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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 04-01-2013 , and ending 03-31-2014

Name of foundation THE SHARED EARTH FOUNDATION		A Employer identification number 52-2151843	
Number and street (or P O box number if mail is not delivered to street address) 113 HOFFMAN LANE		B Telephone number (see instructions) (410) 778-6868	
City or town, state or province, country, and ZIP or foreign postal code CHESTERTOWN, MD 21620		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,724,615	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	630,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	196,878	196,878		
	4 Dividends and interest from securities.	80,377	80,377		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	85,331			
	b Gross sales price for all assets on line 6a 5,645,658				
	7 Capital gain net income (from Part IV, line 2) . . .		85,331		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	992,586	362,586		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,775	7,775		0
	c Other professional fees (attach schedule)	99,191	99,191		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	26,173	3,662		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,793	4,793		0
	24 Total operating and administrative expenses. Add lines 13 through 23	137,932	115,421		0
	25 Contributions, gifts, grants paid	584,145			584,145
	26 Total expenses and disbursements. Add lines 24 and 25	722,077	115,421		584,145
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	270,509			
	b Net investment income (if negative, enter -0-)		247,165		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	272,032	181,635	181,635
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	9,278,740	9,665,886	12,042,980
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 29,037 Less accumulated depreciation (attach schedule) ▶ 29,037			
15	Other assets (describe ▶ _____)	500,000	500,000	500,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,050,772	10,347,521	12,724,615	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	15,000	
	23	Total liabilities (add lines 17 through 22)	0	15,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	10,050,772	10,332,521	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,050,772	10,332,521	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,050,772	10,347,521		

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	10,050,772
2	Enter amount from Part I, line 27a	2	270,509
3	Other increases not included in line 2 (itemize) ▶ _____	3	11,240
4	Add lines 1, 2, and 3	4	10,332,521
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,332,521

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	85,331
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,480,214	10,724,012	0 138028
2011	509,090	8,777,085	0 058002
2010	475,340	5,937,456	0 080058
2009	534,169	5,308,390	0 100627
2008	597,286	5,300,948	0 112675

2	Total of line 1, column (d).	2	0 489390
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 097878
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,931,367
5	Multiply line 4 by line 3.	5	1,167,818
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,472
7	Add lines 5 and 6.	7	1,170,290
8	Enter qualifying distributions from Part XII, line 4. 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	8	584,145


Part VI

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,943
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	4,943
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	4,943
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,082
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	4,082
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	11
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	872
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ 0. (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW SHAREDEARTH ORG				
14	The books are in care of ▶CAROLINE D GABEL Telephone no ▶(410) 778-6868			
	Located at ▶113 HOFFMAN LANE CHESTERTOWN MD ZIP +4 ▶21620			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLINE D GABEL	PRESIDENT	0	0	0
113 HOFFMAN LANE	20 00			
CHESTERTOWN, MD 21620				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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 THE FOUNDATION HAD COLLABORATED WITH "LEAP" TO CONSERVE ORANGUTANS, THE BORNEAN PYGMY ELEPHANTS AND HELPED IMPROVE THE LIVES OF WOMEN IN SABAH THROUGH TREE PLANTING	27,000
2 THE FOUNDATION PROVIDED FINANCIAL SUPPORT TO WILDAID TO JOIN IN THEIR EFFORTS TO REDUCE THE ILLEGAL TRADE OF TIGER PARTS AS WELL AS OTHER ANIMALS. THE GOAL IS TO REDUCE DEMAND THROUGH PUBLIC AWARENESS CAMPAIGNS AND PROVIDING COMPREHENSIVE PROTECTION FOR THE ANIMALS.	50,000
3 THE FOUNDATION WAS A SPONSOR OF THE 22ND ENVIRONMENTAL FILM FESTIVAL. THE ENVIRONMENTAL FILM FESTIVAL IN THE NATION'S CAPITAL SEEKS TO ADVANCE PUBLIC UNDERSTANDING OF THE ENVIRONMENT THROUGH THE POWER OF FILM. THE ANNUAL FESTIVAL FEATURES MORE THAN 150 FILMS IN OVER 50 VENUES ACROSS WASHINGTON, DC.	30,000
4 THE FOUNDATION PROVIDED SUPPORT TO SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE TO SUPPORT ELEPHANT WELFARE AS WELL AS AMPHIBIAN CONSERVATION IN PANAMA.	40,000

