

For calendar year 2017, or tax year beginning 04-01-2017, and ending 03-31-2018

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 (see instructions) (410) 778-6868
City or town, state or province, country, and ZIP or foreign postal code CHESTERTOWN, MD 21620		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <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) \$ 16,332,723		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,115,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	65,521	65,521		
	4 Dividends and interest from securities	230,124	230,124		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	699,281			
	b Gross sales price for all assets on line 6a 3,753,228				
	7 Capital gain net income (from Part IV, line 2)		699,281		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	781	781		
	12 Total. Add lines 1 through 11	2,110,707	995,707		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	132,971	132,971		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,714	3,714		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,275	10,275		0
	24 Total operating and administrative expenses. Add lines 13 through 23	156,960	146,960		0
	25 Contributions, gifts, grants paid	1,168,000			1,168,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,324,960	146,960		1,168,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	785,747			
	b Net investment income (if negative, enter -0-)		848,747		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	235,214	986,247	986,247		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	10,939,691	10,883,871	14,597,655		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	160,305	250,839	248,821		
	14	Land, buildings, and equipment basis ▶ _____ 29,037 Less accumulated depreciation (attach schedule) ▶ 29,037					
15	Other assets (describe ▶ _____)	500,000	500,000	500,000			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,835,210	12,620,957	16,332,723			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	20,000	20,000			
	23	Total liabilities (add lines 17 through 22)	20,000	20,000			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	11,815,210	12,600,957			
30	Total net assets or fund balances (see instructions)	11,815,210	12,600,957				
31	Total liabilities and net assets/fund balances (see instructions) .	11,835,210	12,620,957				

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	11,815,210
2	Enter amount from Part I, line 27a	2	785,747
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	12,600,957
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	12,600,957

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	699,281
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	816,000	13,910,982	0 058659
2015	906,241	13,324,730	0 068012
2014	778,502	15,476,072	0 050304
2013	584,145	11,931,367	0 048959
2012	1,480,214	10,724,012	0 138028
2 Total of line 1, column (d)			2 0 363962
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 072792
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 15,849,054
5 Multiply line 4 by line 3			5 1,153,684
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,487
7 Add lines 5 and 6			7 1,162,171
8 Enter qualifying distributions from Part XII, line 4			8 1,168,000

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,487
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	8,487
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	8,487
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	17,460
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	42,460
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	33,973
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 33,973 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW SHAREDEARTH ORG	13	Yes	
14	The books are in care of CAROLINE D GABEL Telephone no (410) 778-6868			

Located at **113 HOFFMAN LANE CHESTERTOWN MD** ZIP+4 **21620**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION'S CHARITABLE ACTIVITIES CONSIST SOLELY OF MAKING CONTRIBUTIONS TO A VARIETY OF CHARITABLE ORGANIZATIONS	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	14,963,312
b	Average of monthly cash balances.	1b	627,098
c	Fair market value of all other assets (see instructions).	1c	500,000
d	Total (add lines 1a, b, and c).	1d	16,090,410
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	16,090,410
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	241,356
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,849,054
6	Minimum investment return. Enter 5% of line 5.	6	792,453

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	792,453
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	8,487
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,487
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	783,966
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	783,966
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	783,966

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	1,168,000
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	1,168,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	8,487
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,159,513

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				783,966
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 987,497				
b From 2013.				
c From 2014. 24,402				
d From 2015. 243,244				
e From 2016. 129,253				
f Total of lines 3a through e.	1,384,396			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,168,000				
a Applied to 2016, 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 2017 distributable amount.				783,966
e Remaining amount distributed out of corpus	384,034			
5 Excess distributions carryover applied to 2017 (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	1,768,430			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	987,497			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	780,933			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014. 24,402				
c Excess from 2015. 243,244				
d Excess from 2016. 129,253				
e Excess from 2017. 384,034				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

