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

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

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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

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

OMB No 1545-0052

2013

Open to Public Inspection

...or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

...IELD FOUNDATION
...AICH ENDE MALTER & CO. LLP

...street (or P O box number if mail is not delivered to street address) | Room/suite

...5 PARK AVENUE SO., 31ST FLOOR

...ty or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10016

A Employer identification number: 22-2285358

B Telephone number: 212 -695-7003

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 30,664,521.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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	974,782.	974,782.		STATEMENT 1
	5a Gross rents	2,903.	1,819.		STATEMENT 2
	b Net rental income or (loss) 2,903.				
	6a Net gain or (loss) from sale of assets not on line 10	1,107,473.			STATEMENT 3
	b Gross sales price for all assets on line 6a 11,356,505.				
	7 Capital gain net income (from Part IV, line 2)		1,075,736.		
	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	36,225.	5,514.		STATEMENT 4
	12 Total Add lines 1 through 11	2,121,383.	2,057,851.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	3,000.		27,000.
	14 Other employee salaries and wages	340,796.	0.		340,796.
	15 Pension plans, employee benefits	63,683.	0.		63,683.
	16a Legal fees STMT 5	900.	0.		900.
	b Accounting fees STMT 6	28,055.	21,041.		7,014.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	81,376.	8,399.		0.
	19 Depreciation and depletion	3,027.	0.		
	20 Occupancy	10,665.	0.		10,665.
	21 Travel, conferences, and meetings	49,757.	0.		49,757.
	22 Printing and publications				
	23 Other expenses STMT 8	1,813,851.	338,329.		1,471,355.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,422,110.	370,769.		1,971,170.
	25 Contributions, gifts, grants paid	1,997,575.			1,997,575.
	26 Total expenses and disbursements Add lines 24 and 25	4,419,685.	370,769.		3,968,745.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,298,302.>			
	b Net investment income (if negative, enter -0-)		1,687,082.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	55,091.		
2	Savings and temporary cash investments	782,015.	1,713,831.	1,713,831.
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			
b	Investments - corporate stock STMT 12	16,694,651.	16,039,449.	20,878,944.
c	Investments - corporate bonds STMT 13	2,399,822.	666,400.	805,320.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 14	6,533,582.	5,711,431.	7,260,796.
14	Land, buildings, and equipment: basis ▶ 42,578.			
	Less accumulated depreciation STMT 11▶ 36,948.	7,932.	5,630.	5,630.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,473,093.	24,136,741.	30,664,521.
Liabilities				
17	Accounts payable and accrued expenses	34,791.	40,569.	
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 ▶ OVERDRAFT)	0.	17,404.	
23	**Total liabilities** (add lines 17 through 22)	286,012.	57,973.	
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 ▶ [X] 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	26,187,081.	24,078,768.	
30	**Total net assets or fund balances**	26,187,081.	24,078,768.	
31	**Total liabilities and net assets/fund balances**	26,473,093.	24,136,741.	

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	26,187,081.
2	Enter amount from Part I, line 27a	2	<2,298,302.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	189,989.
4	Add lines 1, 2, and 3	4	24,078,768.
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	24,078,768.

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	11,324,768.		10,249,032.	1,075,736.

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				1,075,736.

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	1,075,736.
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 [X] 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))
2012	3,244,267.	32,025,181.	.101304
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

2 Total of line 1, column (d)	2	.548052
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	.109610
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,150,516.
5 Multiply line 4 by line 3	5	3,524,018.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,871.
7 Add lines 5 and 6	7	3,540,889.
8 Enter qualifying distributions from Part XII, line 4	8	3,968,745.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	16,871.
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	16,871.
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	16,871.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	25,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	122.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,007.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 8,007. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
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 2013 or the taxable year beginning in 2013 (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

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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 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		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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* 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 2013?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ 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
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
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.	2,053.
RONALD BERMAN 50 MILLSTONE ROAD EAST WINDSAR, NJ 08520	TRUSTEE- VICE PRESIDENT 10.00	10,000.	0.	2,053.
MICHAEL BALDWIN 204 SPRING STREET MARION, MA 02738	TRUSTEE- SEC / TREAS 10.00	10,000.	0.	2,054.

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	205,283.	8,800.	0.
JENNIFER DOWNING 9 ALMY STREET, FAIRHAVEN, MA 02719	PROGRAM ASSISTANT & ADMINISTRATION 40.00	93,528.	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	285,444.
RUTH ROMINDER 445 KERN AVENUE, MORRO BAY, CA 93442	CONSULTING FEES	196,800.
ORSON WATSON PH D 65 ALBAN STREET, DORCHESTER, MA 02124	CONSULTING FEES	158,725.
BALDWIN BROTHERS INC 204 SPRING STREET, MARION, MA 027381570	INVESTMENT MANAGEMENT FEES	157,564.
EUGENE KIM 422B 32ND AVENUE, SAN FRANCISCO, CA 94402	CONSULTING FEES	130,000.
Total number of others receiving over $50,000 for professional services ▶		6

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.	3,196,208.
2 SEE STATEMENT 9: RE-AMP PROJECT	169,307.
3 COLLABORATIVE NEWWORK PROJECT	1,054,170.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.			
a	Average monthly fair market value of securities		1a	31,271,400.
b	Average of monthly cash balances		1b	1,368,718.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	32,640,118.
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	32,640,118.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	489,602.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	32,150,516.
6	**Minimum investment return** Enter 5% of line 5		6	1,607,526.

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	1,607,526.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 16,871.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b 4,043.		
c	Add lines 2a and 2b		2c	20,914.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,586,612.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,586,612.
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	1,586,612.

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	3,968,745.
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	3,968,745.
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	16,871.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,951,874.