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	11,311,279
b	Average of monthly cash balances.	1b	301,784
c	Fair market value of all other assets (see instructions).	1c	500,000
d	Total (add lines 1a, b, and c).	1d	12,113,063
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	12,113,063
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	181,696
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,931,367
6	Minimum investment return. Enter 5% of line 5.	6	596,568

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	596,568
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,943
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,943
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	591,625
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	591,625
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	591,625

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	584,145
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	584,145
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	584,145
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				591,625
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				347,449
b From 2009.				281,901
c From 2010.				190,163
d From 2011.				74,927
e From 2012.				987,497
f Total of lines 3a through e.	1,881,937			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 584,145				
a Applied to 2012, 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 2013 distributable amount.				584,145
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	7,480			7,480
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,874,457			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	339,969			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,534,488			
10 Analysis of line 9				
a Excess from 2009. . . .				281,901
b Excess from 2010. . . .				190,163
c Excess from 2011. . . .				74,927
d Excess from 2012. . . .				987,497
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

CAROLINE D GABEL

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

SEE WEBSITE @ WWW SHAREDEARTH ORG

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	584,145
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CAP GAIN DISTRIBUTIONS	P		
BANCOLOMBIA SPONS ADR	P		2013-06-25
CALIFORNIA STATE	P		2013-04-01
CALIFORNIA STATE	P		2013-04-01
CASINO GUICHARD-PERRACHON	P		2013-05-06
CENOVUS ENERGY INC	P		2014-03-31
CITIGROUP, INC	P		2013-04-11
ENCANA CORP	P		2013-06-25
HEINZ CO	P		2013-06-10
MAJOR DRILLING GROUP INC	P		2013-04-01
MAJOR DRILLING GROUP INC	P		2013-04-15
MAJOR DRILLING GROUP INC	P		2013-05-30
MAJOR DRILLING GROUP INC	P		2013-05-31
MAJOR DRILLING GROUP INC	P		2013-06-03
PIMCO ENHANCED ST MATURITY FUND	P		2014-02-11
RIDGEWORTH SEIX FLOATING	P		2013-06-05
SEI DAILY INCOME GOV FUND	P		2013-04-01
SEI DAILY INCOME GOV FUND	P		2013-05-01
SEI DAILY INCOME GOV FUND	P		2013-06-01
SEI DAILY INCOME GOV FUND	P		2013-07-16
SEI DAILY INCOME GOV FUND	P		2013-08-01
SEI DAILY INCOME GOV FUND	P		2013-09-01
SEI DAILY INCOME GOV FUND	P		2013-10-01
SEI DAILY INCOME GOV FUND	P		2013-11-01
SEI DAILY INCOME GOV FUND	P		2013-12-01
SEI DAILY INCOME GOV FUND	P		2014-01-01
SEI DAILY INCOME GOV FUND	P		2014-02-01
SEI DAILY INCOME GOV FUND	P		2014-03-01
SONOVA HOLDING AG	P		2013-06-26
SPDR GOLD TRUST	P		2013-05-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
STARWOOD WAYPOINT RESIDENTIAL REIT	P		2014-03-26
TCW EMERGING MARKETS INCOME	P		2013-06-05
VANGUARD FTSE EMERGING MARKETS	P		2013-06-18
VANGUARD SHORT TERM T/E FUND	P		2013-08-05
VANGUARD SHORT TERM T/E FUND	P		2014-02-04
