
INTERNATIONAL ELEPHANT FOUNDATION PO BOX 366 AZLE, TX 76098	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
INTERNATIONAL HONORS PROGRAM 566 COLUMBUS AVENUE BOSTON, MA 02118	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
IRONBOUND COMMUNITY CORPORATION 179 VAN BUREN STREET NEWARK, NJ 07105	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	75,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUAN A ZARZYCKI	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	35,000.
LA CASA DE DON PEDRO 75 PARK AVENUE NEWARK, NJ 07104	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 W 5TH ST LOS ANGELES, CA 90071	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
LIONHEART FOUNDATION P.O. BOX 170115 BOSTON, MA 02117	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,500.
MERCURY POLICY PROJECT/TIDES P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	90,000.
MICHIGAN ENVIORNMENTAL COUNCIL 119 PERE MARQUETTE DR, SUITE 2A LANSING, MI 48912	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	230,000.
NATIVITY PREPATORY SCHOOL 66 SPRING ST NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	130,000.
NYU LANGONE MEDICAL CENTER 550 FIRST AVE NEW YORK, NY 10016	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
ONE EARTH INITIATIVE SOCIETY 1755 WEST 14TH AVENUE, #602 BRITISH COLUMBIA, CANADA V6J 2JG	FOREIGN PUB. CHARITY	FOREIGN PUB. CHARITY	GENERAL CHARITABLE	119,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PASSAGE THEATER COMPANY P.O. BOX 967 TRENTON, NY 08605	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,750.
PLANNED PARENTHOOD, LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
POPULATION CONNECTION 2120 L STREET, NW, STE 500 WASHINGTON, DC 20037	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
PRINCETON HEALTHCARE SYSTEM FD 253 WITHERSPOON STREET PRINCETON, NJ 08540	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	15,000.
R.W.J. UNIVERSITY HOSPITAL FOUNDATION 10 PLUM STREET, STE 910 NEW BRUNSWICK, NJ 08901	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
RAINFOREST ACTION NETWORK 221 PINE STREET, FL 5 SAN FRANCISCO, CA 94104	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
RISING TIDE CAPITAL P.O. BOX 225 COLONIA, NJ 07067	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DR, SUITE 900 NEW YORK, NY 10115	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	350,000.
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE WINANTS HALL NEW BRUNSWICK, NY 08901	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
SANT BANI SCHOOL 19 ASHRAM ROAD SANBORNTON, NH 03269	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
Total from continuation sheets				

THE GARFIELD FOUNDATION
C/O RA[illegible] ENDE MALTER & CO. LLP 22-2285358

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTHCOAST HEALTH SYSTEM 101 PAGE STREET NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
SUSTAINABLE CAPE PO BOX 1004 TRURO, MA 02666	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
TEACH FOR AMERICA 60 CANAL ST, 3RD/4TH/5TH FL BOSTON, MA 02114	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
THE BOSTON FOUNDATION INC. 11 ARLINGTON ST. BOSTON, MA 02116	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
THE MARION INSTITUTE 202 SPRING ST MARION, MA 02738	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	22,500.
THE MUSTARD SEED FOUNDATION PO BOX 88 WASHINGTON, VA 22747	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	80,000.
TREE PEOPLE INC. 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
TRENTON AREA SOUP KITCHEN P.O. BOX 872 72 1/2 ESCHER STREET TRENTON, NJ 08605	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
TRUSTEES FOR RESERVATIONS 464 ABBOTT AVENUE LEOMINSTER, MA 01453	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	26,000.
WILDLANDS RESTORATION VOLUNTEERS 3012 STERLING CIR STE. 201 BOULDER, CO 80301	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
WILDLIFE WAYSTATION INC. 14831 LITTLE TUJUNGA CANYON RD ANGELES NATIONAL FOREST, CA 91342	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
WOMEN'S FUND OF SOUTHEASTERN MASSACHUSETTS 63 UNION STREET NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
WOMEN'S WILDERNESS INSTITUTE 5723 ARAPAHOE STE 1B BOULDER, CO 80303	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
WORLDWATCH INSTITUTE 1400 16TH STREET SUITE 430 WASHINGTON, DC 20036	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
CONSUMERS FOR DENTAL CHOICE 316 F ST, N.E., SUITE 212 WASHINGTON, DC 20002	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
DOWNTOWN NEW BEDFORD, INC. 105 WILLIAM ST FL 2 NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	35,000.
ENVIORNMENTAL GROUP OF COAL CREEK CANYON PO BOX 7014 GOLDEN, CO 80403	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
ENVIRONMENTAL LEAUGE OF MASSACHUSETTS, INC. 14 BEACON ST, STE. 714 BOSTON, MA 02108	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
INTERNATIONAL HONORS PROGRAM 566 COLUMBUS AVENUE BOSTON, MA 02118	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
IRONBOUND COMMUNITY CORPORATION 179 VAN BUREN STREET NEWARK, NJ 07105	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
MERCURY POLICY PROJECT/TIDES P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	90,000.
MICHIGAN ENVIORNMENTAL COUNCIL 119 PERE MARQUETTE DR, SUITE 2A LANSING, MI 48912	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	250,000.
NATIVITY PREPATORY SCHOOL 66 SPRING ST NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
Total from continuation sheets				1,079,000.

THE GARFIELD FOUNDATION
C/O RAI[illegible] ENDE MALTER & CO. LLP 22-2285358

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
NEWARK ALLIANCE 744 BROAD ST STE 1705 NEWARK, NJ 07102	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
RISING TIDE CAPITAL P.O. BOX 225 COLONIA, NJ 07067	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DR, SUITE 900 NEW YORK, NY 10115	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	300,000.
SANT BANI SCHOOL 19 ASHRAM ROAD SANBORNTON, NH 03269	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
SOUTHCOAST CHURCH 10091 NW 39TH STREET COOPER CITY, FL 33024	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
SUSTAINABLE PURCHASING LEADERSHIP COUNCIL	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
THE MARION INSTITUTE 202 SPRING ST MARION, MA 02738	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	15,000.
THE MUSTARD SEED FOUNDATION PO BOX 88 WASHINGTON, VA 22747	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
THE TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	32,000.
UNITED WAY OF GREATER NEW BEDFORD INC 105 WILLIAM ST FL 3 NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
UNIVERSITY OF MASSACHUSETTS DARTMOUTH FOUNDATION INC 285 OLD WESTPORT ROAD N DARTMOUTH, MA 02747	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
WOMEN'S FUND OF SOUTHEASTERN MASSACHUSETTS 63 UNION STREET NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
WOMEN'S WILDERNESS INSTITUTE 5723 ARAPAHOE STE 1B BOULDER, CO 80303	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
YOUTHBUILD USA, INC. 58 DAY STREET SOMERVILLE, MA 02144	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
Total from continuation sheets				