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				1,586,612.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 3,041,962.				
b From 2009 2,685,578.				
c From 2010 2,290,060.				
d From 2011 1,536,316.				
e From 2012 1,707,404.				
f **Total** of lines 3a through e	11,261,320.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,968,745.				
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				1,586,612.
e Remaining amount distributed out of corpus	2,382,133.			
5 Excess distributions carryover applied to 2013 (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	13,643,453.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,041,962.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	10,601,491.			
10 Analysis of line 9:				
a Excess from 2009 2,685,578.				
b Excess from 2010 2,290,060.				
c Excess from 2011 1,536,316.				
d Excess from 2012 1,707,404.				
e Excess from 2013 2,382,133.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

SEE STATEMENT 15

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	100,000.
BLUEGREEN ALLIANCE FOUNDATION BROADWAY PLACE WEST 1300 GODARD ST NE NO 2625 MINNEAPOLIS, MN 55413	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
BREAST CANCER FUND 1388 SUTTER ST, STE. 400 SAN FRANCISCO, CA 94109	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
BUDDHAYANA FOUNDATION 204 SPRING STREET MADISON, MA 02738	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,997,575.
b Approved for future payment				
BLUEGREEN ALLIANCE FOUNDATION BROADWAY PLACE WEST 1300 GODARD ST NE NO 2625 MINNEAPOLIS, MN 55413	PUB. CHARITY	PUB. CHARITY		145,000.
BREAST CANCER FUND 1388 SUTTER ST, STE. 400 SAN FRANCISCO, CA 94109	PUB. CHARITY	PUB. CHARITY		120,000.
CENTER FOR ENVIORNMENTAL HEALTH 2201 BROADWAY #302 OAKLAND, CA 94612	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	160,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	2,400,000.

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	974,782.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	531390	1,084.			
b Not debt-financed property			15	1,819.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531390	30,538.	15	5,514.	
8 Gain or (loss) from sales of assets other than inventory	531390	31,737.	18	1,075,736.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REIMBURSED EXPENSES			01	64.	
b IRS REFUNDS					109.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		63,359.		2,057,915.	109.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,121,383.

(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).
1B	INTERNAL REVENUE SERVICE REFUND CHECK FORM 941

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 of officer or trustee | Date 10/15/15 | Title TRUSTEE - SEC / TREAS

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
LISA GOLDMAN		10/14/15		P00539922

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

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	11/30/14
b	PERSHING INVESTMENT - STATEMENT ATTACHED A	P	VARIOUS	11/30/14
c	CAPITAL GAINS DISTRIBUTIONS THRU PERSHING INVESTM	P		12/31/13
d	SECTION 1256 GAINS THRU PARTNERSHIPS	P	VARIOUS	12/31/13
e	787.7456 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	01/23/14
f	MIRANT CORP COM - LIQUIDATION	P	06/30/03	02/03/14
g	644.1189 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	07/16/14
h	363.6166 SHS LIBRA OFFSHORE LIMITED	P	06/30/03	10/21/14
i	SECTION 1256 GAINS THRU PARTNERSHIPS	P	VARIOUS	12/31/13
j	GAINS ON SALE THRU PARTNERSHIPS	P	VARIOUS	11/30/14
k	GAINS ON SALE THRU PARTNERSHIPS	P	VARIOUS	11/30/14
l				
m				
n				
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	2,770,098.		3,313,755.	<543,657.>
b	8,276,863.		6,935,277.	1,341,586.
c	10,838.			10,838.
d	8,254.			8,254.
e	57,974.			57,974.
f	28.			28.
g	42,163.			42,163.
h	22,399.			22,399.
i	5,502.			5,502.
j	14,677.			14,677.
k	115,972.			115,972.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(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				<543,657.>
b				1,341,586.
c				10,838.
d				8,254.
e				57,974.
f				28.
g				42,163.
h				22,399.
i				5,502.
j				14,677.
k				115,972.
l				
m				
n				
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	1,075,736.
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

STATEMENT A

Baldwin Brothers inc
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2013 - November 30, 2014

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
2/4/2009	1/2/2014	10000	iShares Silver Trust	124,395.00	192,929.63		68,534.63
2/11/2011	1/6/2014	10725	Telenor ASA	168,169.04	246,782.25		78,613.21
11/29/2012	1/7/2014	7725	Gannett Co. Inc.	140,585.73	229,696.55		89,110.82
5/3/2012	1/8/2014	5000	Home Loan Servicing Solutions	69,750.00	111,599.55		41,849.55
7/26/2012	1/8/2014	5000	Cohen & Steers Ltd Dur Pfd Fd	125,000.00	115,009.99		(9,990.01)
12/2/2011	1/8/2014	5000	Cohen & Steers Pfd & Incm Fd	109,547.00	121,278.38		11,731.38
5/1/2013	1/9/2014	64.884	Prudential Absolute Return Bond Fund	652.08	639.71	(12.37)	
3/25/2013	1/9/2014	29000	Prudential Absolute Return Bond Fund	290,020.00	285,920.48	(4,099.52)	
4/1/2013	1/9/2014	9.158	Prudential Absolute Return Bond Fund	91.49	90.29	(1.20)	
6/3/2013	1/9/2014	68.793	Prudential Absolute Return Bond Fund	686.55	678.25	(8.30)	
11/1/2013	1/9/2014	83.112	Prudential Absolute Return Bond Fund	819.48	819.43	(0.05)	
1/2/2014	1/9/2014	82.515	Prudential Absolute Return Bond Fund	812.77	813.54	0.77	
8/1/2013	1/9/2014	73.261	Prudential Absolute Return Bond Fund	720.89	722.30	1.41	
12/2/2013	1/9/2014	85.855	Prudential Absolute Return Bond Fund	842.24	846.47	4.23	
7/1/2013	1/9/2014	64.212	Prudential Absolute Return Bond Fund	628.64	633.09	4.45	
10/1/2013	1/9/2014	80.992	Prudential Absolute Return Bond Fund	792.91	798.53	5.62	
9/3/2013	1/9/2014	88.748	Prudential Absolute Return Bond Fund	864.41	875.00	10.59	
3/8/2010	2/13/2014	10000	ABB Ltd	212,120.00	250,083.64		37,963.64
11/29/2012	2/13/2014	10000	ABB Ltd	193,973.00	250,083.63		56,110.63
1/8/2014	2/24/2014	1	Vodafone Group PLC ADS	58.30	-	(58.30)	
12/28/2012	3/3/2014	17220	WisdomTree Japan Hedged Equity	626,119.20	798,656.57		172,537.37
11/11/2013	3/13/2014	5000	SodaStream Int'l Ltd.	282,611.00	199,762.58	(82,848.42)	
1/8/2014	3/13/2014	5000	SodaStream Int'l Ltd.	255,831.50	199,762.57	(56,068.93)	
3/31/2006	4/1/2014	250000	HSBC Bank USA 4.625% Due 04-01-14	233,980.00	250,000.00		16,020.00
1/8/2014	4/21/2014	2727	Vodafone Group PLC ADS	194,322.70	98,327.72	(95,994.98)	
2/19/2013	4/21/2014	5454	Vodafone Group PLC ADS	253,076.00	196,655.43		(56,420.57)
11/29/2012	6/16/2014	10000	Seadrill Limited	387,133.00	393,772.28		6,639.28
12/21/2012	6/16/2014	5000	Seadrill Limited	185,715.00	196,886.14		11,171.14
2/25/2014	6/17/2014	3000	DirectTV	225,248.10	250,893.75	25,645.65	

