



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



EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

Form 990-PF

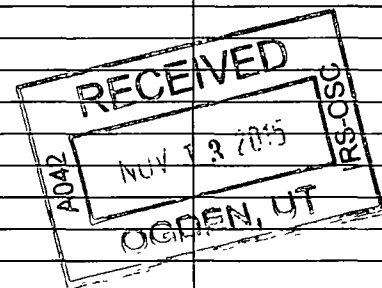
Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning APR 1, 2014, and ending MAR 31, 2015

Name of foundation THE SHARED EARTH FOUNDATION		A Employer identification number 52-2151843
Number and street (or P O box number if mail is not delivered to street address) 113 HOFFMAN LANE	Room/suite	B Telephone number (410) 778-6868
City or town, state or province, country, and ZIP or foreign postal code CHESTERTOWN, MD 21620		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,237,090.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		815,650.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		70,199.	70,199.		STATEMENT 1
4 Dividends and interest from securities		170,509.	170,509.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		880,683.			
b Gross sales price for all assets on line 6a	7,554,161.				
7 Capital gain net income (from Part IV, line 2)			880,683.		
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					
12 Total. Add lines 1 through 11		1,937,041.	1,121,391.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	15,650.	15,650.		0.
c Other professional fees	STMT 4	104,056.	104,056.		0.
17 Interest					
18 Taxes	STMT 5	4,343.	4,343.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	12,137.	12,137.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		136,186.	136,186.		0.
25 Contributions, gifts, grants paid		778,502.			778,502.
26 Total expenses and disbursements. Add lines 24 and 25		914,688.	136,186.		778,502.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,022,353.			
b Net investment income (if negative, enter -0-)			985,205.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 17 2015



6440

17

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			181,635.	255,942.	255,942.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	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 7	9,665,886.	10,598,932.	12,931,148.		
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶	29,037.					
Less: accumulated depreciation STMT 8 ▶	29,037.					
15 Other assets (describe ▶ STATEMENT 9)	500,000.	500,000.	50,000.			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,347,521.	11,354,874.	13,237,090.			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 10)	15,000.	0.			
23 Total liabilities (add lines 17 through 22)	15,000.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	10,332,521.	11,354,874.			
30 Total net assets or fund balances	10,332,521.	11,354,874.				
31 Total liabilities and net assets/fund balances	10,347,521.	11,354,874.				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,332,521.
2 Enter amount from Part I, line 27a	2	1,022,353.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,354,874.
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	11,354,874.

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 7,554,161.		6,673,478.	880,683.

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			880,683.

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	880,683.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	584,145.	11,931,367.	.048959
2012	1,480,214.	10,724,012.	.138028
2011	509,090.	8,777,085.	.058002
2010	475,340.	5,937,456.	.080058
2009	534,169.	5,308,390.	.100627

2 Total of line 1, column (d)	2 .425674
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 .085135
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 15,476,072.
5 Multiply line 4 by line 3	5 1,317,555.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 9,852.
7 Add lines 5 and 6	7 1,327,407.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8 778,502.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	19,704.
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	19,704.
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	19,704.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,296.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 10,296. Refunded <input type="checkbox"/>	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?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 11

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► WWW.SHAREDEARTH.ORG	13	X	
14	The books are in care of ► CAROLINE D. GABEL Telephone no. ► (410) 778-6868 Located at ► 113 HOFFMAN LANE, CHESTERTOWN, MD ZIP+4 ► 21620			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?		4b X

Form 990-PF (2014)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
CAROLINE D. GABEL 113 HOFFMAN LANE CHESTERTOWN, MD 21620	PRESIDENT 20.00	0.	0.	0.

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
NONE				

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

0

Form 990-PF (2014)

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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE FOUNDATION HAD COLLABORATED WITH "LEAP" TO CONSERVE ORANGUTANS, THE BORNEAN PYGMY ELEPHANTS AND HELPED IMPROVE THE LIVES OF WOMEN IN SABAH THROUGH TREE PLANTING.	57,100.
2 SEE STATEMENT 12	60,000.
3 SEE STATEMENT 13	55,000.
4 THE FOUNDATION PROVIDED SUPPORT TO THE NORTHERN JAGUAR PROJECT TO PROVIDE FUNDS FOR THE PURCHASE OF BABACO, A RANCH IN SONORA, MEXICO, TO BE ADDED TO THE PROJECT'S RESERVE.	60,000.

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.

Form 990-PF (2014)

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	13,201,565.
b	Average of monthly cash balances	1b	2,010,183.
c	Fair market value of all other assets	1c	500,000.
d	Total (add lines 1a, b, and c)	1d	15,711,748.
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	15,711,748.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,676.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,476,072.
6	Minimum investment return. Enter 5% of line 5	6	773,804.

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	773,804.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,704.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,704.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	754,100.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	754,100.
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	754,100.

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	778,502.
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	778,502.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	778,502.

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.

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				754,100.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	281,901.			
b From 2010	190,163.			
c From 2011	74,927.			
d From 2012	987,497.			
e From 2013				
f Total of lines 3a through e	1,534,488.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	778,502.			
a Applied to 2013, 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 2014 distributable amount				754,100.
e Remaining amount distributed out of corpus	24,402.			
5 Excess distributions carryover applied to 2014 (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:	1,558,890.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	281,901.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,276,989.			
10 Analysis of line 9:				
a Excess from 2010	190,163.			
b Excess from 2011	74,927.			
c Excess from 2012	987,497.			
d Excess from 2013				
e Excess from 2014	24,402.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)			**	
a Paid during the year				
ADKINS ARBORETUM PO BOX 100 RIDGELY, MD 21660		501(C)(3)	HABITAT ENHANCEMENT AND ECOLOGICAL PROGRAM, INCLUDING USING GOATS TO REMOVE INVASIVE PLANTS.	18,000.
ALLIANCE FOR INTERNATIONAL REFORESTATION 1702N WOODLAND DELAND, FL 32720		501(C)(3)	PLANTING TREES IN TEH HIGHLANDS OF GUATEMALA, TO PREVENT MUDSLIDES, REFOREST PROJECT AREAS, AND	25,000.
AMERICAN BIRD CONSERVANCY 4249 LOUDON AVENUE THE PLAINS, VA 20198		501(C)(3)	NORTH WITH THE SPRING PROJECT, TRACKING FOUR BIRD SPECIES ALONG THEIR MIGRATORY ROUTE UP THE MISSISSIPI	4,500.
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI, CA 94931		501(C)(3)	CONTINUED SUPPORT FOR ALDF'S CRIMINAL JUSTICE AND ZERO TOLERANCE FOR CRUELTY PROGRAMS, WHICH USE	18,000.
CENTER FOR ENVIRONMENTAL FILMMAKING 4400 MASSACHUSETTS AVENUE WASHINGTON, DC 20016		501(C)(3)	PROMOTING THE IMPORTANCE OF ETHICAL ENVIRONMENTAL FILM MAKING IN THE CLASSROOM AND THE	15,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				778,502.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations



1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			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.			