Baldwin Brothers Inc.
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2012 - November 30, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
11/05/09	01/08/13	3750	Mıcrosoft Corporatıon	107,780 62	99,324 40		(8,456 22)
12/28/10	01/08/13	1250	Mıcrosoft Corporatıon	35,138 25	33,108 13		(2,030 12)
09/28/09	01/08/13	15000	Mıcrosoft Corporatıon	390,447 00	397,297 58		6,850 58
11/30/11	01/17/13	117 946	Vanguard GNMA	1,316 28	1,282 01		(34 27)
10/31/11	01/17/13	23 223	Vanguard GNMA	258 47	252 42		(6 05)
10/25/11	01/17/13	45004 5	Vanguard GNMA	500,035 00	489,175 24		(10,859 76)
09/28/12	01/17/13	94 925	Vanguard GNMA	1,054 62	1,031 78	(22 84)	
07/31/12	01/17/13	107 227	Vanguard GNMA	1,190 22	1,165 50	(24 72)	
08/31/12	01/17/13	100 069	Vanguard GNMA	1,110 77	1,087 70	(23 07)	
01/31/12	01/17/13	113 265	Vanguard GNMA	1,256 11	1,231 13	(24 98)	
12/30/11	01/17/13	120 384	Vanguard GNMA	1,332 65	1,308 51		(24 14)
05/31/12	01/17/13	103 724	Vanguard GNMA	1,148 22	1,127 43	(20 79)	
12/30/11	01/17/13	440 844	Vanguard GNMA	4,875 73	4,791 74		(83 99)
12/30/11	01/17/13	81 637	Vanguard GNMA	902 91	887 35		(15 56)
02/29/12	01/17/13	114 023	Vanguard GNMA	1,259 95	1,239 37	(20 58)	
04/30/12	01/17/13	104 929	Vanguard GNMA	1,159 47	1,140 52	(18 95)	
06/29/12	01/17/13	117 026	Vanguard GNMA	1,293 14	1,272 01	(21 13)	
10/31/12	01/17/13	96 739	Vanguard GNMA	1,067 03	1,051 50	(15 53)	
03/30/12	01/17/13	114 141	Vanguard GNMA	1,256 69	1,240 65	(16 04)	
04/02/12	01/17/13	87 768	Vanguard GNMA	966 33	953 99	(12 34)	
04/02/12	01/17/13	29 256	Vanguard GNMA	322 11	318 00	(4 11)	
12/03/12	01/17/13	48 259	Vanguard GNMA	531 33	524 55	(6 78)	
12/31/12	01/17/13	224 109	Vanguard GNMA	2,445 03	2,435 95	(9 08)	
12/31/12	01/17/13	176 702	Vanguard GNMA	1,927 82	1,920 66	(7 16)	
01/02/13	01/17/13	87 013	Vanguard GNMA	949 31	945 79	(3 52)	
03/14/11	02/04/13	10000	Venzon Communıcatıons, Inc	351,574 00	445,292 01		93,718 01
11/29/12	02/19/13	5000	ıShares S&P Global Telecom ETF	292,097 00	289,594 51	(2,502 49)	
11/01/11	02/19/13	5000	ıShares S&P Global Telecom ETF	283,915 00	289,594 50		5,679 50
08/10/12	02/19/13	7500	Newmont Mınıng Corp	357,672 75	322,444 76	(35,227 99)	
09/17/09	03/08/13	250000	New South Wales Treasury Bond AUD 5 500% Due 08-01-14	220,848 75	264,025 75		43,177 00
02/05/08	03/20/13	300000	Venzon Communıcatıons ınc 5 500% Due 04-01-17	308,001 00	346,970 00		38,969 00
12/04/12	03/25/13	42 874	TCW Core Fıxed Income I	487 05	480 16	(6 89)	
01/02/13	03/25/13	40 013	TCW Core Fıxed Income I	449 35	448 11	(1 24)	
01/02/13	03/25/13	177 202	TCW Core Fıxed Income I	1,989 98	1,984 53	(5 45)	
01/02/13	03/25/13	83 456	TCW Core Fıxed Income I	937 21	934 64	(2 57)	
03/04/13	03/25/13	44 145	TCW Core Fıxed Income I	494 42	494 39	(0 03)	
02/04/13	03/25/13	44 188	TCW Core Fıxed Income I	493 58	494 87	1 29	
10/25/11	03/25/13	25007 718	TCW Core Fıxed Income I	272,353 11	280,067 26		7,714 15
11/30/11	03/25/13	127 299	TCW Core Fıxed Income I	1,381 19	1,425 65		44 46
12/29/11	03/25/13	307 211	TCW Core Fıxed Income I	3,324 02	3,440 53		116 51
12/29/11	03/25/13	64 003	TCW Core Fıxed Income I	692 51	716 78		24 27
12/29/11	03/25/13	128 005	TCW Core Fıxed Income I	1,385 01	1,433 56		48 55
05/05/08	03/26/13	300000	US Treasury Note dtd 2/15/2006 4 500% Due 02-15-16	317,871 09	335,508 00		17,636 91
06/19/08	03/26/13	300000	US Treasury Note dtd 5/15/2008 3 875% Due 05-15-18	291,796 88	345,939 00		54,142 12
11/28/12	04/26/13	5000	Equity Resıdentıal Propertıes	273,750 00	283,026 65	9,276 65	
09/28/12	04/29/13	101 35	Communıty Reınvestment Act Qual	1,143 23	1,129 83	(13 40)	
08/31/12	04/29/13	102 749	Communıty Reınvestment Act Qual	1,157 98	1,145 42	(12 56)	
12/03/12	04/29/13	98 955	Communıty Reınvestment Act Qual	1,115 22	1,103 13	(12 09)	
10/31/12	04/29/13	101 632	Communıty Reınvestment Act Qual	1,143 36	1,132 97	(10 39)	
08/08/12	04/29/13	8563 924	Communıty Reınvestment Act Qual	96,093 95	95,468 65	(625 30)	
10/19/10	05/23/13	44722 719	Pımco Emergıng Local Bond Fund	500,035 00	483,882 67		(16,152 33)

Baldwin Brothers Inc.
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2012 - November 30, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
04/29/11	05/23/13	211 629	Pimco Emerging Local Bond Fund	2,363 90	2,289 74		(74 16)
08/31/11	05/23/13	176 957	Pimco Emerging Local Bond Fund	1,976 61	1,914 61		(62 00)
05/01/13	05/23/13	181 253	Pimco Emerging Local Bond Fund	2,022 78	1,961 09	(61 69)	
10/29/10	05/23/13	113 337	Pimco Emerging Local Bond Fund	1,262 57	1,226 26		(36 31)
07/29/11	05/23/13	203 117	Pimco Emerging Local Bond Fund	2,260 69	2,197 65		(63 04)
05/31/11	05/23/13	208 963	Pimco Emerging Local Bond Fund	2,313 22	2,260 90		(52 32)
06/30/11	05/23/13	205 359	Pimco Emerging Local Bond Fund	2,263 06	2,221 91		(41 15)
02/01/13	05/23/13	194 365	Pimco Emerging Local Bond Fund	2,139 96	2,102 95	(37 01)	
12/28/12	05/23/13	684 141	Pimco Emerging Local Bond Fund	7,511 87	7,402 14	(109 73)	
01/02/13	05/23/13	206 108	Pimco Emerging Local Bond Fund	2,263 07	2,230 01	(33 06)	
02/29/12	05/23/13	173 525	Pimco Emerging Local Bond Fund	1,898 36	1,877 47		(20 89)
03/01/13	05/23/13	168 555	Pimco Emerging Local Bond Fund	1,840 62	1,823 70	(16 92)	
12/03/12	05/23/13	117 989	Pimco Emerging Local Bond Fund	1,286 08	1,276 60	(9 48)	
09/28/12	05/23/13	153 122	Pimco Emerging Local Bond Fund	1,662 90	1,656 72	(6 18)	
10/31/12	05/23/13	200 364	Pimco Emerging Local Bond Fund	2,175 95	2,167 86	(8 09)	
04/01/13	05/23/13	211 168	Pimco Emerging Local Bond Fund	2,289 06	2,284 76	(4 30)	
04/30/12	05/23/13	181 221	Pimco Emerging Local Bond Fund	1,951 75	1,960 74		8 99
03/30/12	05/23/13	212 097	Pimco Emerging Local Bond Fund	2,280 04	2,294 81		14 77
03/31/11	05/23/13	189 808	Pimco Emerging Local Bond Fund	2,034 74	2,053 65		18 91
01/31/12	05/23/13	140 613	Pimco Emerging Local Bond Fund	1,507 37	1,521 38		14 01
07/31/12	05/23/13	158 017	Pimco Emerging Local Bond Fund	1,686 04	1,709 68	23 64	
12/31/10	05/23/13	207 271	Pimco Emerging Local Bond Fund	2,207 44	2,242 59		35 15
12/31/10	05/23/13	957 463	Pimco Emerging Local Bond Fund	10,196 98	10,359 39		162 41
11/30/10	05/23/13	203 618	Pimco Emerging Local Bond Fund	2,164 46	2,203 07		38 61
08/31/12	05/23/13	208 7	Pimco Emerging Local Bond Fund	2,216 39	2,258 05	41 66	
10/31/11	05/23/13	153 193	Pimco Emerging Local Bond Fund	1,620 78	1,657 49		36 71
06/29/12	05/23/13	179 331	Pimco Emerging Local Bond Fund	1,884 77	1,940 29	55 52	
02/28/11	05/23/13	177 234	Pimco Emerging Local Bond Fund	1,857 41	1,917 60		60 19
01/31/11	05/23/13	204 783	Pimco Emerging Local Bond Fund	2,127 70	2,215 68		87 98
11/30/11	05/23/13	206 221	Pimco Emerging Local Bond Fund	2,111 70	2,231 23		119 53
12/28/11	05/23/13	53 205	Pimco Emerging Local Bond Fund	534 71	575 66		40 95
12/30/11	05/23/13	178 55	Pimco Emerging Local Bond Fund	1,794 43	1,931 84		137 41
05/31/12	05/23/13	217 217	Pimco Emerging Local Bond Fund	2,178 69	2,350 21	171 52	
09/30/11	05/23/13	204 704	Pimco Emerging Local Bond Fund	2,047 04	2,214 82		167 78
01/06/12	07/30/13	10000	American Capital Agency Corp	284,075 00	229,550 00		(54,525 00)
01/12/12	07/30/13	10000	American Capital Agency Corp	282,445 00	229,549 99		(52,895 01)
11/27/12	07/30/13	25000	Pimco Income Strategy Fd II	285,847 50	260,475 44	(25,372 06)	
01/28/13	07/30/13	15000	Pimco Dynamic Credit Income Fd	375,000 00	325,669 82	(49,330 18)	
03/31/97	07/31/13	2000	IBM Corp	73,955 50	391,802 38		317,846 88
04/05/12	07/31/13	15000	Retail Properties of America	115,150 48	210,795 81		95,645 33
08/08/12	08/14/13	35999 356	Community Reinvestment Act Qual	403,941 05	383,373 66		(20,567 39)
12/14/12	08/14/13	23 911	Community Reinvestment Act Qual	267 33	254 64	(12 69)	
12/14/12	08/14/13	243 414	Community Reinvestment Act Qual	2,721 37	2,592 23	(129 14)	
01/02/13	08/14/13	97 664	Community Reinvestment Act Qual	1,088 95	1,040 07	(48 88)	
05/01/13	08/14/13	76 278	Community Reinvestment Act Qual	848 21	812 32	(35 89)	
03/01/13	08/14/13	97 835	Community Reinvestment Act Qual	1,084 99	1,041 89	(43 10)	
04/01/13	08/14/13	96 438	Community Reinvestment Act Qual	1,067 57	1,027 01	(40 56)	
02/01/13	08/14/13	98 363	Community Reinvestment Act Qual	1,087 90	1,047 51	(40 39)	
06/03/13	08/14/13	79 645	Community Reinvestment Act Qual	868 93	848 18	(20 75)	
07/01/13	08/14/13	76 438	Community Reinvestment Act Qual	818 65	814 02	(4 63)	
08/01/13	08/14/13	83 065	Community Reinvestment Act Qual	886 30	884 60	(1 70)	
05/02/13	08/16/13	366 899	Doubleline Total Return Bond Fund	4,186 32	3,995 53	(190 79)	
09/28/12	08/16/13	441 068	Doubleline Total Return Bond Fund	5,028 17	4,803 23	(224 94)	
10/31/12	08/16/13	442 072	Doubleline Total Return Bond Fund	5,026 36	4,814 16	(212 20)	
12/04/12	08/16/13	426 592	Doubleline Total Return Bond Fund	4,846 09	4,645 59	(200 50)	