BHP BILLITON LTD ADR	P		2013-07-31
CITIGROUP, INC	P		2014-03-31
FEDERATED INST HI YLD BOND	P		2013-06-05
FRANCO NEVADA CORP	P		2013-06-25
GOLDMAN SACHS GROUP INC	P		2014-01-30
GOLDMAN SACHS GROUP INC	P		2014-01-30
GOLDMAN SACHS GROUP INC	P		2014-01-31
GOLDMAN SACHS GROUP INC	P		2014-02-03
GOLDMAN SACHS GROUP INC	P		2014-02-04
HEINZ CO	P		2013-06-10
HSBC USA INC	P		2014-01-29
HSBC USA INC	P		2014-01-30
HSBC USA INC	P		2014-01-31
HSBC USA INC	P		2014-02-03
HSBC USA INC	P		2014-02-04
IBM CORPORATION	P		2014-01-27
JPMORGAN MTGE	P		2013-05-31
N W OH	P		2014-02-11
NEW YORK NY CITY HSG	P		2013-05-01
NEW YORK NY CITY HSG	P		2013-11-01
PACIFIC RUBIALES ENERGY CORP	P		2014-02-06
PIMCO ENHANCED ST MATURITY FUND	P		2014-02-11
PORTLAND OR URBAN	P		2014-02-11
SONOVA HOLDING AG	P		2013-06-26
TEMPLETON GLOBAL BOND	P		2013-06-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
US BANCORP	P		2014-01-29
US BANCORP	P		2014-01-30
US BANCORP	P		2014-01-31
US BANCORP	P		2014-02-03
VODAFONE GROUP	P		2013-07-16
GUGGENHEIM ENHANCED SHORT DURATION	P	2013-06-18	2013-11-22
ISHARES FLOATING RATE BOND	P	2013-06-18	2013-11-22
ISHARES US HEALTHCARE	P	2012-12-10	2013-06-18
ISHARES US CONSUMER SERVICES	P	2012-12-10	2013-06-18
ISHARES US FINANCIALS ETF	P	2013-06-18	2013-10-21
ISHARES US FINANCIALS ETF	P	2012-12-10	2013-10-21
ISHARES US TECHNOLOGY ETF	P	2012-12-10	2013-06-18
PIMCO TOTAL RETURN	P	2012-12-10	2013-06-18
PIMCO TOTAL RETURN	P	2012-12-10	2013-11-22
VANGUARD BD INDEX FUND	P	2012-12-10	2013-06-18
ISHARES MBS ETF	P	2010-05-10	2013-06-18
ISHARES MBS ETF	P	2011-08-29	2013-06-18
ISHARES MBS ETF	P	2012-06-07	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2008-10-06	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2009-03-24	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2009-07-09	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2007-07-15	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2009-07-27	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2009-08-26	2013-06-18
ISHARES MSCI PAC EX JAPAN	P	2010-05-10	2013-06-18
ISHARES TRUST S&P LATIN AMERICA	P	2008-10-06	2013-06-18
ISHARES TRUST S&P LATIN AMERICA	P	2009-03-16	2013-06-18
ISHARES TRUST S&P LATIN AMERICA	P	2009-03-24	2013-06-18
ISHARES TRUST S&P LATIN AMERICA	P	2009-07-09	2013-06-18
ISHARES US CONSUMER GOODS	P	2011-01-13	2013-06-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ISHARES US ENERGY ETF	P	2010-07-07	2013-06-18
ISHARES US ENERGY ETF	P	2012-06-07	2013-06-18
ISHARES US FINANCIALS ETF	P	2010-01-07	2013-06-18
ISHARES US FINANCIALS ETF	P	2010-05-10	2013-10-21
ISHARES US FINANCIALS ETF	P	2011-01-13	2013-10-21
ISHARES US FINANCIALS ETF	P	2011-08-29	2013-10-21
ISHARES US REAL ESTATE ETF	P	2009-07-27	2013-10-21
ISHARES US REAL ESTATE ETF	P	2009-12-02	2013-06-18
ISHARES US REAL ESTATE ETF	P	2009-12-02	2013-06-18
ISHARES US REAL ESTATE ETF	P	2010-01-07	2013-06-18
VANGUARD BD INDEX FUND	P	2012-06-07	2013-06-18
VANGUARD FTSE EUROPE ETF	P	2012-06-07	2013-06-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
221			221
28,069		31,075	-3,006
45,000		45,878	-878
55,000		56,074	-1,074
26,874		24,350	2,524
41,193		48,082	-6,889
100,000		102,137	-2,137
17,700		22,617	-4,917
6,134			6,134
2,201		2,881	-680
309		401	-92
5,980		10,071	-4,091
2,343		4,006	-1,663
10,053		16,995	-6,942
		67	-67
54,686		54,383	303
195,115		195,115	0
1,991		1,991	0
127,789		127,789	0
160,125		160,125	0
415,418		415,418	0
58,358		58,358	0
4,513		4,513	0
9,496		9,496	0
4,673		4,673	0
4,467		4,467	0
285,404		285,404	0
182,837		182,837	0
		130	-130
67,410		76,972	-9,562