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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	11/7/15 Date	 PRESIDENT Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name <i>Kathryn Coburns CPA</i>	Preparer's signature <i>Kathryn Coburns CPA</i>	Date <i>11/9/2015</i>	Check <input type="checkbox"/> if self-employed	PTIN <i>P00730458</i>
	Firm's name ▶ WARRING & COMPANY VA, LLC, CPAS			Firm's EIN ▶ 47-1284962	
	Firm's address ▶ 218 N. LEE ST, SUITE 300 ALEXANDRIA, VA 22314			Phone no. 301-260-0809	

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 UBS FINANCIALS - SEE ATTACHMENT	P		03/31/15
b UBS FINANCIALS - SEE ATTACHMENT	P		03/31/15
c CHEVY CHASE TRUST - SEE ATTACHMENT	P		03/31/15
d CHEVY CHASE TRUST - SEE ATTACHMENT	P		03/31/15
e TEMPLETON GLOBAL	P		12/17/14
f PAX WORLD GLOBAL	P		12/22/14
g VANGUARD LIMITED TERM	P		01/23/15
h ALLERGAN INC	P		03/17/15
i BAXTER INTL	P		03/27/15
j CREE INC	P		03/27/15
k CUMMINS INC	P		03/27/15
l FIRST SOLAR INC	P		03/27/15
m GILEAD SCIENCES	P		03/27/15
n WABTECT CORP	P		03/27/15
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 551,204.		514,608.	36,596.
b 2,336,273.		2,028,612.	307,661.
c 1,437,518.		1,437,790.	<272.>
d 3,066,813.		2,531,364.	535,449.
e 210.			210.
f 101.			101.
g 149,980.		149,479.	501.
h 2,182.		2,059.	123.
i 1,713.		1,796.	<83.>
j 1,497.		1,426.	71.
k 1,947.		2,056.	<109.>
l 1,250.		856.	394.
m 2,228.		2,322.	<94.>
n 1,245.		1,110.	135.
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			36,596.
b			307,661.
c			<272.>
d			535,449.
e			210.
f			101.
g			501.
h			123.
i			<83.>
j			71.
k			<109.>
l			394.
m			<94.>
n			135.
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	880,683.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHESAPEAKE CONSERVANCY 716 GIDDINGS AVE ANNAPOLIS, MD 21403		501(C)(3)	TO SUPPORT THE EFFORTS TO CONSERVE THE LANDSCAPES AND SPECIAL PLACES THAT SUSTAIN THE CHESAPEAKE'S	10,000.
CHESAPEAKE MEDIA SERVICES 619 OAKWOOD DRIVE SEVEN VALLEYS, PA 17360-9395		501(C)(3)	SUPPORTING THE BAY JOURNAL, WHICH COVERS THE CHESAPEAKE BAY, PROVIDING TIMELY AND IN-DEPTH ENVIRONMENTAL	5,000.
CHESTER RIVER ASSOCIATION 100 NORTH CROSS STREET CHESTERTOWN, MD 21620		501(C)(3)	TO ASSIST WITH THE ASSOCIATION'S RIVER ADVOCACY, SEPTIC SYSTEM UPGRADE AND FARM PROGRAMS ON THE	15,000.
CLEAN WATER FUND 1444 I STREET NW #400 WASHINGTON, DC 20005		501(C)(3)	TO SUPPORT THE CLEAN WATER FUND'S PROGRAM IN MARYLAND WITH SPECIAL EMPHASIS ON ISSUE-BASED,	12,500.
DEFENDERS OF WILDLIFE 1130 17TH STREET, NW WASHINGTON, DC 20036		501(C)(3)	TO SUPPORT THE EFFORTS OF PROTECTING ANIMALS AND PLANTS IN THEIR NATURAL COMMUNITIES,	35,000.
EARTH SANGHA 10123 COMMONWEALTH BLVD FAIRFAX, VA 22032		501(C)(3)	SUPPORT FOR INCREASING PROPAGATION OF NATIVE PLANTS IN THE WASHINGTON DC AREA, AND REFORESTING AN	20,000.
EASTERN SHORE LAND CONSERVANCY PO BOX 169 QUEENSTOWN, MD 21658		501(C)(3)	15TH ANNUAL PLANNING CONFERENCE, BRINGING PLANNTERS, ELECTED OFFICIALS AND CITIZENS TOGETHER TO WORK FOR	15,000.
ENVIRONMENTAL FILM FESTIVAL 1228 31ST STREET, NW WASHINGTON, DC 20007		501(C)(3)	SUPPORT FOR THE ENVIRONMENTAL FILM FESTIVAL, 2015, SCREENING 160 FILMS OVER 13 DAYS,	55,000.
ENVIRONMENTAL INVESTIGATION AGENCY PO BOX 53343 WASHINGTON, DC 20009		501(C)(3)	CONTINUING TO DOCUMENT, EXPOSE AND PUBLICIZE CHINA'S AND JAPAN'S NONCOMPLIANCE BY AN IVORY-IMPORTING	30,000.
HOUSTON ZOO 620 HERMANN PARK DR HOUSTON, TX 77030		501(C)(3)	SUPPORTING PHOTO ARK, A MONUMENTAL WORK BY NATIONAL GEOGRAPHIC PHOTOGRAPHER JOEL SARTORE TO DOCUMENT	5,000.
Total from continuation sheets				698,002.

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
LEAP 3378 REVERE AVENUE OAKLAND, CA 94605		501(C)(3)	TO SUPPORT THE MICRO HYDRO PLANT IN A SMALL COMMUNITY IN SABAH, MALAYSIAN BORNEO, PART OF LEAP'S FOREVER	57,100.
LEWIS AND CLARK LAW SCHOOL 10015 SW TERWILLIGER BLVD PORTLAND, OR 97219		501(C)(3)	TO SUPPORT THE 12TH NATIONAL ANIMAL LAW COMPETITION.	15,000.
LION GUARDIANS PO BOX 9641 WASHINGTON, DC 20016		501(C)(3)	TO CONTINUE WORK CONSERVING LIONS IN AFRICA BY WORKING CLOSELY WITH LOCAL MAASAI HERDSMEN.	15,000.
NATIONAL AQUARIUM 501 E PRATT STREET BALTIMORE, MD 21202		501(C)(3)	TO SUPPORT THE ACQUARIUM'S MARINE ANIMAL RESCUE PROGRAM.	10,000.
NATIONAL WILDLIFE FEDERATION PO BOX 1583 MERRIFIELD, VA 22116		501(C)(3)	TO PROMOTE CLEAN WATER ADVOCACY FOR THE CHESAPEAKE BAY.	12,500.
NORTHERN JAGUAR PROJECT 2114 WEST GRANT ROAD TUSAN, AZ 85745		501(C)(3)	CONTINUED WORK SUPPORTING JAGUAR RESERVE AND CONSERVATION IN SONORA, MEXICO.	60,000.
ORANG UTAN REPUBLIK FOUNDATION 824 S WELLESLEY AVE LOS ANGELES, CA 90049		501(C)(3)	TO SUPPORT THE ORANG UTAN CONSERVATION IN SUMATRA, INDONESIA.	2,000.
PETA 501 FRONT ST NORFOLK, VA 23510		501(C)(3)	TO PROMOTE HUMANE TREATMENT OF HORSES BY MANUFACTURERS OF ANTITOXINS FOR HUMAN USE.	20,000.
RACHEL'S NETWORK 1200 18TH STREET, NW, SUITE 310 WASHINGTON, DC 20036		501(C)(3)	PROMOTING WOMEN AS EMPASSIONED LEADERS AND AGENTS OF CHANGE DEDICATED TO STEWARDSHIP OF THE	20,000.
RED WOLF COALITION 210 MAIN STREET COLUMBIA, NC 27925		501(C)(3)	CONTINUED CONSERVATION AND SUPPORT FOR PROTECTION OF THE ENDANGERED RED WOLF IN NORTH CAROLINA.	10,000.
Total from continuation sheets				