STATEMENT A

Baldwin Brothers Inc.
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2012 - November 30, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
03/04/13	08/16/13	364 679	Doubleline Total Return Bond Fund	4,139 11	3,971 35	(167 76)	
08/31/12	08/16/13	478 933	Doubleline Total Return Bond Fund	5,431 10	5,215 58	(215 52)	
02/04/13	08/16/13	392 002	Doubleline Total Return Bond Fund	4,445 30	4,268 90	(176 40)	
04/02/13	08/16/13	377 703	Doubleline Total Return Bond Fund	4,283 15	4,113 19	(169 96)	
01/03/13	08/16/13	477 258	Doubleline Total Return Bond Fund	5,407 33	5,197 34	(209 99)	
06/04/13	08/16/13	384 619	Doubleline Total Return Bond Fund	4,334 66	4,188 50	(146 16)	
07/31/12	08/16/13	469 045	Doubleline Total Return Bond Fund	5,281 45	5,107 90		(173 55)
04/30/12	08/16/13	465 081	Doubleline Total Return Bond Fund	5,208 91	5,064 73		(144 18)
05/31/12	08/16/13	493 378	Doubleline Total Return Bond Fund	5,520 90	5,372 89		(148 01)
02/29/12	08/16/13	469 001	Doubleline Total Return Bond Fund	5,243 43	5,107 42		(136 01)
06/29/12	08/16/13	482 302	Doubleline Total Return Bond Fund	5,392 14	5,252 27		(139 87)
03/30/12	08/16/13	499 475	Doubleline Total Return Bond Fund	5,579 14	5,439 28		(139 86)
01/31/12	08/16/13	543 033	Doubleline Total Return Bond Fund	6,049 39	5,913 63		(135 76)
12/29/11	08/16/13	44964 029	Doubleline Total Return Bond Fund	500,035 00	489,658 28		(10,376 72)
12/23/11	08/16/13	45045 045	Doubleline Total Return Bond Fund	500,035 00	490,540 54		(9,494 46)
12/31/11	08/16/13	727 231	Doubleline Total Return Bond Fund	8,021 36	7,919 54		(101 82)
07/02/13	08/16/13	395 818	Doubleline Total Return Bond Fund	4,365 87	4,310 46	(55 41)	
08/02/13	08/16/13	412 301	Doubleline Total Return Bond Fund	4,518 82	4,489 96	(28 86)	
04/20/10	08/27/13	200	Praxair, Inc	17,535 35	23,371 81		5,836 46
04/20/10	08/27/13	700	Praxair, Inc	61,367 60	81,801 35		20,433 75
04/20/10	08/27/13	3214	Praxair, Inc	281,758 52	375,585 03		93,826 51
04/20/10	08/27/13	200	Praxair, Inc	17,531 40	23,371 81		5,840 41
04/20/10	08/27/13	200	Praxair, Inc	17,529 60	23,371 81		5,842 21
04/20/10	08/27/13	486	Praxair, Inc	42,592 07	56,793 51		14,201 44
12/21/12	09/03/13	10 955	Harding Loevner Funds, Inc Emerging Mark	527 05	497 25	(29 80)	
12/21/12	09/03/13	1 244	Harding Loevner Funds, Inc Emerging Mark	59 84	56 47	(3 37)	
12/18/08	09/03/13	167 418	Harding Loevner Funds, Inc Emerging Mark	4,476 76	7,599 10		3,122 34
02/04/13	09/19/13	15000	Vodafone Group PLC ADS	405,738 00	503,541 22	97,803 22	
02/20/13	10/03/13	5000	Cohen & Steers Ltd Dur Pfd Fd	128,606 00	111,999 54	(16,606 46)	
11/29/12	10/03/13	10000	Stag Industrial Inc	186,343 00	194,918 59	8,575 59	
01/09/13	10/09/13	715	Samsung EL SP 144A	511,979 79	469,854 35	(42,125 44)	
12/23/11	10/28/13	35000	Alerian	541,566 15	620,472 67		78,906 52
10/26/11	11/11/13	15000	Alerian	225,616 01	260,476 45		34,860 44
02/20/13	11/11/13	5000	Cohen & Steers Ltd Dur Pfd Fd	128,606 00	113,336 02	(15,269 98)	
11/01/11	11/11/13	5000	Cohen & Steers Pfd & Incm Fd	114,694 00	118,414 93		3,720 93
03/25/13	11/11/13	5000	Cohen & Steers MLP Income Ener	100,000 00	85,128 01	(14,871 99)	
08/24/12	11/11/13	15000	Stag Industrial Inc	231,223 50	319,266 43		88,042 93
11/13/13	11/19/13	8000	Extended Stay America Inc	160,000 00	189,106 30	29,106 30	
07/26/12	11/26/13	10000	Cohen & Steers Ltd Dur Pfd Fd	250,000 00	219,225 17		(30,774 83)
12/02/11	11/26/13	5000	Cohen & Steers Pfd & Incm Fd	109,547 00	116,973 96		7,426 96
03/25/13	11/26/13	15000	Cohen & Steers MLP Income Ener	300,000 00	252,996 08	(47,003 92)	
07/25/08	11/26/13	4950	iShares Silver Trust	85,177 62	94,494 35		9,316 73
02/04/09	11/26/13	5000	iShares Silver Trust	62,197 50	95,448 83		33,251 33
				11,641,367.33	**12,403,895.67**	**(106,892.51)**	**869,420.85**
			Total Long	**7,912,786 26**	**8,782,207.11**		**869,420.85**
			Total Short	**3,728,581.07**	**3,621,688.56**	**(106,892 51)**	
				0.00	**-**	**0.00**	**(0.00)**

STATEMENT A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	5,174.	0.	5,174.
INTEREST & DIVIDENDS THRU PARTNERSHIPS	176,629.	0.	176,629.
PERSHING ADVISOR SOLUTIONS LLC INVESTMENTS	1,025,352.	0.	1,025,352.
TOTAL TO FM 990-PF, PART I, LN 4	1,207,155.	0.	1,207,155.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
UNRELATED INCOME/(LOSS) FROM ROSE SMART GROWTH INVESTMENT FUND	5	<92,775.>
UNRELATED INCOME/(LOSS) FROM ROSE SMART GROWTH INVESTMENT FUND	6	83,157.
TOTAL TO FORM 990-PF, PART I, LINE 5A		<9,618.>

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Cash and Equivalents						
	General Mny Mkt CL B		782,015.09	782,015 09	-	-
Cash and Equivalents TOTAL			**782,015.09**	**782,015.09**	-	-
Sustainable Fixed Income						
55,402	Trilinc Global Impact Fund LLC, Class I	10/01/13	500,000.00	508,919.67	8,919.67	40,720.22
Substainable Fixed Income TOTAL			**500,000.00**	**508,919.67**	**8,919.67**	**40,720.22**
Corporate Bonds						
Bonds						
100,000	CBB 8.75% Due 3/15/2018	05/03/11	97,250 00	105,625.00	8,375.00	8,750.00
400,000	CBB 8.75% Due 3/15/2018	05/03/11	378,000 00	422,500.00	44,500.00	35,000.00
250,000	HSBC Bank USA 4.625% Due 04/01/2014	03/31/06	233,980.00	253,400.00	19,420.00	11,562.50
500,000	Goldman Sachs Group Notes 5.5% Due 11/15/2014	12/31/08	471,965.00	523,000.00	51,035.00	27,500 00
250,000	Credit Suisse First Boston USA Inc. 4.875% Due 01/15/2015	05/15/06	231,982.50	262,080.00	30,097.50	12,187.50
300,000	JP Morgan Chase & Co. 5.15% Due 10/01/2015	01/01/60	301,404.00	322,011.00	20,607.00	15,450.00
250,000	Goldman Sachs Grp Inc. 5.35% Due 01/15/2016	04/27/06	240,915.25	272,455.00	31,539.75	13,375.00
500,000	British Telecom PLC Notes 5.95% Due 01/15/2018	01/14/09	444,325.00	576,650.00	132,325.00	29,750.00
Corporate Bonds TOTAL			**2,399,821.75**	**2,737,721.00**	**337,899.25**	**153,575.00**