STATEMENT A

Baldwin Brothers inc
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2013 - November 30, 2014

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
1/17/2012	6/17/2014	2393	First Republic Bank Ser A 6.7%	59,825.00	61,830.76		2,005.76
1/17/2012	6/18/2014	1940	First Republic Bank Ser A 6.7%	48,500.00	50,087.56		1,587.56
1/17/2012	6/19/2014	629	First Republic Bank Ser A 6.7%	15,725.00	16,222.93		497.93
1/17/2012	6/20/2014	2838	First Republic Bank Ser A 6.7%	70,950.00	73,128.53		2,178.53
1/17/2012	6/23/2014	2200	First Republic Bank Ser A 6.7%	55,000.00	56,788.00		1,788.00
1/25/2012	6/23/2014	1473	First Republic Bank Ser A 6.7%	36,795.54	38,022.15		1,226.61
1/25/2012	6/24/2014	4924	First Republic Bank Ser A 6.7%	123,001.52	127,303.49		4,301.97
1/25/2012	6/25/2014	3603	First Republic Bank Ser A 6.7%	90,002.94	92,919.12		2,916.18
5/21/2014	7/1/2014	3500	American Realty Cap Properties Inc	41,725.88	43,896.72	2,170.84	
6/24/2014	7/1/2014	7000	Hilton Worldwide Holdings	157,500.00	164,047.66	6,547.66	
2/25/2014	8/5/2014	5000	Ocwen Financial Corp	197,649.50	131,942.58	(65,706.92)	
2/28/2014	8/5/2014	5000	Ocwen Financial Corp	190,518.50	131,942.58	(58,575.92)	
6/19/2014	8/5/2014	5000	Ocwen Financial Corp	186,170.00	131,942.57	(54,227.43)	
5/3/2011	8/8/2014	100000	CBB 8.750% Due 03-15-18	97,250.00	104,375.00		7,125.00
1/4/2012	8/8/2014	150000	CBB 8.750% Due 03-15-18	141,750.00	156,562.50		14,812.50
1/4/2012	8/20/2014	15000	CBB 8.750% Due 03-15-18	14,175.00	15,656.25		1,481.25
2/28/2014	9/3/2014	10000	Frontline Ltd.	45,413.00	17,666.60	(27,746.40)	
2/25/2014	9/3/2014	25000	Frontline Ltd.	102,640.00	44,166.49	(58,473.51)	
5/3/2012	10/8/2014	5000	Home Loan Servicing Solutions	69,750.00	104,257.69		34,507.69
4/9/2012	10/8/2014	20000	Home Loan Servicing Solutions	276,452.00	417,030.76		140,578.76
10/28/2013	10/28/2014	600	United Rentals Inc.	39,495.00	64,853.70	25,358.70	
6/3/2013	10/28/2014	7115	eBay Inc.	379,331.96	363,516.51		(15,815.45)
10/28/2013	10/28/2014	4885	eBay Inc.	255,021.91	249,582.32	(5,439.59)	
1/8/2014	10/28/2014	3490	Motorola Solutions, Inc.	231,118.62	220,980.51	(10,138.11)	
10/15/2013	10/28/2014	6510	Motorola Solutions, Inc.	395,448.65	412,201.48		16,752.83
8/7/2014	11/4/2014	10000	Extended Stay America Inc.	217,500.00	228,493.93	10,993.93	
7/2/2014	11/7/2014	3000	First Solar, Inc.	209,059.20	152,711.92	(56,347.28)	

STATEMENT A

Baldwin Brothers inc
Realized Gains and Losses
Garfield Foundation
ARE001029
22-2285358
December 1, 2013 - November 30, 2014

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
12/31/2008	11/17/2014	500000	Goldman Sachs Group Notes 5.500% Due 11-15-14	471,965.00	500,000.00		28,035.00
8/2/2013	11/17/2014	230	Marriott International Inc	9,833.10	17,748.52		7,915.42
7/29/2013	11/17/2014	1810	Marriott International Inc	74,501.41	139,673.16		65,171.75
2/28/2014	11/21/2014	10000	DHT Holdings, Inc.	78,022.00	58,514.69	(19,507.31)	
6/24/2014	11/21/2014	15000	DHT Holdings, Inc.	106,918.50	87,772.04	(19,146.46)	
12/30/2010	11/21/2014	400	Airgas Inc.	25,032.00	46,987.00		21,955.00
12/30/2010	11/21/2014	1600	Airgas Inc.	100,116.96	187,948.00		87,831.04
3/15/2011	11/21/2014	2000	Airgas Inc.	124,939.60	234,935.01		109,995.41
7/31/2013	11/21/2014	15000	Bank of America Corp	221,400.00	256,327.82		34,927.82
2/21/2013	11/21/2014	10000	Bank of America Corp	114,800.00	170,885.21		56,085.21
5/15/2006	11/21/2014	250000	Credit Suisse First Boston USA Inc. 4.875% Due 01-15-15	231,982.50	251,517.50		19,535.00
4/27/2006	11/21/2014	250000	Goldman Sachs Grp Inc. 5.350% Due 01-15-16	240,915.25	262,587.50		21,672.25
1/1/1960	11/21/2014	300000	JP Morgan Chase & Co. 5.150% Due 10-01-15	301,404.00	310,917.00		9,513.00
3/3/2010	11/21/2014	7500	JPMorgan Chase & Co	314,866.50	453,999.45		139,132.95
				10,249,032.07	11,046,960.96	(543,657.15)	1,341,586.04
			Total Long	6,935,276.90	8,276,862.94		1,341,586.04
			Total Short	3,313,755.17	2,770,098.02	(543,657.15)	
				-	-	-	(0.00)

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
BUZZARD'S BAY COALITION INC. 114 FRONT ST NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
CLEAN WATER FUND 1444 EYE STREET NW NO 400 WASHINGTON, DC 20005	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	40,000.
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 1285 ACUSHNET AVE NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
COMMUNITY LOAN FUND OF NEW JERSEY 108 CHURCH STREET, 3RD FLOOR NEW BRUNSWICK, NJ 08901	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
CONSERVATION COLORADO 1536 WYNKOOP STREET 5C DENVER, CO 80202	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.
DOWNTOWN NEW BEDFORD, INC. 105 WILLIAM ST FL 2 NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	35,000.
EARTH ECHO INTERNATIONAL, INC. 1401 SOUTH JOYCE STREET ROOM 1501 ARLINGTON, VA 22202	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	500.
Total from continuation sheets				1,845,575.