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,060		12,008	-948
51,346		52,434	-1,088
29,944		32,819	-2,875
50,285		50,189	96
100,189		99,811	378
31,842		35,336	-3,494
52,966		54,047	-1,081
53,797		52,066	1,731
26,944		27,033	-89
2,220		2,387	-167
2,297		2,491	-194
6,908		7,473	-565
6,890		7,473	-583
5,161		5,605	-444
44,616		37,532	7,084
4,657		5,040	-383
4,623		5,040	-417
726		784	-58
4,607		5,040	-433
9,018		9,857	-839
54,629		54,070	559
61,640		61,226	414
93,713		101,000	-7,287
15,000		15,294	-294
10,000		10,113	-113
20,384		32,267	-11,883
151,154		150,101	1,053
101,368		100,000	1,368
33,763		34,229	-466
52,982		52,595	387

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,395		2,543	-148
2,382		2,543	-161
7,382		7,840	-458
11,765		12,502	-737
43,840		39,590	4,250
167,219		167,023	196
160,070		160,112	-42
60,878		50,610	10,268
24,544		20,676	3,868
73,988		57,478	16,510
78,828		74,428	4,400
5,602		5,128	474
72,487		74,537	-2,050
136,104		141,245	-5,141
98,421		102,013	-3,592
45,284		41,448	3,836
408,601		413,546	-4,945
134,820		137,312	-2,492
72,824		74,183	-1,359
7,368		4,905	2,463
1,327		735	592
25,261		16,646	8,615
9,610		6,800	2,810
14,552		11,002	3,550
1,739		1,395	344
229		203	26
1,863		1,387	476
17,945		12,007	5,938
4,258		3,027	1,231
18,097		15,618	2,479

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,733		5,665	2,068
15,579		11,724	3,855
2,774		2,241	533
106,026		74,120	31,906
55,165		40,817	14,348
3,073		2,360	713
3,457		2,221	1,236
13,486		6,918	6,568
749		489	260
79,347		53,599	25,748
566,619		582,201	-15,582
73,879		57,825	16,054

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			221
			-3,006
			-878
			-1,074
			2,524
			-6,889
			-2,137
			-4,917
			6,134
			-680
			-92
			-4,091
			-1,663
			-6,942
			-67
			303
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-130
			-9,562

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-948
			-1,088
			-2,875
			96
			378
			-3,494
			-1,081
			1,731
			-89
			-167
			-194
			-565
			-583
			-444
			7,084
			-383
			-417
			-58
			-433
			-839
			559
			414
			-7,287
			-294
			-113
			-11,883
			1,053
			1,368
			-466
			387


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-148
			-161
			-458
			-737
			4,250
			196
			-42
			10,268
			3,868
			16,510
			4,400
			474
			-2,050
			-5,141
			-3,592
			3,836
			-4,945
			-2,492
			-1,359
			2,463
			592
			8,615
			2,810
			3,550
			344
			26
			476
			5,938
			1,231
			2,479


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,068
			3,855
			533
			31,906
			14,348
			713
			1,236
			6,568
			260
			25,748
			-15,582
			16,054