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Common Stock						
Consumer Discretion						
10,000	Gannett Co. Inc.	11/27/12	176,857 00	270,600.00	93,743.00	8,000.00
15,000	Gannett Co. Inc.	11/29/12	272,982.00	405,900.00	132,918.00	12,000.00
25,000	Gannett Co. Inc.		449,839.00	676,500.00	226,661.00	20,000.00
8,810	Marriot International Inc	07/29/13	362,628.41	414,246.20	51,617.79	5,286.00
230	Marriot International Inc	08/02/13	9,833.10	10,814.60	981.50	138.00
9,040	Marriot International Inc		372,461.51	425,060.80	52,599.29	5,424.00
5,000	SodaStream Intl Ltd.	11/11/13	282,611.00	287,400.00	4,789.00	-
8,290	Tenneco Inc.	08/27/13	380,329.45	475,846.00	95,516.55	-
4,855	Twenty-First Cent. Fox Inc. Cl A	08/09/13	159,621.23	162,593.95	2,972.72	1,019.55
7,750	Twenty-First Cent. Fox Inc. Cl A	08/09/13	254,508.45	259,547.50	5,039.05	1,627.50
12,605	Twenty-First Cent. Fox Inc. Cl A		414,129.68	422,141.45	8,011.77	2,647.05
			1,899,370.64	**2,286,948.25**	**387,577.61**	**28,071.05**
Consumer Staples						
6,000	Procter & Gamble Co.	06/13/97	209,749.16	505,320.00	295,570.84	13,962.00
Energy						
10,000	Golar LNG Ld	11/29/12	389,358.00	363,300.00	(26,058.00)	21,500.00
5,000	Golar LNG Ld	12/21/12	187,233.50	181,650.00	(5,583.50)	10,750.00
5,000	Golar LNG Ld	03/26/13	183,175.50	181,650.00	(1,525.50)	10,750.00
20,000	Golar LNG Ld		759,767.00	726,600.00	(33,167.00)	43,000.00
10,000	Seadrill Limited	11/29/12	387,133.00	427,100.00	39,967.00	34,900.00
5,000	Seadrill Limited	12/21/12	185,715.00	213,550.00	27,835.00	17,450.00

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
15,000	Seadrill Limited		572,848.00	640,650.00	67,802.00	52,350.00
			1,332,615.00	**1,367,250.00**	**34,635.00**	**95,350.00**
Financials						
7,000	American Intl Group Inc.	11/11/13	341,635.70	348,250.00	6,614.30	700.00
30,000	Bank of America Corp.	02/21/13	344,400.00	474,600.00	130,200.00	1,200.00
15,000	Bank of America Corp	07/31/13	221,400.00	237,300.00	15,900.00	600.00
45,000	Bank of America Corp.		565,800.00	711,900.00	146,100.00	1,800.00
5,000	Berkshire Hathaway B New Class B	05/11/11	400,674.00	582,650.00	181,976.00	-
20,000	Home Loan Servicing Solutions	04/09/12	276,452.00	465,400.00	188,948 00	32,000.00
10,000	Home Loan Servicing Solutions	05/03/12	139,500.00	232,700.00	93,200.00	16,000.00
30,000	Home Loan Servicing Solutions		415,952.00	698,100.00	282,148.00	48,000 00
7,500	JPMorgan Chase & Co	03/03/10	314,866.50	429,150.00	114,283.50	9,600.00
10,000	Wells Fargo & Co.	07/31/13	437,563.00	440,200.00	2,637.00	10,700.00
			2,476,491.20	**3,210,250.00**	**733,758.80**	**70,800.00**
Health Care						
4,300	Johnson & Johnson	07/11/97	147,732.19	407,038.00	259,305.81	10,922.00
5,000	Merck & Co. Inc	07/31/13	243,684.00	249,150.00	5,466.00	8,600.00
			391,416.19	**656,188.00**	**264,771.81**	**19,522.00**
Industrials						
10,000	ABB Ltd	03/08/10	212,120.00	255,500.00	43,380.00	7,241.00
10,000	ABB Ltd	11/29/12	193,973.00	255,500.00	61,527.00	7,241.00

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
20,000	ABB Ltd		406,093.00	511,000 00	104,907.00	14,482.00
19,040	CSX Corporation	10/03/13	489,758.30	519,220.80	29,462.50	11,043.20
2,000	General Electric Company	06/13/97	44,218.76	53,320.00	9,101.24	1,480.00
13,500	General Electric Company	03/08/10	221,265.00	359,910.00	138,645.00	9,990.00
4,500	General Electric Company	03/08/10	73,526.23	119,970.00	46,443 77	3,330.00
20,000	General Electric Company		339,009.99	533,200.00	194,190.01	14,800.00
4,100	United Rentals Inc.	10/03/13	245,501.44	281,793.00	36,291.56	-
3,900	United Rentals Inc.	10/28/13	256,717.50	268,047.00	11,329.50	-
8,000	United Rentals Inc.	-	502,218.94	549,840.00	47,621.06	-
			1,737,080.23	**2,113,260.80**	**376,180.57**	**40,325.20**
Information tech						
500	Apple Inc.	07/27/12	289,286.85	278,035.00	(11,251.85)	940.00
1,000	Apple Inc.	03/18/13	448,986.80	556,070.00	107,083.20	1,880.00
1,500	Apple Inc.		738,273.65	834,105.00	95,831.35	2,820.00
6,400	Check Point Software	04/20/10	227,911.24	395,904.00	167,992.76	-
1,600	Check Point Software	04/20/10	56,967.95	98,976.00	42,008.05	-
8,000	Check Point Software		284,879.19	494,880.00	210,000.81	-
500	Google Inc	10/09/09	260,164.45	529,795.00	269,630.55	-
500	Google Inc	09/22/10	257,196.00	529,795.00	272,599.00	-
1,000	Google Inc		517,360.45	1,059,590.00	542,229.55	-
6,510	Motorola Solutions, inc.	10/15/13	395,448 65	428,878.80	33,430.15	7,095.90
7,115	Ebay Inc.	06/03/13	379,331.96	359,449.80	(19,882.16)	-
4,885	Ebay Inc.	10/28/13	255,021.91	246,790.20	(8,231.71)	-
12,000	Ebay Inc.		634,353.87	606,240.00	(28,113.87)	-

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 **674-931780**

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
			2,570,315.81	**3,423,693.80**	**853,377.99**	**9,915.90**
Materials						
3,000	Airgas Inc.	12/22/10	183,366.36	325,890.00	142,523.64	5,280.00
1,600	Airgas Inc.	12/30/10	100,116.96	173,808.00	73,691.04	2,816.00
400	Airgas Inc.	12/30/10	25,032.00	43,452.00	18,420.00	704.00
3,000	Airgas Inc.	03/15/11	187,409.40	325,890.00	138,480.60	5,280.00
8,000	Airgas Inc.		495,924.72	869,040.00	373,115.28	14,080.00
5,000	SPDR Gold Trust	01/29/09	441,639.50	603,500.00	161,860.50	250.00
10,000	iShares Silver Trust	02/04/09	124,395.00	192,400.00	68,005.00	-
			1,061,959.22	**1,664,940.00**	**602,980.78**	**14,330.00**
Telecommunication						
32,650	Telenor ASA	02/11/11	511,955.18	786,636.45	274,681.27	28,079.00
10,000	Vodafone Group PLC ADS	02/19/13	253,076.00	370,900.00	117,824.00	29,570.00
			765,031.18	**1,157,536.45**	**392,505.27**	**57,649.00**
17,220	Wisdom Tree Japan Hedged Equity	12/28/12	626,119.20	866,338.20	240,219.00	8,320.70
Common Stock TOTAL			**13,070,147.83**	**17,251,725.50**	**4,181,577.67**	**358,245.85**
Preferred Stock						
8,000	Cohen & Steers Ltd Dur Pfd Fd	07/26/12	200,000.00	179,280.00	(20,720.00)	15,400.00
7,000	Cohen & Steers Ltd Dur Pfd Fd	11/27/12	173,714.10	156,870.00	(16,844.10)	13,475.00
15,000	Cohen & Steers Ltd Dur Pfd Fd		373,714.10	336,150.00	(37,564.10)	28,875.00