Part.XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN ANTONIO ZOO 3903 NORTH SAINT MARY'S STREET SAN ANTONIO, TX 78212		501(C)(3)	CONTINUED WORK TESTING FOR THE CHYTRID FUNGUS IN FROGS IN CHILE.	10,000.
SAVANNAH SCIENCE MUSEUM 305 MARTIN LUTHER KING JR BLVD SAVANNAH, GA 31401		501(C)(3)	SAVING ENDANGERED SEA TURTLES AND THEIR HABITAT ON WASSAW ISLAND; CONDUCTING RESEARCH AND EDUCATION	12,500.
SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE 1500 REMOUNT ROAD FRONT ROYAL, VA 22630		501(C)(3)	TO SUPPORT ELEPHANT CONSERVATION AND WELFARE IN BURMA & THAILAND. PRODUCTION OF FILM "BURMA'S	47,500.
SNOW LEOPARD CONSERVANCY 18030 CORNSTOCK AVE SONOMA, CA 95476		501(C)(3)	CONSERVATION OF SNOW LEOPARDS THROUGHOUT THEIR MOUNTAINOUS HIMALAYAN RANGE, FROM MONGOLIA TO NEPAL.	25,000.
STREET SENSE 1317 G STREET, NW WASHINGTON, DC 20005		501(C)(3)	A NEWSPAPER OF, BY AND FOR THE HOMELESS, HELPING THEM ESCAPE HOMELESSNESS, BUILD WORK HISTORIES, AND	2,000.
UNIVERSITY OF ARIZONA THE UNIVERSITY OF ARIZONA TUSAN, AZ 85721		501(C)(3)	FERRUGINOUS PYGMY OWL CONSERVATION IN THE AMERICAN SOUTHWEST.	6,902.
UPSTREAM ALLIANCE 501 E PRATT STREET ANNAPOLIS, MD 21403		501(C)(3)	TO LAUNCH A PROGRAM DEVELOPING LEADERSHIP SKILLS FOR THE NEXT GENERATION OF ENVIRONMENTAL LEADERS	5,000.
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401		501(C)(3)	TO PROTECT AND RESTORE WESTERN WILDLANDS AND ADVOCATES FOR A HEALTHY ENVIRONMENT ON BEHALF OF COMMUNITIES	30,000.
WILDAID 744 MONTGOMERY STREET SAN FRANCISCO, CA 94111		501(C)(3)	TO REDUCE DEMAND FOR TIGER PARTS IN THE WORLD.	60,000.
WILDLANDS NETWORK 1829 10TH AVENUE W. SEATTLE, WA 98119		501(C)(3)	CONSERVATION OF CORRIDORS FOR COUGARS AND OTHER WILDLIFE ALONG THE EAST COST OF THE UNITED STATES.	35,000.
Total from continuation sheets				

52-2151843

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part.XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALLIANCE FOR INTERNATIONAL REFORESTATION

PLANTING TREES IN TEH HIGHLANDS OF GUATEMALA, TO PREVENT MUDSLIDES,
REFOREST PROJECT AREAS, AND BRING MORE INCOME TO THE INDIGENOUS MAYA
PEOPLE OF THE AREA.

NAME OF RECIPIENT - AMERICAN BIRD CONSERVANCY

NORTH WITH THE SPRING PROJECT, TRACKING FOUR BIRD SPECIES ALONG THEIR
MIGRATORY ROUTE UP THE MISSISSIPI FLYWAY.

NAME OF RECIPIENT - ANIMAL LEGAL DEFENSE FUND

CONTINUED SUPPORT FOR ALDF'S CRIMINAL JUSTICE AND ZERO TOLERANCE FOR
CRUELTY PROGRAMS, WHICH USE COURTS, LAWS AND INDIVIDUAL CASES TO
PROTECT ANIMALS FROM ABUSE.

NAME OF RECIPIENT - CENTER FOR ENVIRONMENTAL FILMMAKING

PROMOTING THE IMPORTANCE OF ETHICAL ENVIRONMENTAL FILM MAKING IN THE
CLASSROOM AND THE FIELD.

NAME OF RECIPIENT - CHESAPEAKE CONSERVANCY

TO SUPPORT THE EFFORTS TO CONSERVE THE LANDSCAPES AND SPECIAL PLACES
THAT SUSTAIN THE CHESAPEAKE'S UNIQUE NATURAL AND CULTURAL RESOURCES.

NAME OF RECIPIENT - CHESAPEAKE MEDIA SERVICES

SUPPORTING THE BAY JOURNAL, WHICH COVERS THE CHESAPEAKE BAY, PROVIDING
TIMELY AND IN-DEPTH ENVIRONMENTAL COVERAGE THROUGH PRINT, WEB, RADIO
AND SYNDICATION SERVICES

NAME OF RECIPIENT - CHESTER RIVER ASSOCIATION

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO ASSIST WITH THE ASSOCIATION'S RIVER ADVOCACY, SEPTIC SYSTEM UPGRADE
AND FARM PROGRAMS ON THE CHESTER RIVER, A TRIBUTARY OF THE CHESAPEAKE
BAY ON MARYLAND'S EASTERN SHORE.

NAME OF RECIPIENT - CLEAN WATER FUND

TO SUPPORT THE CLEAN WATER FUND'S PROGRAM IN MARYLAND WITH SPECIAL
EMPHASIS ON ISSUE-BASED, NONPARTISAN CIVIC ENGAGEMENT.

NAME OF RECIPIENT - EARTH SANGHA

SUPPORT FOR INCREASING PROPAGATION OF NATIVE PLANTS IN THE WASHINGTON
DC AREA, AND REFORESTING AN AREA IN THE DOMINICAN REPUBLIC WITH CASH
CROPS TO IMPROVE THE LIVES OF LOCAL RESIDENTS.

NAME OF RECIPIENT - EASTERN SHORE LAND CONSERVANCY

15TH ANNUAL PLANNING CONFERENCE, BRINGING PLANNTERS, ELECTED OFFICIALS
AND CITIZENS TOGETHER TO WORK FOR SUSTAINABLE CHANGES ON MARYLAND'S
EASTERN SHORE.