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
ENVIRONMENTAL GROUP OF COAL CREEK CANYON PO BOX 7014 GOLDEN, CO 80403	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	6,000.
ENVIRONMENTAL LEAUGE OF MASSACHUSETTS, INC. 14 BEACON ST, STE. 714 BOSTON, MA 02108	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
FORWARD EVER SUSTAINABLE BUSINESS ALLIANCE 59 LINCOLN PARK NEWARK, NJ 07102	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	15,000.
FOUNDATION OF MORRIS HALL 2381 LAWRENCEVILLE RD LAWRENCEVILLE, NJ 08648	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,500.
FUNDERS' NETWORK FOR SMART GROWTH 1500 SAN REMO AVE, STE 2 CORAL GABLES, FL 33146	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	30,000.
GIRAFFE PROJECT P.O. BOX 759 LANGLEY, WA 98260	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
GLOBAL GREENGRANTS FUND, INC. 2840 WILDERNESS PLACE, STE A BOULDER, CO 80301	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
GLOBAL PHILANTHROPY PARTNERSHIP 2440 N LAKEVIEW AVE CHICAGO, IL 60614	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	55,000.
GOV'T ACCOUNTABILITY PROJECT (G.A.P.) 1612 K STREET, NW, STE 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.
Total from continuation sheets				

THE GARFIELD FOUNDATION
C/O RAICH 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
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.
LEADERSHIP SOUTHCOAST P.O. BOX 30001 ACUSHNET, MA 02743	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
LEAVE NO TRACE FOR OUTDOOR ETHICS 1830 17TH ST ROOM/SUITE 100 BOULDER, CO 80302	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	500.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE, STE 202 LOS ANGELES, CA 90017	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
MERCURY POLICY PROJECT/TIDES P.O. BOX 29903 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	90,000.
MICHIGAN ENVIORNMENTAL COUNCIL 602 W IONIA ST LANSING, MI 48933	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	275,000.
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.
NEW BEDFORD ECONOMIC DEVELOPMENT COUNCIL, INC. 1213 PURCHASE STREET NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
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
NEW JERSEY FUTURE, INC. 137 W HANOVER ST TRENTON, NJ 08618	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
NEWARK ALLIANCE 744 BROAD STREET SUITE 1705 NEWARK, NJ 07102	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
NYU LANGONE MEDICAL CENTER 550 FIRST AVE NEW YORK, NY 10016	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
ONE EARTH INITIATIVE 1755 WEST 14TH AVE, #602 BRITISH COLUMBIA, CANADA V6J 2JG	FOREIGN PUB. CHARITY	FOREIGN PUB. CHARITY	GENERAL CHARITABLE	40,000.
PASSAGE THEATER COMPANY P.O. BOX 967 TRENTON, NJ 08605	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,750.
PLANNED PARENTHOOD, LOS ANGELES 400 WEST 30TH STREET, NW, STE 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 FOUNDATION, INC. ONE PLAINSBORO ROAD PLAINSBORO, NJ 08536	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	50,000.
RAINFOREST ACTION NETWORK 425 BUSH STREET NO 300 SAN FRANCISCO, CA 94108	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	6,000.
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
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.
SOUTHERN CALIFORNIA LIBRARY FOR SOCIAL STUDIES & RESEARCH 6120 S VERMONT AVE LOS ANGELES, CA 90044	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
STORY OF STUFF PROJECT 1442A WALNUT STREET #272 BERKELEY, CA 94709	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
SUSTAINABLE PURCHASING COUNCIL 1220 L ST NW, STE. 100-442 WASHINGTON, DC 20005	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
THE ENVIRONMENTAL WORKING GROUP 1436 U ST NW, STE 100 WASHINGTON, DC 20009	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,500.
THE MARION INSTITUTE 202 SPRING ST MARION, MA 02738	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	17,000.
THE MUSTARD SEED FOUNDATION 7115 LEESBURG PIKE, STE. 304 FALLS CHURCH, VA 22043	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	32,000.
Total from continuation sheets				

THE GARFIELD FOUNDATION
C/O RAICH 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
TREE PEOPLE, INC. 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
TRENTON AREA SOUP KITCHEN 72 ESCHER ST TRENTON, NJ 08609	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
UNITED WAY OF GREATER NEW BEDFORD INC 105 WILLIAM ST FL 2 NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	25,000.
UNIVERSITY OF MASSACHUSETTS DARTMOUTH FOUNDATION INC 285 OLD WESTPORT ROAD N DARTMOUTH, MA 02747	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	20,000.
WILDLANDS RESTORATION VOLUNTEERS 3012 STERLING CIR, STE. 201 BOULDER, CO 80301	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	500.
WILDLIFE CONSERVATION NETWORK, INC. 209 MISSISSIPPI STREET SAN FRANCISCO, CA 94107	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	1,000.
WILDLIFE WAYSTATION, INC. 14831 LITTLE TUJUNGA CANYON RANCH ANGELES NATION, 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	10,000.
WOMEN'S WILDERNESS INSTITUTE 1501 LEE HILL DR BOULDER, CO 80304	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,000.
WORLDWATCH INSTITUTE 1400 16TH STREET, STE. 430 WASHINGTON, DC 20036	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	2,500.
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
YOUTHBUILD USA, INC. 58 DAY STREET SOMERVILLE, MA 02144	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	10,000.
BIONEERS 1014 TORNEY AVE SAN FRANCISCO, CA 94129	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	5,000.
ALLIANCEBERNSTEIN HOLDING LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10005	THRU K-1	THRU K-1	THRU K-1	75.
			GENERAL CHARITABLE	
Total from continuation sheets				