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
5,000	Cohen & Steers Pfd & Incm Fd	12/02/11	109,547.00	118,550.00	9,003.00	10,645 00
5,000	Cohen & Steers Pfd & Incm Fd	12/23/11	107,508.00	118,550.00	11,042.00	10,645.00
971	Cohen & Steers Pfd & Incm Fd	12/29/11	20,973.60	23,022.41	2,048.81	2,067.26
3,800	Cohen & Steers Pfd & Incm Fd	12/29/11	82,308.00	90,098.00	7,790.00	8,090.20
229	Cohen & Steers Pfd & Incm Fd	12/29/11	4,962.43	5,429.59	467.16	487.54
15,000	Cohen & Steers Pfd & Incm Fd		325,299.03	355,650.00	30,350.97	31,935.00
10,000	First Republic Bank Ser A 6.7%	01/17/12	250,000.00	248,900.00	(1,100.00)	16,750.00
10,000	First Republic Bank Ser A 6.7%	01/25/12	249,800.00	248,900.00	(900.00)	16,750.00
20,000	First Republic Bank Ser A 6.7%		499,800.00	497,800.00	(2,000.00)	33,500.00
Preferred Stock TOTAL			**1,198,813.13**	**1,189,600.00**	**(9,213.13)**	**94,310.00**
Warrants and Rights						
526	Mirant Shares In Escrow	02/22/06	460.23	-	(460.23)	
50	Mirant Shares In Escrow	09/11/08	-	-	-	
576	Mirant Shares In Escrow		460.23	-	(460.23)	-
Mutual Bond Funds						
130,304.991	Oppenheimer Sr Float Rate Y	08/16/13	1,090,633.41	1,093,258.87	2,625.46	56,161.45
29,533.160	Prudential Absolute Return Bond Fund	08/25/13	295,276.45	289,720.30	(5,556.15)	8,939.39
179,673.427	Prudential High Yield Fund	03/26/13	1,039,780.27	1,031,325.47	(8,454.80)	68,994.60
Mutual Bond Funds TOTAL			**2,425,690.13**	**2,414,304.64**	**(11,385.49)**	**134,095.44**
TOTAL			**20,376,948.16**	**24,884,285.90**	**4,507,337.74**	**780,946.51**

SPECIAL HOLDINGS

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2013 674-931780

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Fund of Funds						
1,828,812	Excalibur Partners	01/01/05	2,144,216.30	2,296,046.11	151,829.81	-
11,917	Nothung Partners, LLP	01/01/05	(34,485.60)	7,828.08	42,313.68	-
			2,109,730.70	2,303,874.19	194,143.49	-
Equity Funds						
1,500,000	Highwater Global Fund, LLC	09/01/05	1,374,383.00	2,022,601.67	648,218.67	-
Master Limited Partnerships						
10,000	Alliance Bernstein Holding LP	12/21/12	184,232.80	221,900.00	37,667.20	24,000.00
10,000	Alliance Bernstein Holding LP	12/21/12	184,232.80	221,900.00	37,667.20	24,000.00
5,000	Alliance Bernstein Holding LP	03/26/13	92,116 40	110,950.00	18,833.60	12,000.00
25,000	Alliance Bernstein Holding LP		460,582.00	554,750.00	94,168.00	60,000.00
25,000	KKR Financial Holdings LLC	12/21/12	250,057 50	201,600.00	(48,457.50)	-
Master Limited partnerships Total			**710,639.50**	**756,350.00**	**45,710.50**	**60,000.00**
Partnerships						
768,477	Fir Tree Recovery Fund	06/30/03	1,422,362.15	1,715,360.55	292,998.40	-
74,833	Longacre Capital Partners L.P.	06/30/03	7,064.79	16,239.66	9,174.87	-
8,684	Monsoon India Inflection Fund 2	12/30/03	16,084.53	19,389.31	3,304.78	-
100,000	Walnut Street Absolute Return Fund	01/01/06	978.00	978.00	-	-
500,000	Rose Smart Growth Fund	09/01/07	391,879.00	563,500.00	171,621.00	-
Partnerships TOTAL			1,838,368 47	2,315,467.52	477,099.05	-
GRAND TOTAL			**26,410,069.83**	**32,282,579.28**	**5,872,509.45**	**840,946.51**

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERSHING INVESTMENT - STATEMENT ATTACHED A	PURCHASED	VARIOUS	11/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,621,689.	3,728,581.	0.	0.	<106,892.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERSHING INVESTMENT - STATEMENT ATTACHED A	PURCHASED	VARIOUS	11/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,782,207.	7,912,786.	0.	0.	869,421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS THRU PERSHING INVESTMENTS	PURCHASED		12/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,113.	0.	0.	0.	6,113.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5,027.	0.	0.	<5,027.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1466 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	12/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,880,731.	407,312.	0.	0.	1,473,419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
273 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	02/14/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,563.	75,695.	0.	0.	<11,132.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
134 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	05/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,622.	37,075.	0.	0.	<5,453.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
222 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	07/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,703.	61,791.	0.	0.	<9,088.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CENDANT LITIGATION	PURCHASED		01/28/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133.	0.	0.	0.	133.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TYCO LITIGATION SETTLEMENT	PURCHASED		06/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130.	0.	0.	0.	130.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TYCO LITIGATION SETTLEMENT	PURCHASED		10/09/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
288.	0.	0.	0.	288.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	3,352.	0.	0.	<3,352.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LOSSES ON SALE THRU PARTNERSHIPS	PURCHASED	VARIOUS	11/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	184,332.	0.	0.	<184,332.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS ON SALE THRU PARTNERSHIPS	PURCHASED	VARIOUS	11/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
333,830.	0.	0.	0.	333,830.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12.	0.	0.	0.	12.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,238.	0.	0.	0.	2,238.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM LOSSES THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,954.	0.	0.	0.	7,954.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19.	0.	0.	0.	19.

NET GAIN OR LOSS FROM SALE OF ASSETS	2,368,281.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,368,281.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNRELATED INCOME THRU PARTNERSHIPS	52,236.	0.	
OTHER INCOME THRU PARTNERSHIPS	<177,095.>	<177,095.>	
SECTION 988 GAIN/(LOSS) THRU PARTNERSHIPS	<25,090.>	<25,090.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<149,949.>	<202,185.>	

FORM 990-PF — LEGAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	14,500.	0.		14,500.
TO FM 990-PF, PG 1, LN 16A	14,500.	0.		14,500.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,140.	18,105.		6,035.
TO FORM 990-PF, PG 1, LN 16B	24,140.	18,105.		6,035.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	8,352.	8,352.		0.
FOREIGN TAXES WITHHED THRU PARTNERSHIPS REPORTED ON FORM 990-T	3,653.	3,653.		0.
EXCISE TAX	25,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,505.	12,005.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	154,309.	154,309.		0.
TELEPHONE	7,861.	0.		7,861.
OFFICE EXPENSES	34,165.	0.		38,991.
RE-AMP PROJECT	521,990.	0.		521,990.
NON-DEDUCTIBLE EXPENSES	157.	0.		0.
FILING FEE	699.	0.		699.
DUES & FEES	14,944.	0.		14,944.
PORTFOLIO DEDUCTIONS THRU PARTNERSHIPS	125,964.	125,964.		0.
INVESTMENT INTEREST EXPENSES THRU PARTNERSHIPS	63,279.	63,279.		0.
INVESTMENT INTEREST EXPENSES THRU PARTNERSHIPS REPORTED ON FORM 990-T	771.	0.		0.
CONSULTING FEES	175,452.	0.		175,452.
BOOKKEEPING	10,800.	0.		10,800.
INSURANCE	7,971.	0.		7,971.
BANK CHARGES	2,430.	0.		2,430.
FOREIGN TAXES 990-T	23.	0.		0.
COLLABORATIVE NEWWORK EXPENSES	37,738.	0.		37,738.
TO FORM 990-PF, PG 1, LN 23	1,158,553.	343,552.		818,876.

FOOTNOTES STATEMENT 9

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER 501 (C) (3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLELGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS ETC. ARE MADE TO INDIVIDUALS.

SUPPLEMENTARY STATEMENTS

PART: IX-A LINE: 2 SUPPLEMENTARY INFORMATION

RE-AMP IS AN ENGAGED LEARNING COMMUNITY OF FOUNDATIONS & NON-GOVERNMENTAL/NON PROFIT ORGANIZATIONS INITIATED BY THE GARFIELD FOUNDATION TO STRATEGIZE IN A COLLABORATIVE MANNER THROUGH A SERIES OF MEETINGS AND ON-GOING INFORMATION ANALYSIS.

RE-AMP(RENEWABLE ENERGY ALIGNMENT MAPPING PROJECT) HAS LAID THE GROUNDWORK FOR A THREE-PRONGED, MULTI-STAKEHOLDER STRATEGY THAT AIMS TO CREATE A CLEAN, EFFICIENT, SECURE ENERGY SYSTEM FOR THE 21ST CENTURY IN THE UPPER MIDWEST STATES OF ILLINOIS, MINNESOTA, WISCONSIN,IOWA, NORTH DAKOTA & SOUTH DAKOTA.

THIS SYSTEM WILL PRODUCE 80% LESS GLOBAL WARMING POLLUTION WHILE REVITALIZING THE REGION'S ECONOMY OVER THE NEXT TWO DECADES.

RE-AMP ENABLES NON-PROFIT 501(C)3 ORGANIZATIONS TO DESIGN PROGRAMS THAT ARE HIGHLY COORDINATED AND FUNDERS TO POOL RESOURCES FOR THE MOST EFFECTIVE GRANT MAKING ON THE ISSUE.