CAROLINE D GABEL

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

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

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

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

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

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

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

c Any submission deadlines

NONE

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

SEE WEBSITE @ WWW SHAREEARTH.ORG

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,168,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	65,521	
4 Dividends and interest from securities.			14	230,124	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	781	
8 Gain or (loss) from sales of assets other than inventory			18	699,281	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		995,707	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		995,707

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

[illegible]

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2019-02-11 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00730458	
	Firm's name ▶ WARRING & COMPANY VA LLC CPAS					Firm's EIN ▶ 47-1284962
	Firm's address ▶ 950 NORTH WASHINGTON ST STE 238 ALEXANDRIA, VA 22314					Phone no (703) 778-6548

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
FROM PASSTHROUGH - THE LYME FOREST FUND	P		
FROM PASSTHROUGH - THE LYME FOREST FUND	P		
CHEVY CHASE TRUST	P		
CHEVY CHASE TRUST	P		
UBS FINANCIAL SERVICES	P		
UBS FINANCIAL SERVICES	P		
FIDELITY #4479	P		
FIDELITY #4479	P		
FIDELITY #4480	P		
FIDELITY #4480	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		956	-956
3,884			3,884
		14,971	-14,971
422,038			422,038
212,587		212,627	-40
2,512,120		2,257,679	254,441
61,468		56,809	4,659
151,312		131,563	19,749
6,765		6,269	496
68,845		55,426	13,419

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-956
			3,884
			-14,971
			422,038
			-40
			254,441
			4,659
			19,749
			496
			13,419

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
FIDELITY #4481	P		
FIDELITY #4482	P		
FIDELITY #4482	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
250,881		253,658	-2,777
82		82	0
63,246		63,907	-661

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


Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,777
			0
			-661

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABRAHAM FOUNDATION 1320 S DIXIE HWY STE 241 CORAL GABLES, FL 33146		501(C)(3)	TO SUPPORT THE EFFORTS TO EMPOWER LIVES AND FOSTER POSITIVE CHANGE	30,000
ADKINS ARBORETUMPO BOX 100 RIDGELY, MD 21660		501(C)(3)	HABITAT ENHANCEMENT AND ECOLOGICAL PROGRAM, INCLUDING USING GOATS TO REMOVE INVASIVE PLANTS	10,000
ALLIANCE FOR INTERNATIONAL REFORESTATION 1702N WOODLAND DELAND, FL 32720		501(C)(3)	PLANTING TREES IN THE HIGHLANDS OF GUATEMALA, TO PREVENT MUDSLIDES, REFOREST PROJECT AREAS, AND BRING MORE INCOME TO THE INDIGENOUS MAYA PEOPLE OF THE AREA	20,000
Total 				1,168,000