THE GARFIELD FOUNDATION
C/O RAICH 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
CLEAN PRODUCTION ACTION 1310 BROADWAY, STE 101 SOMERVILLE, MA 02144	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	210,000.
COMMUNITIES FOR BETTER ENVIORNMENT 6325 PACIFIC BLVD, STE 300 HUNTINGTON PARK, CA 90255	PUB. CHARITY	PUB. CHARITY		65,000.
CONSUMERS FOR DENTAL CHOICE 316 F ST, N.E., SUITE 212 WASHINGTON, DC 20002	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
INTERISE 197 PORTLAND STREET, STE 200 BOSTON, MA 02144	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
IRONBOUND COMMUNITY CORPORATION 179 VAN BUREN STREET NEWARK, NJ 07105	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
MINNEAPOLIS FOUNDATION 800 IDS CENTER, 800 S EIGHTH ST MINNEAPOLIS, MN 55402	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	500,000.
NEW BEDFORD ECONOMIC DEVELOPMENT COUNCIL, INC. 1213 PURCHASE STREET, 2ND FL NEW BEDFORD, MA 02740	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
RISING TIDE CAPITAL P.O. BOX 225 COLONIA, NJ 07067	PUB. CHARITY	PUB. CHARITY		50,000.
SUSTAINABLE PURCHASING COUNCIL 1220 L ST NW, STE. 100-442 WASHINGTON, DC 20005	PUB. CHARITY	PUB. CHARITY	GENERAL CHARITABLE	50,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	PUB. CHARITY	PC	GENERAL CHARITABLE	900,000.
Total from continuation sheets				1,975,000.

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2014

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

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

November 1, 2014 $40,000.00

(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 26, 2014 $40,000.00

(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.**

None prior to 11/30/2014

(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 11/30/2014

Garfield Foundation

Grant Agreement

Organization:	One Earth Initiative Society
Grant Purpose:	Systems Thinking Capacity Building Project in Sustainable Production & Consumption Sector
Organizational Representative:	Vanessa Timmer, Executive Director
Email:	vanessa@oneearthweb.org
Address:	1949 Comox St #1002 Vancouver, British Columbia, V6G 1R7
Phone:	604-813-3361

Grant Description:
One Earth Initiative Society will design and implement an applied systems thinking practice-based program for sustainable consumption and production organizations and networks aimed at supporting participants to better understand systems and systems thinking, to apply this knowledge and systems thinking tools to address persistent problems/patterns of success in their work, and to develop habits and practices to achieve mastery over time.

Grant Activities and Deliverables:

- Design and facilitate the use of systems applications to problem solving and build the capacity of participants by connecting them to experts and introducing various tools via webinars and coaching.
- Oversee and strategically develop the project including practical activities, the implementation of a knowledge sharing platform/website, and collating or developing other resource materials.
- Continue to develop, with the participants and other experts, the sustainable production and consumption systems map.
- Connect and support at least three "deep dive" areas through research, brokering partnerships, online meetings, and in-person convenings.
- As the project coordinator, continue building the field of sustainable production and consumption by communicating, networking and engaging in the broader sustainability sector.

Please refer to the Proposal for details on project activities and budget.

Grant Period:
November 1, 2014 - October 31, 2015

Approved Grant:
$40,000

Reporting Requirements & Schedule:

Report Type	Dates Covered	Due Date
2015 Operating Budget	*(January 1, 2015 – December 31, 2015)*	January 31, 2015
2014 Organizational Expenditure Report	*(January 1, 2014 – December 31, 2014)*	January 31, 2015
Semi-Annual Narrative Report		May 31, 2015
Project Expenditure Report		November 30, 2015
2015 YTD Organizational Expenditure Report	*(January 1, 2015 – October 31, 2015)*	November 30, 2015
Final Narrative Report		November 30, 2015

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.

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 2014 and FY 2015 (January 1, 2015-October 31, 2015) 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 *Systems Thinking Capacity Building Project in the Sustainable Production & Consumption Sector* 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.

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

Jennie Curtis

12/4/14

Date

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

DocuSigned by:

27B6F18B16224CF

12/19/2014

Date

On behalf of **One Earth Initiative Society**
Executive Director, Vanessa Timmer

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2014

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[illegible]

(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, 2014
October 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.**

July 15, 2014	reviewed
July 16, 2014	reviewed
19-May-14	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

STATEMENT ATTACHED FOR FORM 990-PF

THE GARFIELD FOUNDATION

EIN # 22-2285358

FISCAL YEAR ENDING: NOVEMBER 30, 2014

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.**

May 31, 2014 reviewed

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:
Narrative Progress Reports

- *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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS THRU PARTNERSHIPS	158,243.	0.	158,243.	158,243.	
PERSHING ADVISOR SOLUTIONS LLC INVESTMENTS	816,539.	0.	816,539.	816,539.	
TO PART I, LINE 4	974,782.	0.	974,782.	974,782.	

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	87,244.
UNRELATED INCOME/(LOSS) FROM ROSE SMART GROWTH INVESTMENT FUND	6	<86,160.>
RENTAL LOSS THRU PARTNERSHIPS	7	<19.>
ROYALTY INCOME THRU PARTNERSHIPS	8	1,838.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,903.

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	11/30/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,770,098.	3,313,755.	0.	0.	<543,657.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERSHING INVESTMENT - STATEMENT ATTACHED A	PURCHASED	VARIOUS	11/30/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,276,863.	6,935,277.	0.	0.	1,341,586.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS THRU PERSHING INVESTMENTS	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,838.	0.	0.	0.	10,838.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,254.	0.	0.	0.	8,254.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
787.7456 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	01/23/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,974.	0.	0.	0.	57,974.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MIRANT CORP COM - LIQUIDATION	PURCHASED	06/30/03	02/03/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28.	0.	0.	0.	28.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
644.1189 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	07/16/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,163.	0.	0.	0.	42,163.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
363.6166 SHS LIBRA OFFSHORE LIMITED	PURCHASED	06/30/03	10/21/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,399.	0.	0.	0.	22,399.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,502.	0.	0.	0.	5,502.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS ON SALE THRU PARTNERSHIPS	PURCHASED	VARIOUS	11/30/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,677.	0.	0.	0.	14,677.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS ON SALE THRU PARTNERSHIPS	PURCHASED	VARIOUS	11/30/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
115,972.	0.	0.	0.	115,972.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,701.	0.	0.	0.	4,701.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,739.	0.	0.	0.	26,739.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
178.	0.	0.	0.	178.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAINS THRU PARTNERSHIPS	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119.	0.	0.	0.	119.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,107,473.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,107,473.