NAME OF RECIPIENT - ENVIRONMENTAL INVESTIGATION AGENCY

CONTINUING TO DOCUMENT, EXPOSE AND PUBLICIZE CHINA'S AND JAPAN'S
NONCOMPLIANCE BY AN IVORY-IMPORTING STATE THROUGH STRENGTHENING CITES
PROTECTIONS FOR ELEPHANTS, TO RE-ESTABLISH A WORLD-WIDE BAN ON THE
IVORY TRADE.

NAME OF RECIPIENT - HOUSTON ZOO

SUPPORTING PHOTO ARK, A MONUMENTAL WORK BY NATIONAL GEOGRAPHIC
PHOTOGRAPHER JOEL SARTORE TO DOCUMENT THE WORLD'S MYRIAD SPECIES AS
STUDIO PORTRAITS.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LEAP

TO SUPPORT THE MICRO HYDRO PLANT IN A SMALL COMMUNITY IN SABAH,
MALAYSIAN BORNEO, PART OF LEAP'S FOREVER SABAH PROGRAM TO MAKE SABAH A
TRULY GREEN STATE AND SUPPORT FOR SEWAGE TREATMENT PLANT TRAINING FOR
WASTEWATER OPERATORS IN SABAH AS WELL AS GENERAL OPERATION FUNDS.

NAME OF RECIPIENT - LION GUARDIANS

TO CONTINUE WORK CONSERVING LIONS IN AFRICA BY WORKING CLOSELY WITH
LOCAL MAASAI HERDSMEN, CHANGING THE CULTURE TO ONE THAT DOES NOT
INCLUDE LION-KILLING AS A RITE OF PASSAGE, AND PREVENTING RETRIBUTION
KILLING.

NAME OF RECIPIENT - RACHEL'S NETWORK

PROMOTING WOMEN AS EMPASSIONED LEADERS AND AGENTS OF CHANGE DEDICATED
TO STEWARDSHIP OF THE EARTH.

NAME OF RECIPIENT - SAVANNAH SCIENCE MUSEUM

SAVING ENDANGERED SEA TURTLES AND THEIR HABITAT ON WASSAW ISLAND;
CONDUCTING RESEARCH AND EDUCATION INTO THE NEEDS OF AND WAYS TO PROTECT
THESE CREATURES.

NAME OF RECIPIENT - SMITHSONIAN CONSERVATION BIOLOGY INSTITUTE

TO SUPPORT ELEPHANT CONSERVATION AND WELFARE IN BURMA & THAILAND.
PRODUCTION OF FILM "BURMA'S ELEPHANTS AT THE CROSSROADS," EDUCATING
LOCAL BURMESE ON LIVING IN HARMONY WITH WILD ELEPHANTS.

NAME OF RECIPIENT - SNOW LEOPARD CONSERVANCY

Part.XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

CONSERVATION OF SNOW LEOPARDS THROUGHOUT THEIR MOUNTAINOUS HIMALAYAN RANGE, FROM MONGOLIA TO NEPAL, WORKING WITH THE LOCAL, INDIGENOUS PEOPLE AND THEIR COMMUNITIES. FOR GENECTIC STUDIES TO TO THE BODY OF KNOWLEDGE ABOUT THESE RARE, ENDANGERED CATS.

NAME OF RECIPIENT - STREET SENSE

A NEWSPAPER OF, BY AND FOR THE HOMELESS, HELPING THEM ESCAPE HOMELESSNESS, BUILD WORK HISTORIES, AND FORGE NEW LIVES.

NAME OF RECIPIENT - UPSTREAM ALLIANCE

TO LAUNCH A PROGRAM DEVELOPING LEADERSHIP SKILLS FOR THE NEXT GENERATION OF ENVIRONMENTAL LEADERS ON THE CHESAPEAKE BAY.

NAME OF RECIPIENT - WESTERN ENVIRONMENTAL LAW CENTER

TO PROTECT AND RESTORE WESTERN WILDLANDS AND ADVOCATES FOR A HEALTHY ENVIRONMENT ON BEHALF OF COMMUNITIES THROUGHOUT THE WEST.

NAME OF RECIPIENT - WILDLIFE CONSERVATION NETWORK

GREEN RANCHING IN BRAZIL'S PANTENAL, HELPING CATTLE RANCHERS COEXIST WITH AN ABUNDANCE OF WILDLIFE IN THIS LANDSCAPE-SIZED AREA.

NAME OF RECIPIENT - WILDLIFE CONSERVATION SOCIETY

TO PROVIDE FUNDS TO THE CONSERVATION PROJECTS OF THE WORLD'S LARGEST WILD PLACE IN 15 PRIORITY REGIONS.

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

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

OMB No 1545-0047

2014

Name of the organization

Employer identification number

THE SHARED EARTH FOUNDATION**52-2151843**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

THE SHARED EARTH FOUNDATION**52-2151843****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROLINE D. GABEL 113 HOFFMAN LANE CHESTEROWN, MD 21620	\$ 815,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

52-2151843

[illegible]

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

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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