3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 COURTS, LAWS AND INDIVIDUAL CASES TO PROTECT ANIMALS FROM ABUSE	20,000
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN, TX 78716		501(C)(3)	ON THE GROUND CONSERVATION OF 10 OF THE MOST ENDANGERED BAT SPECIES IN 7 COUNTRIES, PROTECTING HABITAT AND OTHER MEASURES TO PREVENT EXTINCTION OF THESE SPECIES	30,000
BAY JOURNAL MEDIA 619 OAKWOOD DRIVE SEVEN VALLEYS, PA 17360		501(C)(3)	SUPPORTING THE BAY JOURNAL, WHICH COVERS THE CHESAPEAKE BAY, PROVIDING TIMELY AND IN-DEPTH ENVIRONMENTAL COVERAGE THROUGH PRINT, WEB, RADIO AND SYNDICATION SERVICES	12,500
Total ► 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BHUTAN FOUNDATION 21 DUPONT CIRCLE NW STE 755 WASHINGTON, DC 20036		501(C)(3)	TO SUPPORT THE ORGANIZATION'S MISSING TO ENABLE THE PEOPLE OF BHUTAN TO REACH THEIR FULL POTENTIAL BY DEVELOPING LOCAL CAPACITY & FACILITATING GLOBAL SUPPORT	5,000
CHESAPEAKE CONSERVANCY 716 GIDDINGS AVE ANNAPOLIS, MD 21403		501(C)(3)	TO SUPPORT THE EFFORTS TO CONSERVE THE LANDSCAPES AND SPECIAL PLACES THAT SUSTAIN THE CHESAPEAKE'S UNIQUE NATURAL AND CULTURAL RESOURCES	70,000
CHESAPEAKE LEGAL ALLIANCE 67 FRANKLIN ST ANNAPOLIS, MD 21401		501(C)(3)	TO SUPPORT THE ORGANIZATION TO PROVIDE AND COORDINATE VOLUNTEER LEGAL SERVICES TO ENVIRONMENTAL ORGANIZATIONS	25,000
Total 3a				1,168,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESTER RIVER ASSOCIATION 100 NORTH CROSS STREET CHESTERTOWN, MD 21620		501(C)(3)	TO ASSIST WITH THE ASSOCIATION'S RIVER ADVOCACY, SEPTIC SYSTEM UPGRADE AND FARM PROGRAMS ON THE CHESTER RIVER, A TRIBUTARY OF THE CHESAPEAKE BAY ON MARYLAND'S EASTERN SHORE	20,000
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, NONPARTISAN CIVIC ENGAGEMENT	15,000
CUENCA LOS OJOS 12626 EAST TURKEY CREEK ROAD PEARCE, AZ 85625		501(C)(3)	TO PRESERVE THE ECOLOGICALLY UNIQUE FEATURES OF THE PLANET	5,000
Total ▶ 3a				1,168,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	60,000
EARTH JUSTICE 50 CALIFORNIA STREET STE 500 SAN FRANCISCO, CA 94111		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT TO THE ORGANIZATION'S MISSION	55,000
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 SUSTAINABLE CHANGES ON MARYLAND'S EASTERN SHORE	15,000
Total ▶ 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	40,000
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 STATE THROUGH STRENGTHENING CITES PROTECTIONS FOR ELEPHANTS, TO RE-ESTABLISH A WORLD-WIDE BAN ON THE IVORY TRADE	80,000
FILM COLLABORATIVE 3405 CAZADOR STREET LOS ANGELES, CA 90065		501(C)(3)	TO ASSIST IN THE DISTRIBUTION, EDUCATION AND FACILITATION OF INDEPENDENT FILM	20,000
Total ► 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GAME CHANGERS FOUNDATION 25731 CALIFA DRIVE LAGUNA HILLS, CA 92653		501(C)(3)	TO PROVIDE FINANCIAL ASSISTANCE TO THE ORGANIZATION	50,000
LEAP3378 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 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	122,500
LEWIS & CLARK COLLEGE CENTER FOR ANIMAL LAW 10015 SW TERWILLIGER BLVD PORTLAND, OR 97219		501(C)(3)	TO SUPPORT THE NATIONAL ANIMAL LAW COMPETITION	15,000
Total ▶ 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LION GUARDIANSP PO BOX 9641 WASHINGTON, DC 20016		501(C)(3)	TO SUPPORT THE ORGANIZATION'S MISSION TO PROMOTE THE SURVIVAL OF THE AFRICAN LION	15,000