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	30,538.	0.	
OTHER INCOME THRU PARTNERSHIPS	871.	871.	
SECTION 988 GAIN/(LOSS) THRU PARTNERSHIPS	4,643.	4,643.	
REIMBURSED EXPENSES	64.	0.	
IRS REFUNDS	109.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	36,225.	5,514.	

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	900.	0.		900.
TO FM 990-PF, PG 1, LN 16A	900.	0.		900.

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	28,055.	21,041.		7,014.
TO FORM 990-PF, PG 1, LN 16B	28,055.	21,041.		7,014.

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	6,360.	6,360.		0.
FOREIGN TAXES WITHHED THRU PARTNERSHIPS REPORTED ON FORM 990-T	2,039.	2,039.		0.
EXCISE TAX	72,977.	0.		0.
TO FORM 990-PF, PG 1, LN 18	81,376.	8,399.		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	157,874.	157,874.		0.
TELEPHONE	8,758.	0.		8,758.
OFFICE EXPENSES	20,963.	0.		20,963.
RE-AMP PROJECT	169,307.	0.		169,307.
NON-DEDUCTIBLE EXPENSES	158.	0.		0.
FILING FEE	725.	0.		725.
DUES & FEES	17,229.	0.		17,229.
PORTFOLIO DEDUCTIONS THRU PARTNERSHIPS	136,768.	136,768.		0.
INVESTMENT INTEREST EXPENSES THRU PARTNERSHIPS	43,687.	43,687.		0.
INVESTMENT INTEREST EXPENSES THRU PARTNERSHIPS REPORTED ON FORM 990-T	1,624.	0.		0.
CONSULTING FEES	178,125.	0.		178,125.
BOOKKEEPING	10,800.	0.		10,800.
INSURANCE	8,547.	0.		8,547.
BANK CHARGES	2,731.	0.		2,731.
INVESTMENT PORTFOLIO DEDUCTIONS THRU PARTNERSHIPS REPORTED ON FORM 990-T	2,385.	0.		0.
COLLABORATIVE NEWWORK EXPENSES	1,054,170.	0.		1,054,170.
TO FORM 990-PF, PG 1, LN 23	1,813,851.	338,329.		1,471,355.

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	189,989.
TOTAL TO FORM 990-PF, PART III, LINE 3	189,989.

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.	3,153.	3,170.	3,170.
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.	1,097.	91.	91.
FURNITURE & FIXTURES	924.	358.	566.	566.
SOFTWARE	5,318.	4,136.	1,182.	1,182.
FURNITURE & FIXTURES	725.	104.	621.	621.
TO 990-PF, PART II, LN 14	42,578.	36,948.	5,630.	5,630.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STMT B	12,274,970.	17,111,789.
MUTUAL FUNDS - SEE STMT B	2,200,013.	2,156,955.
PREFERRED STOCKS - SEE STMT B	464,466.	510,200.
PRIVATE EQUITY - MARLETTE FUNDING	100,000.	100,000.
COLCHIS/MARLETTE INCOME FD	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,039,449.	20,878,944.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT B	666,400.	805,320.
TOTAL TO FORM 990-PF, PART II, LINE 10C	666,400.	805,320.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIR TREE RECOVERY FUND	COST	1,495,198.	1,771,000.
EXCALIBUR PARTNERS LLP	COST	1,574,587.	1,572,414.
NOTHUNG PARTNERS LLP	COST	500.	500.
HIGHWATER GLOBAL FUND LLC	COST	1,406,463.	2,108,704.
MONSOON INDIA INFLECTION FUND	COST	11,777.	12,046.
WALNUT STREET ABSOLUTE RETURN FUND	COST	0.	0.
WARRANTS & RIGHTS	COST	460.	0.
ROSE SMART GROWTH INVESTMENT I LP	COST	345,281.	613,572.
LONGACRE (LCP) SPV IV, LLC	COST	2,640.	2,640.
55,402 SHS TRILINC GLOBAL IMPACT FUND LLC	COST	453,264.	508,920.
25,000 UNITS ALLIANCE BERNSTEIN HLG LP	COST	421,261.	671,000.
25,000 UNITS KKR FINANCIAL HLD LLC	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,711,431.	7,260,796.

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2014 ARE-001029

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Cash and Equivalents						
	General Mny Mkt CL B		1,713,830.97	1,713,830.97	-	-
Cash and Equivalents TOTAL			**1,713,830.97**	**1,713,830.97**	-	-
Sustainable Fixed Income						
1,000,000	Colchis/Marlette Income Fund Ltd	11/14/2014	1,000,000.00	1,000,000.00	-	84,227.10
Substainable Fixed Income TOTAL			**1,000,000.00**	**1,000,000.00**	-	**84,227.10**
Corporate Bonds						
Bonds						
500,000	British Telecom PLC Notes	1/14/2009	444,325.00	562,095.00	117,770.00	29,750.00
	5.95% Due 01/15/2018					
235,000	CBB					
	8.750% Due 03/15/2018	1/4/2012	222,075.00	243,225.00	21,150.00	20,562.50
Corporate Bonds TOTAL			**666,400.00**	**805,320.00**	**138,920.00**	**50,312.50**
Mutual Bond Funds						
138,866	Oppenheimer Sr Float Rate Y	8/16/2013	1,120,523.54	1,103,052.72	(17,470.82)	57,696.08
186,531	Prudential High Yield Fund	3/26/2013	1,079,488.97	1,053,901.90	(25,587.07)	71,628.02
Mutual Bond Funds TOTAL			**2,200,012.51**	**2,156,954.62**	**(43,057.89)**	**129,324.10**
Common Stock						
Consumer Discretion						
1,457	Amazon.com Inc.	11/17/2014	469,139.43	493,398.48	24,259.05	-
10,000	Gannett Co. Inc.	11/27/2012	176,857.00	325,500.00	148,643.00	8,000.00
7,275	Gannett Co. Inc.	11/29/2012	132,396.27	236,801.25	104,404.98	5,820.00
17,275	Gannett Co. Inc.		309,253.27	562,301.25	253,047.98	13,820.00
9,622	Jarden Corporation	1/7/2014	392,900.15	424,833.37	31,933.22	-
7,000	Marriot International Inc	7/29/2013	288,127.00	551,530.00	263,403.00	7,000.00
8,290	Tenneco Inc.	8/27/2013	380,329.45	450,561.50	70,232.05	-
4,855	Twenty-First Cent. Fox Inc. Cl A	8/9/2013	159,621.23	178,664.00	19,042.77	1,456.50
7,750	Twenty-First Cent. Fox Inc. Cl A	8/9/2013	254,508.45	285,200.00	30,691.55	2,325.00
2,395	Twenty-First Cent. Fox Inc. Cl A	2/25/2014	79,424.19	88,136.00	8,711.81	718.50
7,670	Twenty-First Cent. Fox Inc. Cl A	11/17/2014	271,583.20	282,256.00	10,672.80	2,301.00
12,605	Twenty-First Cent Fox Inc. Cl A		765,137.07	834,256.00	69,118.93	6,801.00