Realized gain/loss

from 04/01/2014 to 03/31/2015

	CUSIP	Symbol	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term
GUGGENHEIM ENHANCED SHORT DURATION ETF	18383M654	GSY	5,057 00	06/18/2013	253,720 56	03/23/2015	252,859 54	-861 02	-0 34%	L
ISHARES FLOATING RATE BOND ETF	46429B655	FLOT	12,395 00	06/18/2013	628,032 54	03/23/2015	627,698 70	-333 84	-0 05%	L
ISHARES FLOATING RATE BOND ETF	46429B655	FLOT	784 00	10/27/2014	39,772 24	03/23/2015	39,702 77	-69 47	-0 17%	S
ISHARES TRUST S&P GLOBAL INDUSTRIALS INDEX FUND	464288729	EXI	2,374 00	06/02/2014	174,406 32	03/23/2015	174,518 47	112 15	0 06%	S
ISHARES U S HEALTHCARE ETF	464287762	IYH	589 00	11/22/2013	68,045 81	10/27/2014	81,019 41	12,973 60	19 07%	S
ISHARES U S HEALTHCARE ETF	464287762	IYH	388 00	06/07/2012	29,520 09	03/23/2015	61,792 00	32,271 91	109 32%	L
ISHARES U S HEALTHCARE ETF	464287762	IYH	332 00	12/10/2012	28,239 80	03/23/2015	52,873 56	24,633 76	87 23%	L
ISHARES U.S HEALTHCARE ETF	464287762	IYH	223 00	11/22/2013	25,762 68	03/23/2015	35,514 47	9,751 79	37 85%	L
ISHARES U S CONSUMER SERVICES ETF	464287580	IYC	428 00	11/22/2013	50,412 05	03/23/2015	63,085 02	12,672 97	25 14%	L
ISHARES U.S. CONSUMER SERVICES ETF	464287580	IYC	86 00	10/27/2014	10,744 84	03/23/2015	12,675 96	1,931 12	17 97%	S
ISHARES U.S. ENERGY ETF	464287796	IYE	835 00	03/16/2009	20,911 58	06/02/2014	45,208 56	24,296 98	116 19%	L
ISHARES U S ENERGY ETF	464287796	IYE	175 00	03/24/2009	4,787 85	06/02/2014	9,474 85	4,687 00	97 89%	L
ISHARES U S ENERGY ETF	464287796	IYE	305 00	05/08/2009	9,222 08	06/02/2014	16,513 31	7,291 23	79 06%	L
ISHARES U S ENERGY ETF	464287796	IYE	2,947 00	07/09/2009	80,158 40	06/02/2014	159,556 46	79,398 06	99 05%	L
ISHARES U.S. ENERGY ETF	464287796	IYE	1,070 00	07/15/2009	30,227 50	06/02/2014	57,931 93	27,704 43	91 65%	L
ISHARES U S ENERGY ETF	464287796	IYE	1,041 00	07/27/2009	31,703 36	06/02/2014	56,361 82	24,658 46	77 78%	L
ISHARES U S ENERGY ETF	464287796	IYE	350 00	11/13/2009	11,801 13	06/02/2014	18,949 69	7,148 56	60 58%	L
ISHARES U S ENERGY ETF	464287796	IYE	226 00	12/02/2009	7,600 15	06/02/2014	12,236 09	4,635 94	61 00%	L
ISHARES U S ENERGY ETF	464287796	IYE	847 00	01/07/2010	29,467 13	06/02/2014	45,858 27	16,391 14	55 63%	L
ISHARES U S ENERGY ETF	464287796	IYE	458 00	05/10/2010	15,067 24	06/02/2014	24,797 04	9,729 80	64 58%	L
ISHARES U S ENERGY ETF	464287796	IYE	526 00	10/15/2010	17,856 16	06/02/2014	28,478 69	10,622 53	59 49%	L
ISHARES U S ENERGY ETF	464287796	IYE	1,109 00	11/22/2013	55,494 14	06/02/2014	60,043 47	4,549 33	8 20%	S
ISHARES U.S. TECHNOLOGY ETF	464287721	IYW	786 00	11/22/2013	65,788 12	10/27/2014	77,846 86	12,058 74	18 33%	S
ISHARES U S TECHNOLOGY ETF	464287721	IYW	72 00	11/22/2013	6,026 39	03/23/2015	7,792 42	1,766 03	29 30%	L
ISHARES US REAL ESTATE ETF	464287739	IYR	245 00	11/22/2013	15,530 55	10/27/2014	18,067 00	2,536 45	16 33%	S
PIMCO TOTAL RETURN ACTIVE EXCH ETF	72201R775	BOND	5,056 00	12/10/2012	557,481 10	10/27/2014	553,226 67	-4,254 43	-0 76%	L
SPDR BARCLAYS AGGREGATE BOND ETF	78464A649	LAG	980 00	10/27/2014	57,084 65	03/23/2015	57,686 64	601 99	1 05%	S



Realized gain/loss - from 04/01/2014 to 03/31/2015 (continued)

	CUSIP	Symbol	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term
VANGUARD FTSE DEVELOPED MKT ETF	921943858	VEA	4,542.00	06/18/2013	171,369.66	03/23/2015	186,740.44	15,370.78	8.97%	L
VANGUARD FTSE DEVELOPED MKT ETF	921943858	VEA	470.00	11/22/2013	19,245.04	03/23/2015	19,323.64	78.60	0.41%	L
VANGUARD FTSE DEVELOPED MKT ETF	921943858	VEA	721.00	10/27/2014	27,740.84	03/23/2015	29,643.30	1,902.46	6.86%	S
TOTAL REALIZED GAIN/(LOSS):					2,543,220.00		2,887,477.05	344,257.05	13.54%	

TOTAL GAINS:	349,775.81
TOTAL LOSSES:	-5,518.76
SHORT TERM - TOTAL REALIZED GAIN/(LOSS):	36,596.37
LONG TERM - TOTAL REALIZED GAIN/(LOSS):	307,660.68

Shared Earth Foundation
Chewy Chase Trust - ShortTerm Gain / Loss Report

CUSIP	Asset Title	Units	Date Sold	Date Acquired	Proceeds	Cost Basis	Net Gain or Loss
15126Q109	Cementos Pacasmayo SAA ADR	500	4/24/2014	8/2/2013	\$ 4,521.40	\$ 6,424.95	\$ (1,903.55)
256677105	Dollar General Corp	700	4/25/2014	2/5/2014	\$ 39,194.93	\$ 39,610.90	\$ (415.97)
B01CW08	HIKMA Pharmaceuticals PLC	750	5/2/2014	9/19/2013	\$ 19,772.33	\$ 12,818.51	\$ 6,953.82
464287804	ISHARES CORE S&P Small Cap ETF	500	5/19/2014	Various	\$ 52,891.38	\$ 50,109.44	\$ 2,781.94
G97822103	Perrigo CO PLC	250	6/9/2014	2/12/2014	\$ 35,044.25	\$ 37,197.48	\$ (2,153.23)
B0F9V20	Oversea-Chinese Banking Corp	4000	6/11/2014	Various	\$ 31,114.16	\$ 32,189.38	\$ (1,075.22)
244199105	Deere & Co.	100	6/25/2014	7/11/2013	\$ 9,047.33	\$ 8,433.95	\$ 613.38
26875p101	EOG RES INC	200	7/22/2014	4/23/2014	\$ 23,471.50	\$ 21,021.72	\$ 2,449.78
75281A109	Range Resources Corp	400	7/22/2014	4/1/2014	\$ 30,543.64	\$ 33,702.72	\$ (3,159.08)
867224107	Suncor Energy INC	200	7/22/2014	Various	\$ 8,364.53	\$ 6,568.87	\$ 1,795.66
983919101	XILINX INC	850	7/23/2014	2/6/2014	\$ 34,781.31	\$ 39,021.38	\$ (4,240.07)
73755L107	Potash Corp SASK INC	200	7/23/2014	3/13/2014	\$ 7,213.84	\$ 6,849.98	\$ 363.86
78462F103	Standard & Poors DEP	207	7/23/2014	4/1/2014	\$ 41,117.59	\$ 38,969.80	\$ 2,147.79
872540109	TJX Companies	500	7/23/2014	Various	\$ 26,585.31	\$ 27,660.77	\$ (1,075.46)
B9MS8P5	Gelmalto NV	400	7/24/2014	3/13/2014	\$ 39,669.50	\$ 44,831.57	\$ (5,162.07)
485865109	Kate Spade & Company	1100	9/5/2014	7/29/2014	\$ 35,037.63	\$ 43,075.89	\$ (8,038.26)
166764100	Chevrontexaco Corp	100	9/9/2014	9/9/2013	\$ 12,556.73	\$ 12,191.99	\$ 364.74
92826c839	VISA INC	200	9/9/2014	6/18/2014	\$ 42,881.07	\$ 42,082.00	\$ 799.07
172967HU8	Citigroup INC 2.500% 7/29/19	75000	9/9/2014	7/22/2014	\$ 74,865.00	\$ 74,954.25	\$ (89.25)
126650100	CVS Corp	100	9/9/2014	2/12/2014	\$ 8,096.83	\$ 6,887.50	\$ 1,209.33
25243Q205	Diageo PLC	300	9/9/2014	Various	\$ 36,017.20	\$ 35,870.97	\$ 146.23
478160104	Johnson & Johnson	75	9/9/2014	4/29/2014	\$ 7,790.07	\$ 7,596.00	\$ 194.07
478366107	Johnson Controls	875	9/9/2014	3/24/2014	\$ 41,316.58	\$ 40,827.41	\$ 489.17
61166W101	Monsanto Co NEW	300	9/9/2014	2/25/2014	\$ 34,397.26	\$ 32,822.97	\$ 1,574.30
641069406	Nestle SA Spons ADR	400	9/9/2014	Various	\$ 30,572.24	\$ 29,029.00	\$ 1,543.24
709629AF6	Pentair Finance 2.650% 12/01/19	100000	9/9/2014	4/15/2014	\$ 99,925.00	\$ 100,215.22	\$ (290.22)
771195104	Roche HLDG LTD SPONS ADR	300	9/9/2014	6/17/2014	\$ 10,871.75	\$ 11,139.00	\$ (267.25)
806857108	Schlumberger LTD	150	9/9/2014	3/5/2014	\$ 15,743.67	\$ 13,843.02	\$ 1,900.65
78462F103	Standard & Poors DEP	1000	9/9/2014	Various	\$ 199,775.68	\$ 186,216.67	\$ 13,559.01
913017109	United Technologies CORP	100	9/9/2014	2/6/2014	\$ 10,845.77	\$ 10,918.85	\$ (73.08)
921946406	Vanguard HIGH DVD YIELD ETF	500	9/9/2014	2/6/2014	\$ 33,569.66	\$ 29,599.85	\$ 3,969.81
806857108	Schlumberger LTD	100	10/14/2014	3/5/2014	\$ 9,019.83	\$ 9,228.68	\$ (208.85)
023135106	Amazon Com INC	125	10/22/2014	7/29/2014	\$ 39,316.65	\$ 40,229.85	\$ (913.20)
92719W108	Vince Holding CORP	1025	11/19/2014	9/5/2014	\$ 33,742.35	\$ 35,497.80	\$ (1,755.45)