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

DESCRIPTION	AMOUNT
PARTNERSHIP UNREALIZED APPRECIATION	133,432.
TOTAL TO FORM 990-PF, PART III, LINE 3	133,432.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEASEHOLD IMPROVEMENTS	6,323.	2,923.	3,400.	3,400.
FURNITURE & FIXTURES	1,470.	1,470.	0.	0.
VIEWSONIC17".26 SVGA COLOR MONITOR	394.	394.	0.	0.
PENTIUM III 800MHZ COMPUTER	2,185.	2,185.	0.	0.
HP DESKJET 1250CSE COLOR PRINTER	675.	675.	0.	0.
PROGRAM EQUIPMENT	1,872.	1,872.	0.	0.
SOFTWARE	6,280.	6,280.	0.	0.
SOFTWARE	4,606.	4,606.	0.	0.
FURNITURE & FIXTURES	1,729.	1,729.	0.	0.
FURNITURE & FIXTURES	1,446.	1,446.	0.	0.
PROGRAM EQUIPMENT	895.	895.	0.	0.
PROGRAM EQUIPMENT	1,910.	1,910.	0.	0.
PROGRAM EQUIPMENT	3,512.	3,512.	0.	0.
PROGRAM EQUIPMENT - LCD PROJECTOR	1,126.	1,126.	0.	0.
FURNITURE & FIXTURES	1,188.	993.	195.	195.
FURNITURE & FIXTURES	924.	132.	792.	792.
SOFTWARE	5,318.	1,773.	3,545.	3,545.
TO 990-PF, PART II, LN 14	41,853.	33,921.	7,932.	7,932.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE STMT B	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STMT B	13,070,148.	17,251,725.
MUTUAL FUNDS - SEE STMT B	2,425,690.	2,414,305.
PREFERRED STOCKS - SEE STMT B	1,198,813.	1,189,600.
55,402 SHS TRILINC GLOBAL IMPACT FUND LLC	500,000.	508,920.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,194,651.	21,364,550.

FORM 990-PF CORPORATE BONDS STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT B	2,399,822.	2,737,721.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,399,822.	2,737,721.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIR TREE RECOVERY FUND	COST	1,422,362.	1,715,361.
LIBRA OFFSHORE LIMITED	COST	0.	0.
EXCALIBUR PARTNERS LLP	COST	2,144,216.	2,277,163.
NOTHUNG PARTNERS LLP	COST	<34,486.>	7,828.
HIGHWATER GLOBAL FUND LLC	COST	1,374,383.	2,022,602.
MONSOON INDIA INFLECTION FUND	COST	16,085.	19,389.
WALNUT STREET ABSOLUTE RETURN FUND	COST	978.	978.
WARRANTS & RIGHTS	COST	460.	0.
ROSE SMART GROWTH INVESTMENT I LP	COST	391,879.	500,000.
LONGACRE (LCP) SPV IV, LLC	COST	7,065.	16,240.
25,000 UNITS ALLIANCE BERNSTEIN HLG LP	COST	460,582.	554,750.
25,000 UNITS KKR FINANCIAL HLD LLC	COST	250,058.	250,058.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,033,582.	7,364,369.

FORM 990-PF — INTEREST AND PENALTIES — STATEMENT 16

TAX DUE FROM FORM 990-PF, PART VI	18,502.
UNDERPAYMENT PENALTY	40.
LATE PAYMENT INTEREST	280.
LATE PAYMENT PENALTY	555.
TOTAL AMOUNT DUE	19,377.

FORM 990-PF — LATE PAYMENT PENALTY — STATEMENT 17

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	04/15/14	38,002.	38,002.		
EXTENSION PAYMENT	04/15/14	<19,500.>	18,502.	6	555.
DATE FILED	10/15/14		18,502.		
TOTAL LATE PAYMENT PENALTY					555.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 18

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	04/15/14	38,002.	38,002.	.0300		
EXTENSION PAYMENT	04/15/14	<19,500.>	18,502.	.0300	183	280.
DATE FILED	10/15/14		18,782.			
TOTAL LATE PAYMENT INTEREST						280.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 19
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JENNIFER DOWNING / PROGRAM ASSISTANT
89 NORTH WATER STREET
NEW BEDFORD, MA 02740

TELEPHONE NUMBER

508-997-3199

FORM AND CONTENT OF APPLICATIONS

QUALIFYING NON-PROFIT ORGANIZATIONS WISHING TO INQUIRE ABOUT APPLYING FOR A GRANT MUST SEND A BRIEF E-MAIL SUMMARIZING THE PROJECT CONCEPT TO INQUIRY@GARFIELDFOUNDATION.ORG. IF THE ORGANIZATION IS INVITED TO APPLY FOR A GRANT, THE FOUNDATION WILL PROVIDE SPECIFIC PROPOSAL GUIDELINES.

ANY SUBMISSION DEADLINES

PROPOSAL SUBMISSION DEADLINES VARY PER APPLICANT.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATIONS AWARDS GRANTS IN TWO KEY AREAS: ENVIRONMENTAL SUSTAINABILITY AND COMMUNITY REVITALIZATION, AND SUPPORTS PROJECTS PRIMARILY WITHIN THE UNITED STATES, WITH THE EXCEPTION OF ITS BIODIVERSITY CONSERVATION PROGRAMS.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS	031201	SL	27.50	17	6,323.			6,323.	2,693.		230.
2	FURNITURE & FIXTURES	030801	200DB	7.00	17	1,470.			1,470.	1,470.		0.
3	VIEWSONIC17".26 SVGA COLOR MONITOR	071601	200DB	5.00	17	394.			394.	394.		0.
4	PENTIUM III 800MHZ COMPUTER	012201	200DB	5.00	17	2,185.			2,185.	2,185.		0.
5	HP DESKJET 1250CSE COLOR PRINTER	012201	200DB	5.00	17	675.			675.	675.		0.
6	PROGRAM EQUIPMENT	100202	200DB	5.00	17	1,872.			1,872.	1,872.		0.
7	SOFTWARE	071502	200DB	3.00	17	6,280.			6,280.	6,280.		0.
8	SOFTWARE	102902	200DB	3.00	17	4,606.			4,606.	4,606.		0.
9	FURNITURE & FIXTURES	033103	200DB	7.00	17	1,729.			1,729.	1,729.		0.
10	FURNITURE & FIXTURES	082903	200DB	7.00	17	1,446.			1,446.	1,446.		0.
11	PROGRAM EQUIPMENT	121302	200DB	5.00	17	895.			895.	895.		0.
12	PROGRAM EQUIPMENT	051804	200DB	5.00	17	1,910.			1,910.	1,910.		0.
13	PROGRAM EQUIPMENT	111704	200DB	5.00	17	3,512.			3,512.	3,512.		0.
14	PROGRAM EQUIPMENT - LCD PROJECTOR	042407	200DB	5.00	17	1,126.			1,126.	1,126.		0.
15	FURNITURE & FIXTURES	093008	200DB	7.00	17	1,188.			1,188.	889.		104.
16	FURNITURE & FIXTURES	112613	200DB	7.00	19C	924.			924.			132.
17	SOFTWARE	032713	200DB	3.00	19A	5,318.			5,318.			1,773.
	* TOTAL 990-PF PG 1 DEPR					41,853.		0.	41,853.	31,682.	0.	2,239.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions
THE GARFIELD FOUNDATION
C/O BEHAN LING & RUTA CPA'S, P.C.

Employer identification number (EIN) or
22-2285358

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O RAICH ENDE MALTER & CO. LLP - 475 PARK AVE SO.

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10016

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ RAICH ENDE MALTER & CO. LLP 475 PARK AVE SO., 31ST FL - NEW YORK, NY 10016
  Telephone No. ▶ 212-695-7003 FAX No. ▶ 212-695-3031
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until OCTOBER 15, 2014.

5 For calendar year ______ , or other tax year beginning DEC 1, 2012 , and ending NOV 30, 2013 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
SEE STATEMENT ATTACHED

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 41,225.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 41,225.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ CPA Date ▶ 6/30/14

223842
01-21-13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
THE GARFIELD FOUNDATION
C/O BEHAN LING & RUTA CPA'S, P.C.

Employer identification number (EIN) or
22-2285358

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O RAICH ENDE MALTER & CO. LLP - 475 PARK AVE SO

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10016

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ RAICH ENDE MALTER & CO. LLP
475 PARK AVE SO., 31ST FL - NEW YORK, NY 10016

Telephone No. ▶ 212-695-7003 FAX No. ▶ 212-695-3031

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JULY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning DEC 1, 2012 , and ending NOV 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 41,225.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 21,725.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 19,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE GARFIELD FOUNDATION C/O RAICH ENDE MALTER & CO. LLP	FORM 990-PF PAGE 1	22-2285358

Part I **Election To Expense Certain Property Under Section 179 Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	334.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property		5,318.	3 YRS.	HY	200DB	1,773.
b	5-year property						
c	7-year property		924.	7 YRS.	HY	200DB	132.
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property	/		27 5 yrs	MM	S/L	
		/		27 5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	2,239.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

GARFIELD FOUNDATION

Grant Agreement

Organization:	CityWorks, Inc.
Grant Purpose:	General Operations
Organizational Representative:	Thomas Clark, Executive Director
Email:	tclark@ecityworks.com
Address:	122 West State Street, Trenton, NJ 08608
Phone:	(609) 984-8333

Grant Description:
CityWorks will continue to provide commercial real estate development expertise to local nonprofit community development organizations and civil authorities on economic development opportunities in New Jersey's underserved communities including land planning, mixed use, retail and commercial facility development.

Grant Activities & Deliverables:
- Finalize the proposed merger with City National Bank (CNB).
- Continue to build out and lease Phase II of the Midtown Commons in Neptune.
- Bring to fruition and populate pipeline projects including: CNB-related redevelopment projects, Stockton Street Redevelopment, East Trenton Collaborative, the Trenton Neighborhood Stabilization Program, and the Restoration Outreach Christian Kare (R.O.C.K.) Center.
- Identify new revenue and income streams for future organizational sustainability.