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADKINS ARBORETUM PO BOX 100 RIDGELY,MD 21660		501(C)(3)	CONTINUATION OF EXPERIMENTAL PROGRAM, TARGETED GOAT GRAZING, USING GOATS AS ECO-FRIENDLY WAY TO CONTROL INVASIVE PLANTS	18,000
ALLIANCE FOR INTERNATIONAL REFORESTATION 1702N WOODLAND DELAND,FL 32720		501(C)(3)	TO CONTINUE PROGRAMS OF TREE-PLANTING AND EFFICIENT STOVE CONSTRUCTION FOR THE INDIGENOUS PEOPLE OF GUATEMALA'S ALTIPLANO	15,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON,DC 20016		501(C)(3)	TO SUPPORT THE PROGRAM AGAINST SHOOTING IN THE WILD	15,000
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI,CA 94931		501(C)(3)	TO SUPPORT THE WORK WITH STATE LEGISLATORS TO ENACT FELONY ANTI-CRUELTY STATUTES IN STATES THAT DO NOT YET HAVE THEM AND TO UPGRADE EXISTING LAWS IN STATES THAT DO	15,000
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN,TX 78716		501(C)(3)	ADVOCACY ON CAPITOL HILL TO EXPAND THE RESPONSE TO WHITE NOSE SYNDROME, WHICH IS EXTIRPATING CAVE-ROOSTING BATS ACROSS THE NORTHEAST, AND EXPANDING ITS DEADLY REACH	25,000
THE BHUTAN FOUNDATION 3121 SOUTH STREET NW WASHINGTON,DC 20007		501(C)(3)	TO SUPPORT THE JOMOLJARI SNOW LEOPARD CONSERVATION PROGRAM	25,000
CHESAPEAKE CONSERVANCY 716 GIDDINGS AVE ANNAPOLIS,MD 21403		501(C)(3)	TO SUPPORT THE EFFORTS TO CONSERVE THE LANDSCAPES AND SPECIAL PLACES THAT SUSTAIN THE CHESAPEAKE'S UNIQUE NATURAL AND CULTURAL RESOURCES	10,000
CHESAPEAKE BAY FOUNDATION 1615 M ST NW 250 WASHINGTON,DC 20036		501(C)(3)	TO PROVIDE FUNDS IN AN EFFORT TO SAVE THE BAY THROUGH ADVOCACY, LITIGATION, EDUCATION AND RESTORATION	10,000
CHESAPEAKE LEGAL ALLIANCE 69 FRANKLIN ST ANNAPOLIS,MD 21401		501(C)(3)	TO PROVIDE FINANCIAL FUNDS TO SUPPORT THE PRO BONO LEGAL ASSISTANCE TO THOSE WHO WORK TO PROTECT AND RESTORE THE CHESAPEAKE BAY	5,000
CHESAPEAKE MEDIA SERVICES 619 OAKWOOD DRIVE SEVEN VALLEYS,PA 173609395		501(C)(3)	TO EXPAND INDEPENDENT, UNBIASED REPORTING THAT INFORMS THE PUBLIC ABOUT ENVIRONMENTAL ISSUES AFFECTING THE CHESAPEAKE BAY AND MID-ATLANTIC REGION AND INSPIRES EFFECTIVE ACTION TO RESTORE, PROTECT AND PRESERVE THEIR CULTURAL AND NATURAL HERITAGE	5,000
CHESTER RIVER ASSOCIATION 100 NORTH CROSS STREET CHESTERTOWN,MD 21620		501(C)(3)	TO ASSIST WITH THE ASSOCIATION'S RIVER ADVOCACY, SEPTIC SYSTEM UPGRADE AND FARM PROGRAMS ON THE CHESTER RIVER, A TRIBUTARY OF THE CHESAPEAKE BAY ON MARYLAND'S EASTERN SHORE	16,000
EARTH SANGHA 10123 COMMONWEALTH BLVD FAIRFAX,VA 22032		501(C)(3)	SUPPORTING REFORESTATION WORK IN THE DOMINICAN REPUBLIC AND IN NORTHERN VIRGINIA	20,000
EASTERN SHORE LAND CONSERVANCY PO BOX 169 QUEENSTOWN,MD 21658		501(C)(3)	ANNUAL PLANNING CONFERENCE XIII, PARTICIPATION IN NATIONAL CONSERVATION LEADERSHIP'S FELLOWS PROGRAM	15,000
ENVIRONMENTAL FILM FESTIVAL 1228 31ST STREET NW WASHINGTON,DC 20007		501(C)(3)	22ND ENVIRONMENTAL FILM FESTIVAL, FEATURING MORE THAN 150 FILMS IN OVER 50 VENUES ACROSS WASHINGTON, DC	30,000
ENVIRONMENTAL INVESTIGATION AGENCY PO BOX 53343 WASHINGTON,DC 20009		501(C)(3)	WORKING TO PREVENT ILLEGAL LOGGING IN FORESTED NATIONS BY PROMOTING THE EFFECTIVE IMPLEMENTATION AND ENFORCEMENT OF US LEGISLATION, INCLUDING EDUCATING US POLICY MAKERS TO THE NEED TO LEAD THESE EFFORTS	15,000
Total  3a				584,145