166764100	Chevrontexaco Corp	200	12/22/2014	2/25/2014	\$ 22,379.64	\$ 23,053.98	\$ (674.34)
34354P105	Flowserve Corp	600	12/22/2014	2/6/2014	\$ 35,363.28	\$ 43,432.49	\$ (8,069.21)
50540R409	Laboratory Corp America Hldgs	400	12/22/2014	6/17/2014	\$ 42,883.53	\$ 40,251.84	\$ 2,631.69
904784709	Unilever NV	1350	12/22/2014	9/15/2014	\$ 53,539.96	\$ 55,923.48	\$ (2,383.52)
693475105	PNC Financial Services Group	500	12/22/2014	6/25/2014	\$ 45,844.89	\$ 44,343.19	\$ 1,501.70
049560105	Atmos Energy Corp	250	12/22/2014	8/14/2014	\$ 13,609.57	\$ 12,374.98	\$ 1,234.59
85571B105	Starwood Property Trust INC REIT	100	12/23/2014	4/1/2014	\$ 2,338.96	\$ 2,291.21	\$ 47.75
803054204	SAP SE SPONS ADR	225	2/26/2015	7/29/2014	\$ 15,675.46	\$ 18,180.18	\$ (2,504.72)
803054204	SAP SE SPONS ADR	375	3/10/2015	7/29/2014	\$ 26,208.30	\$ 30,300.30	\$ (4,092.00)
Totals:					\$ 1,437,517.56	\$ 1,437,789.99	\$ (272.42)

x

Shared Earth Foundation
Chevy Chase Trust - Long Term Gain / Loss Report

CUSIP	Asset Title	Units	Date Sold	Date Acquired	Proceeds	Cost Basis	Net Gain or Loss
278642103	Ebay INC COM	250	4/1/2014	3/7/2012	\$ 13,978.03	\$ 8,894.83	\$ 5,083.20
71645WAU5	Petrobras INTL 3.500% 2/6/17	100000	4/15/2014	2/8/2012	\$ 102,072.00	\$ 100,527.00	\$ 1,545.00
15126Q109	Cementos Pacasmayo SAA ADR	1500	4/24/2014	12/14/2012	\$ 13,564.19	\$ 19,131.90	\$ (5,567.71)
37950E200	Global X MSCI Colombia ETF	1250	4/25/2014	2/13/2012	\$ 23,307.10	\$ 25,837.38	\$ (2,530.28)
25179M103	Devon Energy Corporation NEW	500	4/30/2014	Various	\$ 34,979.67	\$ 32,824.81	\$ 2,154.86
64970MXT5	New York NY City HSG 6.420% 11/1/27	5000	5/1/2014	7/20/2010	\$ 5,000.00	\$ 5,056.25	\$ (56.25)
80LCW08	Hikma Pharmaceuticals PLC	2500	5/2/2014	Various	\$ 65,907.77	\$ 29,691.65	\$ 36,216.12
6472960	Jardine Strategic HLDGS LTD	750	6/11/2014	12/20/2012	\$ 26,553.09	\$ 27,007.71	\$ (454.62)
3133XHBL5	FHLB 4.875% 6/13/14	25000	6/13/2014	6/1/2011	\$ 25,000.00	\$ 27,959.50	\$ (2,959.50)
244199105	Deere & Co.	300	6/25/2014	3/13/2013	\$ 27,141.99	\$ 27,355.11	\$ (213.12)
867224107	Suncor Energy INC	1200	7/22/2014	Various	\$ 50,187.20	\$ 36,197.95	\$ 13,989.26
867224107	Suncor Energy INC	600	7/22/2014	Various	\$ 25,093.60	\$ 19,524.20	\$ 5,569.40
302491303	FMC CORP	100	7/23/2014	3/13/2013	\$ 6,868.06	\$ 6,103.93	\$ 764.13
302491303	FMC CORP	500	7/23/2014	Various	\$ 34,340.28	\$ 16,502.33	\$ 17,837.95
278642103	Ebay INC COM	350	7/23/2014	Various	\$ 18,371.13	\$ 11,452.79	\$ 6,918.34
278642103	Ebay INC COM	400	7/23/2014	6/21/2010	\$ 20,995.58	\$ 9,039.11	\$ 11,956.47
57060U605	Market Vectors Agribusiness	400	7/23/2014	Various	\$ 21,636.24	\$ 19,292.49	\$ 2,343.75
57060U605	Market Vectors Agribusiness	350	7/23/2014	2/15/2012	\$ 18,931.71	\$ 18,385.43	\$ 546.28
73755L107	Potash CORP SASK INC	600	7/23/2014	Various	\$ 21,641.52	\$ 26,917.98	\$ (5,276.46)
73755L107	Potash CORP SASK INC	300	7/23/2014	6/21/2010	\$ 10,820.76	\$ 10,143.00	\$ 677.76
872540109	TJX Companies	500	7/23/2014	6/22/2012	\$ 26,585.31	\$ 21,345.40	\$ 5,239.91
6472960	Jardine Strategic HLDGS LTD	650	7/24/2014	Various	\$ 23,510.74	\$ 19,984.38	\$ 3,526.36
6472960	Jardine Strategic HLDGS LTD	600	7/24/2014	Various	\$ 21,702.22	\$ 16,309.60	\$ 5,392.62
B111TCY0	Schindler Holding AG	100	7/24/2014	2/1/2012	\$ 15,387.01	\$ 11,636.94	\$ 3,750.07
B111TCY0	Schindler Holding AG	200	7/24/2014	Various	\$ 30,774.02	\$ 20,046.29	\$ 10,727.73
842587107	Southern Co	400	8/14/2014	Various	\$ 17,249.34	\$ 14,573.83	\$ 2,675.51
842587107	Southern Co	1350	8/14/2014	Various	\$ 58,216.51	\$ 59,135.55	\$ (919.04)
535555106	Lindsay Corporation	450	8/14/2014	Various	\$ 34,464.78	\$ 30,116.96	\$ 4,347.82
025537101	American Elec. Power	350	9/9/2014	Various	\$ 18,521.62	\$ 14,279.97	\$ 4,241.65
025537101	American Elec. Power	400	9/9/2014	Various	\$ 21,167.57	\$ 13,994.50	\$ 7,173.07
00206R102	AT&T INC	1700	9/9/2014	Various	\$ 58,937.86	\$ 53,018.65	\$ 5,919.21
126650100	CVS CORP	100	9/9/2014	8/6/2013	\$ 8,096.83	\$ 6,019.99	\$ 2,076.84