Please refer to the proposal for details on 2013-14 grant activities and budget.

Grant Period: May 1, 2013 – April 30, 2014

Approved Grant: $100,000

Grant Conditions & Contingencies:
This grant is intended for operation expenses and will not be used to supplement expenses that should be covered by consulting income. Further, Garfield Foundation grants will not be used to pay for any existing or future debt payments.

Reporting Requirements & Schedule:
<u>Narrative Progress Reports</u>
- *Semi-Annual* report, submitted by **November 30, 2013**
- *Final* report, submitted by **May 31, 2014**

Narrative progress reports will describe how grant funds have been spent and the progress and/or challenges associated with the 'Grant Activities & Deliverables' noted above. Narrative reports will also include reflective evaluation and describe how the grant's outcomes are affecting beneficiaries. The final narrative report will additionally reflect on the full grant cycle articulating cumulative progress and challenges, impact, and future outlook.

Financial Documentation

- *FY 2013* organizational expenditure report*(covering October 1, 2012-September 30, 2013)*, submitted by **November 30, 2013**
- *FY 2014* operating budget*(covering October 1, 2013-September 30, 2014)*, submitted by **November 30, 2013**
- *Year-to-date* organizational expenditure report *(covering October 1, 2013-April 30, 2014)* due by **May 31, 2014**

Organizational expenditure reports will detail all expenses incurred by CityWorks, Inc. during FY 2013 and FY 2014 *(specifically for the period October 1, 2013-April 30, 2014)* in accordance with the associated operations budget for each fiscal year. All income (i.e., private, government and in-kind contributions) generated for the organization during each fiscal year will also be reported.

On behalf of the **Garfield Foundation**
Executive Director, Jennie Curtis

Date: 5/6/13

Jennie Curtis

CityWorks Inc. hereby agrees to the terms and conditions of the grant as recited above.

On behalf of **CityWorks Inc.**
Executive Director, Thomas Clark

Date: 5/13/13

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2013

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

Line 5c: Statement required by Regulations section 53.4945-5 (d)

(I) **The name and address of the grantee:**

One Earth Initiative Society
Project: Accelerating and Amplifying Change: Transforming Consumption
production towards sustainability
1255 Main Street, Unit #1205
Vancouver, MA V6A 4G!

(II) **The date and the amount of the grant:**

October 1, 2012 $35,000.00

(III) **The purpose of the grant**

See statement attached

(IV) **The amounts expended by the grantee(based upon the most recent report received from the grantee).**

December 10, 2012 $35,000.00

(V) **Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor).**

No

(VI) **The dates of any reports received from the grantee.**

April 30, 2013
October 31, 2013

(VII) **The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under paragraph 1 of this section by the grantor or by others at the direction of the grantor.**

March 1, 2013 reviewed
July 11, 2013 reviewed

GARFIELD FOUNDATION

Dear Vanessa Timmer:

The Garfield Foundation (the "Foundation") has approved a grant to One Earth Initiative Society for its project, ***Accelerating and Amplifying Change: Transforming Consumption & Production Towards Sustainability***. The grant will support the next phase (as determined by the planning team) of the systems mapping project aimed at applying systems thinking and analysis to systems of production and consumption. Specifically, grant funds will support One Earth Initiative Society to coordinate, conduct outreach, convene and develop the project.

One Earth Initiative Society has been designated the recipient of the U.S. $35,000 award to be utilized for the designated purpose between **October 1, 2012-September 30, 2013**.

Reporting Requirements & Schedule:
Narrative Progress Reports

- *Semi-annual* narrative report, submitted by **April 30, 2013**
- *Final* narrative report, submitted by **October 31, 2013**

Narrative progress reports will describe how grant funds have been spent and the progress and/or challenges associated with the activities & deliverables noted under point #1. Narrative reports will also include reflective evaluation and describe how the grant's outcomes are affecting beneficiaries. The final narrative report will additionally reflect on the full grant cycle articulating cumulative progress and challenges, impact, and future outlook.

Financial Documentation

- *FY 2012* organizational expenditure report *(covering January 1, 2012-December 31, 2012)*, submitted by **February 15, 2013**
- *FY 2013* operations budget *(covering January 1, 2013-December 31, 2013)*, submitted by **February 15, 2013**
- *Final* project expenditure report *(covering October 1, 2012-September 30, 2013)*, submitted by **October 31, 2013**
- *Year-to-date* organizational expenditure report *(covering January 1, 2013-September 30, 2013)*, submitted by **October 31, 2013**

In an effort to understand an organization's full financial position, the Foundation requires its grantees to provide fiscal year operating budgets and organizational expenditure reports that coincide with the grant period.

Organizational expenditure reports will detail all expenses incurred by One Earth Initiative Society during FY 2012 and FY 2013 *(specifically for the period January 1, 2013-September 30, 2013)* in accordance with the associated operations budget for each fiscal year. All income (i.e., private, government and in-kind contributions) generated for the organization during each fiscal year will also be reported.

The project expenditure report will detail all expenses associated with the project occurring during the grant period in accordance with the approved project budget outlined in the proposal. All income (i.e., private, government and in-kind contributions) generated for the project during the grant period will also be reported.

89 North Water Street • New Bedford, MA 02740 • Tel: 508-997-3199 • Fax: 508-997-3122
www.garfieldfoundation.org

Because One Earth Initiative Society is a registered non-profit, non-governmental organization in British Columbia, Canada but is not recognized as a United States charity under Section 501(c)(3) of the United States Internal Revenue Code, the Foundation is required to obtain your agreement to the following terms to assure compliance with the U.S. Internal Revenue Code.

1. One Earth Initiative Society was created in 2007, and is operated exclusively for charitable [or educational] purposes. The activities of One Earth Initiative Society as relevant to this grant include:

   - In collaboration with the identified planning team, play role of project coordinator and leader determining needs, identifying problems, suggesting solutions, and guiding collective strategies.
   - Design and facilitate monthly (and more frequent if necessary) conference calls of the planning team to co-create the project, including determining outreach and information needs and producing materials for it.
   - Manage logistics and facilitate an in-person planning team meeting in December 2012 to continue designing the project; an in-person meeting for {up to} 45 stakeholders in spring 2013 as follow-up to the initial SPC systems mapping meeting that took place in March 2011; and other in-person and on-line meetings (as determined necessary), being responsive to participant needs, suggestions and collaborative projects.
   - Promote and advocate for SPC and the project by developing materials and executing outreach; building network membership and creating highly valued network services; distilling SPC information within and outside the network; and cultivating potential funders.
   - Manage information flows and determine what is missing and what additional information needs to be developed.

   ** Please refer to the proposal for the details of activities and budget associated with this grant.*

2. One Earth Initiative Society has no shareholders or members who have a proprietary interest in its income and assets. In the event that One Earth Initiative Society were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary or educational purposes. One Earth Initiative Society is not controlled by or operated in connection with any other organization.

3. The laws and customs applicable to One Earth Initiative Society:

   a) Do not permit it to engage in activities that are not for religious, charitable, scientific, literary or educational purposes or to attempt to influence legislation by propaganda or otherwise.

   b) Do not permit it directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

   c) Do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of One Earth Initiative Society's charitable activities, or as payment of reasonable compensation for service rendered or a payment representing the fair market value of property which One Earth Initiative Society has purchased.

4. The entire grant funds will be used for the charitable purpose of enabling One Earth Initiative Society to complete the activities described in detail in the attached proposal. One Earth

Initiative Society will not use any portion of the grant funds, including any interest earned thereon, for any other purpose without prior written approval by the Foundation.

5. One Earth Initiative Society will not use the grant funds for any purpose that would be prohibitive were it an American organization as described in section 501(c)(3) of the Internal Revenue Code.

6. One Earth Initiative Society will repay any portion of the amount of the grant that is not used for the project in accordance with the terms of this agreement.

7. One Earth Initiative Society agrees to supply the Foundation with such other information as may be necessary or desirable to permit the Foundation to exercise its responsibility for the supervision of the grant as required by the Internal Revenue Code.

8. Termination:

   a) For Cause. If the Foundation determines at any time that One Earth Initiative Society has failed to comply with any term of this Agreement, the Foundation may thereupon terminate the Agreement, in whole or in part, by giving written notice to One Earth Initiative Society. Such notice shall become effective upon receipt or as indicated in the termination notice.

   b) For Convenience. For its Convenience, the Foundation may terminate this Agreement at any time by giving written notice to One Earth Initiative Society. Such notice shall become effective thirty (30) days after its receipt or as is indicated in the termination notice.

   The Foundation shall not be obligated to pay for any expenses incurred by One Earth Initiative Society after the effective date of any notice of termination. Upon its effective date, One Earth Initiative Society shall stop work and take all reasonable steps to preserve and protect all work products produced to date and comply with instruction from the Foundation as to the disposition thereof. Upon termination, One Earth Initiative Society shall promptly submit to the Foundation a final narrative report, a final financial report, and any unexpended project funds.