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEAP 3378 REVERE AVENUE OAKLAND,CA 94605		501(C)(3)	TO HELP THE SMALL COMMUNITY OF ABAI IN SABAH, MALAYSIAN BORNEO, CONSERVE ITS WILDLIFE AND HABITAT, AND BECOME AN ECOTOURISM DESTINATION SUPPORT FOR THE BORNEAN SUN BEAR CONSERVATION CENTER AND ITS WORK PROTECTING AND REINTRODUCING SUN BEARS TO THEIR FOREST HABITAT AND OPERATING FUNDS TO ENABLE LAND EMPOWERMENT ANIMALS PEOPLE TO IMPROVE LIVES OF PEOPLE AND CONSERVE WILDLIFE IN SABAH	27,000
LEWIS AND CLARK LAW SCHOOL 10015 SW TERWILLIGER BLVD PORTLAND,OR 97219		501(C)(3)	TO SUPPORT THE 11TH NATIONAL ANIMAL LAW COMPETITION	10,000
INTERNATIONAL SEA TURTLE SOCIETY 8604 LA JOLLA SHORES DRIVE LA JOLLA,CA 92037		501(C)(3)	TO PROVIDE FUNDS FOR THE ANNUAL SEA TURTLE SYMPOSIUM	15,000
MARYLAND LEAGUE OF CONSERVATION VOTERS 86 MARYLAND AVENUE ANNAPOLIS,MD 21401		501(C)(3)	TO SUPPORT THE EFFORTS OF STORMWATER EDUCATION	10,000
PETA 501 FRONT ST NORFOLK,VA 23510		501(C)(3)	TO PROVIDE FINANCIAL FUNDS FOR THE EMERGENCY RESPONSE TEAM	15,000
RACHEL'S NETWORK 1200 18TH STREET NW SUITE 310 WASHINGTON,DC 20036		501(C)(3)	PROMOTING WOMEN AS EMPASSIONED LEADERS AND AGENTS OF CHANGE DEDICATED TO STEWARDSHIP OF THE EARTH	27,000
RED WOLF COALITION 210 MAIN STREET COLUMBIA,NC 27925		501(C)(3)	CONTINUED SUPPORT FOR PROTECTION OF THE ENDANGERED RED WOLF IN NORTH CAROLINA	10,000
SAN ANTONIO ZOO 3903 NORTH SAINT MARYS STREET SAN ANTONIO,TX 78212		501(C)(3)	PROVIDE SUPPORT TO THE CHILEAN AMPHIBIAN CENTER	6,000
SAVANNAH SCIENCE MUSEUM 305 MARTIN LUTHER KING JR BLVD SAVANNAH,GA 31401		501(C)(3)	SAVING ENDANGERED SEA TURTLES AND THEIR HABITAT ON WASSAW ISLAND, CONDUCTING RESEARCH AND EDUCATION INTO THE NEEDS OF AND WAYS TO PROTECT THESE CREATURES	6,645
SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE 1500 REMOUNT ROAD FRONT ROYAL,VA 22630		501(C)(3)	CONTINUE SEARCH FOR A MICROBIAL SPECIES TO USE AS A PROBIOTIC TREATMENT AGAINST THE CHYTRID FUNGUS WHICH IS EXTIRPATING AMPHIBIANS, AND LEAD TO RE-ESTABLISHMENT OF HEALTHY WILD POPULATIONS OF PANAMANIAN GOLDEN FROGS AND OTHER AMPHIBIANS	40,000
SNOW LEOPARD CONSERVANCY 18030 CORNSTOCK AVE SONOMA,CA 95476		501(C)(3)	CONSERVATION OF SNOW LEOPARDS THROUGHOUT THEIR MOUNTAINOUS HIMALAYAN RANGE, FROM MONGOLIA TO NEPAL, WORKING WITH THE LOCAL, INDIGENOUS PEOPLE AND THEIR COMMUNITIES FOR GENECTIC STUDIES TO TO THE BODY OF KNOWLEDGE ABOUT THESE RARE, ENDANGERED CATS	25,000
SOUTH RIVER FEDERATION 2830 SOLOMONS ISLAND ROAD SUITE A EDGEWATER,MD 21037		501(C)(3)	SUPPORTING THE EFFORTS TO CHANGE THE NARRATIVE OF STORMWATER RUNOFFS	12,500
STREET SENSE 1317 G STREET NW WASHINGTON,DC 20005		501(C)(3)	TO SUPPORT THE ORGANIZATION'S EFFORTS IN THEIR MISSION OF EMPLOYING HOMELESS AS VENDORS TO SELL THE BI-WEEKLY NEWSPAPER BY AND FOR THE HOMELESS	2,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE,OR 97401		501(C)(3)	TO PROTECT AND RESTORE WESTERN WILDLANDS AND ADVOCATES FOR A HEALTHY ENVIRONMENT ON BEHALF OF COMMUNITIES THROUGHOUT THE WEST	15,000
WILDLIFE CONSERVATION NETWORK 209 MISSISSIPPI STREET SAN FRANCISCO,CA 94107		501(C)(3)	FUNDING TO SAVE THE ELEPHANTS	20,000
Total  3a				584,145