25243Q205	Diageo PLC	200	9/9/2014	Various	\$ 24,011.47	\$ 21,225.93	\$ 2,785.54
25243Q205	Diageo PLC	200	9/9/2014	Various	\$ 24,011.47	\$ 13,625.21	\$ 10,386.26
P16994132	Banco Latinoamericano de Comercio	750	9/9/2014	12/13/2012	\$ 24,722.98	\$ 15,468.45	\$ 9,254.53
084670702	Berkshire Hathaway INC-CL B	150	9/9/2014	12/13/2012	\$ 20,554.06	\$ 13,396.43	\$ 7,157.63
191216100	Coca Cola CO COM	1000	9/9/2014	Various	\$ 41,856.07	\$ 36,412.86	\$ 5,443.21
194162103	Colgate-Palmolive	950	9/9/2014	Various	\$ 60,185.63	\$ 53,199.63	\$ 6,986.00
42217K106	Health Care REIT INC	500	9/9/2014	7/30/2013	\$ 33,624.30	\$ 32,390.63	\$ 1,233.67
453038408	Imperial Oil LTD	500	9/9/2014	Various	\$ 25,475.09	\$ 24,012.65	\$ 1,462.44
453038408	Imperial Oil LTD	250	9/9/2014	7/22/2010	\$ 12,737.54	\$ 9,789.15	\$ 2,948.39
464287325	ISHARES S&P Global Healthcare ETF	900	9/9/2014	Various	\$ 87,505.15	\$ 50,599.44	\$ 36,905.71
57636Q104	Mastercard INC-A	1000	9/9/2014	Various	\$ 75,668.42	\$ 45,483.00	\$ 30,185.42
580135101	McDonalds Corp	375	9/9/2014	Various	\$ 34,338.02	\$ 37,160.22	\$ (2,822.19)
580135101	McDonalds Corp	225	9/9/2014	Various	\$ 20,602.81	\$ 16,313.13	\$ 4,289.69
61166W101	Monsanto CO NEW	300	9/9/2014	7/30/2013	\$ 34,397.26	\$ 30,240.96	\$ 4,156.31
641069406	Nestle SA SPONS ADR	700	9/9/2014	Various	\$ 53,501.42	\$ 47,193.50	\$ 6,307.92
641069406	Nestle SA SPONS ADR	400	9/9/2014	Various	\$ 30,572.25	\$ 20,824.00	\$ 9,748.25
73935X799	Powershares Dynamic Pharmaceuticals	1000	9/9/2014	Various	\$ 62,648.61	\$ 29,495.90	\$ 33,152.71
847560109	Spectra Energy Corp WI	200	9/9/2014	2/15/2012	\$ 8,299.83	\$ 6,193.98	\$ 2,105.85
891488101	Tortoise MLP Fund-A	2000	9/9/2014	Various	\$ 58,919.69	\$ 51,989.50	\$ 6,930.19
913017109	United Technologies Corp	150	9/9/2014	Various	\$ 16,268.66	\$ 14,984.00	\$ 1,284.66
921946406	Vanguard High DVD Yield ETF	1000	9/9/2014	7/30/2013	\$ 67,139.31	\$ 59,159.50	\$ 7,979.81
92204A702	Vanguard INFO Tech ETF	100	9/9/2014	1/24/2012	\$ 10,123.81	\$ 6,577.32	\$ 3,546.49
92204A702	Vanguard INFO Tech ETF	400	9/9/2014	Various	\$ 40,495.22	\$ 24,250.62	\$ 16,244.60
26483EAF7	Dun & Bradstreet 3.250% 12/1/17	100000	9/9/2014	11/28/2012	\$ 103,062.00	\$ 99,991.00	\$ 3,071.00
36962G4R2	Gen Elec Cap CRP MTN 4.375% 9/16/20	100000	9/9/2014	1/5/2012	\$ 109,410.00	\$ 102,133.00	\$ 7,277.00
58607ECL6	Memphis TN CTR CITY 3.870% 11/1/20	100000	9/9/2014	1/13/2012	\$ 104,897.00	\$ 102,772.00	\$ 2,125.00
649883QE8	New York ST 3.999% 4/1/21	50000	9/9/2014	11/4/2011	\$ 52,630.00	\$ 50,000.00	\$ 2,630.00
71781LB7	Philadelphia PA Z-CPN 4/15/17	50000	9/9/2014	4/4/2013	\$ 47,130.00	\$ 46,031.72	\$ 1,098.28
806407102	Schein Henry INC	475	9/9/2014	Various	\$ 56,365.76	\$ 41,958.05	\$ 14,407.70
806407102	Schein Henry INC	125	9/9/2014	7/16/2010	\$ 14,833.09	\$ 6,709.47	\$ 8,123.62
46625HBV1	JP Morgan Chase 5.125% 9/15/14	100000	9/15/2014	1/26/2012	\$ 100,000.00	\$ 106,999.00	\$ (6,999.00)
806857108	Schlumberger LTD	75	10/14/2014	8/6/2013	\$ 6,764.87	\$ 6,196.72	\$ 568.15
191216100	Coca Cola CO COM	400	10/14/2014	1/18/2012	\$ 17,507.65	\$ 13,519.90	\$ 3,987.75
191216100	Coca Cola CO COM	600	10/14/2014	Various	\$ 26,261.48	\$ 16,751.33	\$ 9,510.15
847560109	Spectra Energy Corp WI	450	10/14/2014	Various	\$ 16,134.66	\$ 13,842.15	\$ 2,292.51
291011104	Emerson Electric Com	400	10/14/2014	Various	\$ 23,875.47	\$ 20,945.92	\$ 2,929.55