9. One Earth Initiative Society agrees to maintain records of receipts and expenditures and to make its books and records available to the Foundation at reasonable times.

10. A written instrument executed by both the Foundation and One Earth Initiative Society may modify this agreement.

11. One Earth Initiative Society agrees not to use any portion of the grant

    a. To carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of section 4945(d)(1) of the Internal Revenue Code of the United States);

    b. To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Internal Revenue Code of the United States);

    c. To make any grant which does not comply with the requirements of section 4945(d)(3) or (4) of the Internal Revenue Code of the United States; or

    d. To undertake any activity for any purpose other than one specified in section 17(c)(2)(B).

On behalf of:

Garfield Foundation
89 N. Water Street
New Bedford, MA 02740

Executive Director, Jennie Curtis

Jennie Curtis

Date: 5 December 2012 ______________________________

One Earth Initiative Society hereby agrees to the terms and conditions of the grant as recited above.

On behalf of:

One Earth Initiative Society
1255 Main Street, Unit #1205
Vancouver, BC, V6A 4G5
604-813-3361

Executive Director, Vanessa Timmer

Date: 1 October 2012 ______________________________

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2013

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

Line 5c: Statement required by Regulations section 53.4945-5 (d)

(I) **The name and address of the grantee:**

One Earth Initiative Society
Project: Accelerating and Amplifying Change: Transforming Consumption
production towards sustainability
1255 Main Street, Unit #1205
Vancouver, MA V6A 4G!

(II) **The date and the amount of the grant:**

October 1, 2013 $84,000.00

(III) **The purpose of the grant**

See statement attached

(IV) **The amounts expended by the grantee(based upon the most recent report received from the grantee).**

November 27, 2013 $84,000.00

(V) **Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor).**

No

(VI) **The dates of any reports received from the grantee.**

April 30, 2013
October 31, 2013

(VII) **The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under paragraph 1 of this section by the grantor or by others at the direction of the grantor.**

March 1, 2013 reviewed
July 11, 2013 reviewed

GARFIELD FOUNDATION

Dear Vanessa Timmer:

The Garfield Foundation (the "Foundation") has approved a grant to One Earth Initiative Society for its project, ***Accelerating and Amplifying Change: Transforming Consumption & Production Towards Sustainability***. This grant will provide follow-up support for the next phase of the systems mapping project coordinated by One Earth Initiative Society during the last year. Specifically, grant funds will support One Earth to manage and continue to develop the project.

One Earth Initiative Society has been designated the recipient of the U.S. $84,000 award *($50,000 – systems mapping project coordination; $34,000 – capacity/field building fund)* to be utilized for the designated purposes outlined below between **October 1, 2013-September 30, 2014**.

Reporting Requirements & Schedule:
Narrative Progress Reports

- *Semi-annual* narrative report, submitted by **April 30, 2014**
- *Final* narrative report, submitted by **October 31, 2014**

Narrative progress reports will describe how grant funds have been spent and the progress and/or challenges associated with the activities & deliverables noted under section #1 (below). Narrative reports will also include reflective evaluation and describe how the grant's outcomes are affecting beneficiaries. The final narrative report will additionally reflect on the full grant cycle articulating cumulative progress and challenges, impact, and future outlook.

Financial Documentation
- *FY 2013* organizational expenditure report *(covering January 1, 2013-December 31, 2013)*, submitted by **February 15, 2014**
- *FY 2014* operations budget *(covering January 1, 2014-December 31, 2014)*, submitted by **February 15, 2014**
- *Year-to-date* organizational expenditure report *(covering January 1, 2014-September 30, 2014)*, submitted by **October 31, 2014**
- *Final* expenditure report for capacity/field building fund *(covering October 1, 2013-September 30, 2014)*, submitted by **October 31, 2014**

In an effort to understand an organization's full financial position, the Foundation requires its grantees to provide fiscal year operating budgets and organizational expenditure reports that coincide with the grant period.

Organizational expenditure reports will detail all expenses incurred by One Earth Initiative Society during FY 2013 and FY 2014 in accordance with the associated operations budget for each fiscal year. All income (i.e., private, government and in-kind contributions) generated for the organization during each fiscal year will also be reported.

The expenditure report for the capacity/field building fund will detail all associated expenses during the grant period and will account for how the Garfield Foundation's $34,000 contribution to the capacity building fund was allocated. All income (i.e., private, government and in-kind contributions) generated for the fund during the grant period will also be reported.

Because One Earth Initiative Society is a registered non-profit, non-governmental organization in British Columbia, Canada but is not recognized as a United States charity under Section 501(c)(3) of the United States Internal Revenue Code, the Foundation is required to obtain your agreement to the following terms to assure compliance with the U.S. Internal Revenue Code.

1. One Earth Initiative Society was created in 2007, and is operated exclusively for charitable [or educational] purposes. The activities of One Earth Initiative Society as relevant to this grant include:

    - Oversight and strategic development of the project as a whole, including deep dive activities, a common knowledge learning platform/website, and other project materials.
    - Facilitating the use of systems approaches and capacity building by connecting activities with systems experts and tools, and delivering capacity development via webinars and coaching.
    - Hosting and nurturing the development of the sustainable consumption and production systems map.
    - Connecting and supporting the decentralized leadership for the three deep dive areas through research, brokering partnerships (including funders), online meetings, and in-person convenings.
    - Enabling synthesis across the three activities, including an Advisory Synthesis Committee, webinars, reports and meetings; and identifying unintended negative or hindering effects and synergistic solutions/approaches.
    - Harnessing insights and approaches from parallel activities being undertaken by individuals, organizations and networks.
    - Communicating and engaging outside the project.
    - Building the field of sustainable consumption and production.
    - Managing a special capacity fund - $34,000 from the Garfield Foundation plus other funder contributions - that SPC organizations and networks will be able to access to help with applied systems analysis on their specific sustainable production or consumption issue.

    ** Please refer to the proposal for the details of activities and budget associated with this grant.*

2. One Earth Initiative Society has no shareholders or members who have a proprietary interest in its income and assets. In the event that One Earth Initiative Society were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary or educational purposes. One Earth Initiative Society is not controlled by or operated in connection with any other organization.

3. The laws and customs applicable to One Earth Initiative Society:

    a) Do not permit it to engage in activities that are not for religious, charitable, scientific, literary or educational purposes or to attempt to influence legislation by propaganda or otherwise.

    b) Do not permit it directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

c) Do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of One Earth Initiative Society's charitable activities, or as payment of reasonable compensation for service rendered or a payment representing the fair market value of property which One Earth Initiative Society has purchased.

4. The entire grant funds will be used for the charitable purpose of enabling One Earth Initiative Society to complete the activities described in detail in the attached proposal. One Earth Initiative Society will not use any portion of the grant funds, including any interest earned thereon, for any other purpose without prior written approval by the Foundation.

5. One Earth Initiative Society will not use the grant funds for any purpose that would be prohibitive were it an American organization as described in section 501(c)(3) of the Internal Revenue Code.

6. One Earth Initiative Society will repay any portion of the amount of the grant that is not used for the project in accordance with the terms of this agreement.

7. One Earth Initiative Society agrees to supply the Foundation with such other information as may be necessary or desirable to permit the Foundation to exercise its responsibility for the supervision of the grant as required by the Internal Revenue Code.

8. Termination:

   a) For Cause. If the Foundation determines at any time that One Earth Initiative Society has failed to comply with any term of this Agreement, the Foundation may thereupon terminate the Agreement, in whole or in part, by giving written notice to One Earth Initiative Society. Such notice shall become effective upon receipt or as indicated in the termination notice.

   b) For Convenience. For its Convenience, the Foundation may terminate this Agreement at any time by giving written notice to One Earth Initiative Society. Such notice shall become effective thirty (30) days after its receipt or as is indicated in the termination notice.

   The Foundation shall not be obligated to pay for any expenses incurred by One Earth Initiative Society after the effective date of any notice of termination. Upon its effective date, One Earth Initiative Society shall stop work and take all reasonable steps to preserve and protect all work products produced to date and comply with instruction from the Foundation as to the disposition thereof. Upon termination, One Earth Initiative Society shall promptly submit to the Foundation a final narrative report, a final financial report, and any unexpended project funds.

9. One Earth Initiative Society agrees to maintain records of receipts and expenditures and to make its books and records available to the Foundation at reasonable times.

10. A written instrument executed by both the Foundation and One Earth Initiative Society may modify this agreement.

11. One Earth Initiative Society agrees not to use any portion of the grant

    a. To carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of section 4945(d)(1) of the Internal Revenue Code of the United States);

b. To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Internal Revenue Code of the United States);

c. To make any grant which does not comply with the requirements of section 4945(d)(3) or (4) of the Internal Revenue Code of the United States; or

d. To undertake any activity for any purpose other than one specified in section 17(c)(2)(B).

On behalf of:

Garfield Foundation
89 N. Water Street
New Bedford, MA 02740

Executive Director, Jennie Curtis

Jennie Curtis

Date: 1October, 2013

One Earth Initiative Society hereby agrees to the terms and conditions of the grant as recited above.

On behalf of:

One Earth Initiative Society
1255 Main Street, Unit #1205
Vancouver, BC, V6A 4G5
604-813-3361

Executive Director, Vanessa Timmer

Date: 1 October, 2013