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILDAID 744 MONTGOMERY STREET SAN FRANCISCO,CA 94111		501(C)(3)	PROVIDE SUPPORT TO REDUCE THE TRADE OF TIGER PARTS	50,000
WILDLANDS NETWORK 1829 10TH AVENUE W SEATTLE,WA 98119		501(C)(3)	FUNDING FOR THE COUGAR RECOVERY AND RESTORATION PROGRAM	20,000
WILDLIFE MEDIA 1208 BAY ST STE 202 BELLINGHAM,WA 98225		501(C)(3)	TO HELP PRODUCE THE FILM BEARTREK AND PROVIDE ORGANIZATIONAL SUPPORT FOR THE FILMING WILDLIFE MEDIA SUPPORTS THE SCIENTISTS FEATURED IN ITS FILMS	15,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE,WA 98103		501(C)(3)	TO PROVIDE FUNDING FOR THE TREE KANGAROO CONSERVATION PROGRAM	10,000
WORLD PARROT TRUST PO BOX 935 LAKE ALFRED,FL 33850		501(C)(3)	TO SUPPORT THE EFFORTS IN THE RECOVERY PROGRAM OF THREE DIFFERENT PARROT SPECIES	9,000
Total  3a				584,145

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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

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

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

General Rule

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

Special Rules

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

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

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROLINE D GABEL 113 HOFFMAN LANE CHESTEROWN, MD 21620	\$ 630,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 52-2151843
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

TY 2013 Accounting Fees Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,775	7,775		0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVY CHASE TRUST	5,118,652	5,889,593
UBS FINANCIALS	4,547,234	6,153,387

TY 2013 Other Assets Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ELLINGTON PLAZA D G LID PTR	500,000	500,000	500,000

TY 2013 Other Expenses Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE REGISTRATION AND MAINTENANCE	2,260	2,260		0
TELEPHONE	603	603		0
CORPORATE FEES	395	395		0
DUES & SUBSCRIPTIONS	1,515	1,515		0
BANK CHARGES	20	20		0

TY 2013 Other Increases Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Description	Amount
BASIS ADJUSTMENT CHEVY CHASE INVESTMENT ACCOUNT	11,240

TY 2013 Other Liabilities Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Description	Beginning of Year - Book Value	End of Year - Book Value
CONTRIBUTION PAYABLE	0	15,000

TY 2013 Other Professional Fees Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	99,191	99,191		0

TY 2013 Substantial Contributors Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

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

TY 2013 Taxes Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	22,511	0		0
FOREIGN TAXES	3,662	3,662		0