291011104	Emerson Electric Com	300	10/14/2014	Various	\$ 17,906.60	\$ 14,766.38	\$ 3,140.22
902973304	US Bancorp	1650	11/18/2014	Various	\$ 72,475.79	\$ 53,568.11	\$ 18,907.68
630721A8	Napoleon OH SWR SYS 6.000% 12/1/20	5000	12/1/2014	6/30/2010	\$ 5,000.00	\$ 5,000.00	\$ -
31331YHM5	FFCB 4.300% 12/15/14	55000	12/15/2014	8/26/2010	\$ 55,000.00	\$ 61,515.30	\$ (6,515.30)
166764100	Chevrontexaco CORP	400	12/22/2014	Various	\$ 44,759.28	\$ 41,525.74	\$ 3,233.55
049560105	Atmos Energy Corp	850	12/22/2014	Various	\$ 46,272.55	\$ 30,522.51	\$ 15,750.04
049560105	Atmos Energy Corp	550	12/22/2014	Various	\$ 29,941.06	\$ 15,962.15	\$ 13,978.91
74144T108	Price T Rowe Group INC	75	12/22/2014	8/2/2013	\$ 6,515.86	\$ 5,716.49	\$ 799.37
38259P508	Google INC-CL A	100	12/22/2014	Various	\$ 52,955.96	\$ 29,839.41	\$ 23,116.55
913017109	United Technologies Corp	450	12/22/2014	Various	\$ 52,584.80	\$ 35,143.37	\$ 17,441.43
713448108	Pepsico INC	600	12/23/2014	Various	\$ 58,312.77	\$ 44,838.46	\$ 13,474.30
806857108	Schlumberger LTD	200	12/23/2014	Various	\$ 17,345.62	\$ 14,809.62	\$ 2,536.00
806857108	Schlumberger LTD	50	12/23/2014	11/30/2010	\$ 4,336.40	\$ 3,878.66	\$ 457.74
85571B105	Starwood Property Trust INC REIT	100	12/23/2014	9/12/2012	\$ 2,338.96	\$ 1,857.36	\$ 481.60
126650100	CVS CORP	250	2/26/2015	8/6/2013	\$ 25,742.03	\$ 15,049.97	\$ 10,692.06
918204108	V F Corp	325	2/26/2015	2/6/2014	\$ 24,723.01	\$ 18,583.47	\$ 6,139.54
31331XUA8	FFCB 5.000% 5/2/16	45000	3/9/2015	8/26/2010	\$ 47,184.60	\$ 52,429.50	\$ (5,244.90)
74144T108	Price T Rowe Group INC	675	3/10/2015	Various	\$ 55,883.30	\$ 40,213.76	\$ 15,669.54
				Totals:	\$ 3,066,813.37	\$ 2,531,363.94	\$ 535,449.46

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - CHEVY CHASE TRUST	67,286.	67,286.	
INTEREST INCOME - UBS FINANCIAL	21.	21.	
INTEREST INCOME - VERIS FINANCIAL	2,892.	2,892.	
TOTAL TO PART I, LINE 3	70,199.	70,199.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - CHEVY CHASE TRUST	68,366.	0.	68,366.	68,366.	
DIVIDEND INCOME - UBS FINANCIALS	95,047.	0.	95,047.	95,047.	
DIVIDEND INCOME - VERIS FINANCIAL	7,096.	0.	7,096.	7,096.	
TO PART I, LINE 4	170,509.	0.	170,509.	170,509.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,650.	15,650.		0.
TO FORM 990-PF, PG 1, LN 16B	15,650.	15,650.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	104,056.	104,056.		0.
TO FORM 990-PF, PG 1, LN 16C	104,056.	104,056.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	1,631.	1,631.		0.
FOREIGN TAXES	2,712.	2,712.		0.
TO FORM 990-PF, PG 1, LN 18	4,343.	4,343.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE REGISTRATION AND MAINTENANCE	2,310.	2,310.		0.
TELEPHONE	646.	646.		0.
CORPORATE FEES	192.	192.		0.
BANK CHARGES	35.	35.		0.
ACCRUED INTEREST PAID	3,835.	3,835.		0.
OTHER EXPENSES	5,119.	5,119.		0.
TO FORM 990-PF, PG 1, LN 23	12,137.	12,137.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CHEVY CHASE TRUST	3,718,943.	4,142,149.	
UBS FINANCIALS	4,933,934.	6,842,641.	
VERIS INVESMENTS	1,946,055.	1,946,358.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,598,932.	12,931,148.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	29,037.	29,037.	0.
TOTAL TO FM 990-PF, PART II, LN 14	29,037.	29,037.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ELLINGTON PLAZA D G LID PTR	500,000.	500,000.	50,000.
TO FORM 990-PF, PART II, LINE 15	500,000.	500,000.	50,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CONTRIBUTION PAYABLE	15,000.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	15,000.	0.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

CAROLINE D. GABEL

113 HOFFMAN LANE
CHESTERTOWN, MD 21620

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY TWO

THE FOUNDATION PROVIDED FINANCIAL SUPPORT TO WILDAID TO JOIN IN THEIR EFFORTS TO REDUCE THE ILLEGAL TRADE OF TIGER PARTS AS WELL AS OTHER ANIMALS. THE GOAL IS TO REDUCE DEMAND THROUGH PUBLIC AWARENESS CAMPAIGNS AND PROVIDING COMPREHENSIVE PROTECTION FOR THE ANIMALS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

60,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY THREE

THE FOUNDATION WAS A SPONSOR OF THE 23RD ENVIRONMENTAL FILM FESTIVAL. THE ENVIRONMENTAL FILM FESTIVAL IN THE NATION'S CAPITAL SEEKS TO ADVANCE PUBLIC UNDERSTANDING OF THE ENVIRONMENT THROUGH THE POWER OF FILM. THE ANNUAL FESTIVAL FEATURES MORE THAN 150 FILMS IN OVER 50 VENUES ACROSS WASHINGTON, DC.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

55,000.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDCAROLINE D. GABEL, PRESIDENT
113 HOFFMAN LANE
CHESTERTOWN, MD 21620TELEPHONE NUMBER

(410)778-6868

FORM AND CONTENT OF APPLICATIONSSEE THE FOUNDATION'S WEBSITE @ WWW.SHAREDEARTH.ORG FOR APPLICATION
REQUIREMENTS.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE WEBSITE @ WWW.SHAREDEARTH.ORG

990-PF

416261 05-01-14 # - Current year section 179 (D) - Asset disposed