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2014 **ARE-001029**

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
			2,604,886.37	**3,316,880.60**	**711,994.23**	**27,621.00**
Consumer Staples						
6,000	Procter & Gamble Co.	6/13/1997	209,749.16	542,580.00	332,830.84	15,909.60
1,700	Anheuser-Busch Inbev SA ADR	11/21/2014	194,575.20	198,883.00	4,307.80	3,695.12
			404,324.36	**741,463.00**	**337,138.64**	**19,604.72**
Energy						
10,000	Golar LNG Ld	11/29/2012	389,358.00	415,200.00	25,842.00	18,000.00
5,000	Golar LNG Ld	12/21/2012	187,233.50	207,600.00	20,366.50	9,000.00
5,000	Golar LNG Ld	3/26/2013	183,175.50	207,600.00	24,424.50	9,000.00
20,000	Golar LNG Ld		759,767.00	830,400.00	70,633.00	36,000.00
4,000	SunEdison Inc.	11/24/2014	91,308.80	86,600.00	(4,708.80)	-
25,000	Teekay Tankers	2/27/2014	112,803.63	112,500.00	(303.63)	3,000.00
10,000	Teekay Tankers	2/28/2014	49,398.44	45,000.00	(4,398.44)	1,200.00
35,000	Teekay Tankers	6/24/2014	149,061.38	157,500.00	8,438.62	4,200.00
70,000	Teekay Tankers		311,263.45	315,000.00	3,736.55	8,400.00
			1,162,339.25	**1,232,000.00**	**69,660.75**	**44,400.00**
Financials						
7,000	American Intl Group Inc.	11/11/2013	341,635.70	383,600.00	41,964.30	3,500.00
5,000	American Intl Group Inc.	1/8/2014	256,729.00	274,000.00	17,271.00	2,500.00
12,000	American Intl Group Inc.		598,364.70	657,600.00	59,235.30	6,000.00
20,000	Bank of America Corp.	2/21/2013	229,600.00	340,800.00	111,200.00	4,000.00
5,000	Berkshire Hathaway B New Class B	5/11/2011	400,674.00	743,450.00	342,776.00	-
6,750	McGraw Hill Financial Inc	4/30/2014	498,962.41	630,855.00	131,892.59	8,910.00
10,000	Wells Fargo & Co.	7/31/2013	437,563.00	544,800.00	107,237.00	15,000.00
			2,165,164.11	**2,917,505.00**	**752,340.89**	**33,910.00**
Health Care						
3,000	Abbvie Inc	11/21/2014	201,286.50	207,600.00	6,313.50	6,120.00
5,000	Cara Theraputics, Inc.	2/27/2014	88,398.50	46,200.00	(42,198.50)	-
5,000	Cara Theraputics, Inc.	6/24/2014	86,340.50	46,200.00	(40,140.50)	-
5,000	Cara Theraputics, Inc.	7/22/2014	68,337.00	46,200.00	(22,137.00)	-
15,000	Cara Theraputics, Inc.		243,076 00	138,600.00	(104,476.00)	-
4,300	Johnson & Johnson	7/11/1997	147,732.19	465,475.00	317,742.81	12,900.00

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2014 ARE-001029

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
5,000	Merck & Co. Inc	7/31/2013	243,684.00	302,000.00	58,316.00	9,000.00
5,000	Merck & Co. Inc	1/8/2014	249,424.00	302,000.00	52,576.00	9,000.00
10,000	Merck & Co. Inc		493,108.00	604,000.00	110,892.00	18,000.00
1,600	Thermo Fisher Scientific, Inc.	11/21/2014	201,703.04	206,864.00	5,160.96	960.00
			1,286,905.73	**1,622,539.00**	**335,633.27**	**37,980.00**
Industrials						
19,040	CSX Corporation	10/3/2013	489,758.30	694,769.60	205,011.30	13,708.80
35,000	Frontline Ltd.	6/24/2014	105,091.00	43,400.00	(61,691.00)	-
2,000	General Electric Company	6/13/1997	44,218.76	52,980.00	8,761.24	1,840.00
13,500	General Electric Company	3/8/2010	221,265.00	357,615.00	136,350.00	12,420.00
4,500	General Electric Company	3/8/2010	73,526.23	119,205.00	45,678.77	4,140.00
20,000	General Electric Company		339,009.99	529,800.00	190,790.01	18,400.00
4,100	United Rentals Inc.	10/3/2013	245,501.44	464,571.00	219,069.56	-
3,300	United Rentals Inc.	10/28/2013	217,222.50	373,923.00	156,700.50	-
7,400	United Rentals Inc.		462,723.94	838,494.00	375,770.06	-
			1,396,583.23	**2,106,463.60**	**709,880.37**	**32,108.80**
Information tech						
3,500	Apple Inc.	7/27/2012	289,286 85	416,255.00	126,968.15	7,280.00
7,000	Apple Inc.	3/18/2013	448,986.80	832,510.00	383,523.20	14,560.00
10,500	Apple Inc.		738,273.65	1,248,765.00	510,491.35	21,840.00
6,400	Check Point Software	4/20/2010	227,911.24	494,784.00	266,872.76	-
1,600	Check Point Software	4/20/2010	56,967.95	123,696.00	66,728.05	-
8,000	Check Point Software		284,879.19	618,480.00	333,600.81	-
2,000	First Solar, Inc.	11/24/2014	100,427.00	97,600.00	(2,827.00)	-
500	Google Inc Cl A	10/9/2009	129,912.08	274,540.00	144,627.92	-
500	Google Inc Cl A	9/22/2010	128,429.79	274,540.00	146,110.21	-
1,000	Google Inc Cl A		258,341.87	549,080.00	290,738.13	-
500	Google Inc Cl C	10/9/2009	130,252.37	270,915.00	140,662.63	-
500	Google Inc Cl C	9/22/2010	128,766.21	270,915.00	142,148.79	-
1,000	Google Inc Cl C		259,018.58	541,830.00	282,811.42	-
			1,640,940.29	**3,055,755.00**	**1,414,814.71**	**21,840.00**

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2014 ARE-001029

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Materials						
3,000	Airgas Inc.	12/22/2010	183,366.36	346,890.00	163,523.64	7,200.00
1,000	Airgas Inc.	3/15/2011	62,469.80	115,630.00	53,160.20	2,400.00
4,000	Airgas Inc.		245,836.16	462,520.00	216,683.84	9,600.00
7620	Rock-Tenn Co.	7/2/2014	398,273.78	432,892.20	34,618.42	9,769.60
5,000	SPDR Gold Trust	1/29/2009	441,639.50	560,550.00	118,910.50	250.00
			1,085,749.44	**1,455,962.20**	**370,212.76**	**19,619.60**
Telecommunication						
21,925	Telenor ASA	2/11/2011	343,786.14	463,642.58	119,856.44	18,855.50
3,945	Verizon Communications, Inc.	2/24/2014	184,291.38	199,577.55	15,286.17	8,679.00
			528,077.52	**663,220.13**	**135,142.61**	**27,534.50**
Common Stock TOTAL			**12,274,970.30**	**17,111,788.53**	**4,836,818.23**	**264,618.62**
Master Limited Partnerships						
10,000	Alliance Bernstein Holding LP	12/21/2012	168,504.40	268,400.00	99,895.60	24,000.00
10,000	Alliance Bernstein Holding LP	12/21/2012	168,504.40	268,400.00	99,895.60	24,000.00
5,000	Alliance Bernstein Holding LP	3/26/2013	84,252.20	134,200 00	49,947.80	12,000.00
25,000	Alliance Bernstein Holding LP		421,261.00	671,000.00	249,739.00	60,000.00
Master Limited partnerships Total			**421,261.00**	**671,000.00**	**249,739.00**	**60,000.00**
Preferred Stock						
3,000	Cohen & Steers Ltd Dur Pfd Fd	7/26/12	75,000.00	72,480.00	(2,520.00)	5,616.00
7,000	Cohen & Steers Ltd Dur Pfd Fd	11/27/2012	173,714.10	169,120.00	(4,594.10)	13,104.00
10,000	Cohen & Steers Ltd Dur Pfd Fd		248,714.10	241,600.00	(7,114.10)	18,720.00
5,000	Cohen & Steers Pfd & Incm Fd	12/23/2011	107,508.00	134,300.00	26,792.00	10,320.00
971	Cohen & Steers Pfd & Incm Fd	12/29/2011	20,973.60	26,081.06	5,107.46	2,004.14
3,800	Cohen & Steers Pfd & Incm Fd	12/29/2011	82,308.00	102,068.00	19,760.00	7,843.20
229	Cohen & Steers Pfd & Incm Fd	12/29/2011	4,962.43	6,150.94	1,188.51	472.66
10,000	Cohen & Steers Pfd & Incm Fd		215,752.03	268,600.00	52,847.97	20,640.00
Preferred Stock TOTAL			**464,466.13**	**510,200.00**	**45,733.87**	**39,360.00**

STATEMENT B

Portfolio Evaluation for
Garfield Foundation
November 30, 2014 ARE-001029

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/ (-Loss)	Annual Income
Warrants and Rights						
526	Mirant Shares In Escrow	2/22/2006	460.23	-	(460.23)	-
50	Mirant Shares In Escrow	9/11/2008	-	-	-	-
576	Mirant Shares In Escrow		460.23	-	(460.23)	-
Warrants and Rights TOTAL			**460.23**	**-**	**(460.23)**	**-**
Private Equity						
Consumer Lending						
100,000	Marlette Funding, Inc	9/8/2014	100,000.00	100,000.00	-	-
Private Equity Total			**100,000.00**	**100,000.00**	**-**	**-**
TOTAL			**18,841,401.14**	**24,069,094.12**	**5,227,692.98**	**627,842.32**
SPECIAL HOLDINGS						
Fund of Funds						
1,320,552	Excalibur Partners	1/1/2005	1,574,587.00	1,572,413.58	(2,173.42)	-
	Nothung Partners	1/1/2005	500.00	500.00	-	
			1,575,087.00	1,572,913.58	(2,173.42)	
Equity Funds						
1,500,000	Highwater Global Fund, LLC	9/1/2005	1,406,463.00	2,108,703.93	702,240.93	-
SPECIAL SITUATIONS						
Partnerships						
695,193	Fir Tree Recovery Fund	6/30/2003	1,495,197.70	1,770,999.82	275,802.12	-
55,402	Trilinc Global Impact Fund LLC, Class I	10/1/2013	453,264.00	508,919.67	55,655.67	40,720.22
8,684	Monsoon India Inflection Fund 2	12/30/2003	11,777.00	12,046.20	269.20	-
	Longacre Capital Partners L.P.	6/30/2003	2,640.36	2,640.36	-	-
500,000	Rose Smart Growth Fund	9/1/2007	345,281.00	613,572.00	268,291.00	27,675.00
Partnerships TOTAL			2,308,160.06	2,908,178.05	600,017.99	68,395.22
GRAND TOTAL			24,131,111.20	30,658,889.68	6,527,778.48	696,237.54

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
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.