NAACP LEGAL DEFENSE & ENVIRONMENTAL FUND 40 RECTOR STREET 5TH FLOOR NEW YORK, NY 10006		501(C)(3)	TO SUPPORT THE LDF'S EFFORTS TO SEEK STRUCTURAL CHANGES TO EXPAND DEMOCRACY, ELIMINATE DISPARITIES, AND ACHIEVE RACIAL JUSTICE IN A SOCIETY THAT FULFILLS THE PROMISE OF EQUALITY FOR ALL AMERICANS	50,000
NATIONAL WILDLIFE FEDERATION PO BOX 1583 MERRIFIELD, VA 22116		501(C)(3)	TO PROMOTE CLEAN WATER ADVOCACY FOR THE CHESAPEAKE BAY	15,000
Total 3a				1,168,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATURE CONSERVANCY 425 BARLOW PLACE 100 BETHESDA, MD 20814		501(C)(3)	TO SUPPORT THE DISTRICT OF COLUMBIA URBAN CONSERVATION PROGRAM, INCLUDING REDUCING STORMWATER RUNOFF, EXPANDING & MAINTAINING TREE CANOPY, AND CULTIVATING FUTURE ENVIRONMENTAL LEADERS	25,000
ORANG UTAN REPUBLIK FOUNDATION 824 S WELLESLEY AVE LOS ANGELES, CA 90049		501(C)(3)	TO SUPPORT THE ORANGUTAN CONSERVATION IN SUMATRA, INDONESIA	5,000
RACHEL'S NETWORK 1200 18TH STREET NW SUITE 310 WASHINGTON, DC 20036		501(C)(3)	PROMOTING WOMEN AS EMPASSIONED LEADERS AND AGENTS OF CHANGE DEDICATED TO STEWARDSHIP OF THE EARTH	23,000
Total 				1,168,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAINFOREST TRUST7078 AIRLIE ROAD WARRENTON, VA 20187		501(C)(3)	RAINFOREST TRUST HELPS TO PURCHASE AND PROTECT THREATENED RAINFORESTS AND SAVE ENDANGERED WILDLIFE THROUGH COMMUNITY ENGAGEMENT AND LOCAL PARTNERSHIPS	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
SAN ANTONIO ZOO 3903 N ST MARYS ST SAN ANTONIO, TX 78212		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT FOR THE ZOO'S UPKEEP AND OPERATIONAL EXPENSES	10,000
Total ► 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAVANNAH SCIENCE MUSEUM 305 MARTIN LUTHER KING JR BLVD SAVANNAH, GA 31401		501(C)(3)	SAVING ENDANGERED SEA TURTLES AND THEIR HABITAT ON WASSAW ISLAND, CONDUCTING RESEARCH AND EDUCATION INTO THE NEEDS OF AND WAYS TO PROTECT THESE CREATURES	16,000
SMALL WILD CAT CONSERVATION 390 RINCON RD CORRALES, NM 87048		501(C)(3)	TO SUPPORT THE CURRENT CONSERVATION EFFORTS OF THE ORGANIZATION	10,000
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 ELEPHANTS AT THE CROSSROADS," EDUCATING LOCAL BURMESE ON LIVING IN HARMONY WITH WILD ELEPHANTS	104,000
Total ▶ 3a				1,168,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SNOW LEOPARD CONSERVANCY 18030 CORNSTOCK AVE SONOMA, CA 95476		501(C)(3)	CONSERVATION OF SNOW LEOPARDS THROUGHOUT THEIR MOUNTAINOUS HIMALAYAN RANGE, FROM MONGOLIA TO NEPAL, WORKING WITH THE LOCAL, INDIGENOUS PEOPLE AND THEIR COMMUNITIES FOR GENECTIC STUDIES TO TO THE BODY OF KNOWLEDGE ABOUT THESE RARE, ENDANGERED CATS	50,000
STREET SENSE1317 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 FORGE NEW LIVES	20,000
TREE KANGAROO CONSERVATION PROGRAM WOODLAND PARK ZOO 55500 PHINNEY AVENUE NORTH SEATTLE, WA 98103		501(C)(3)	TO PROTECT TREE KANGAROOS AND THEIR HABITATS	10,000
Total 3a				1,168,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 ON THE CHESAPEAKE BAY	25,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401		501(C)(3)	TO PROTECT AND RESTORE WESTERN WILDLANDS AND ADVOCATES FOR A HEALTHY ENVIRONMENT ON BEHALF OF COMMUNITIES THROUGHOUT THE WEST	15,000
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	25,000
Total ▶ 3a				1,168,000

TY 2017 Investments Corporate Stock Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVY CHASE TRUST	3,912,567	4,765,495
UBS FINANCIALS	5,397,214	8,077,166
VERIS INVESTMENTS	1,574,090	1,754,994

TY 2017 Investments - Other Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LYME FOREST FUND IV TE LP	AT COST	211,778	211,778
TRILINC GLOBAL IMPACT FUND, LLC	AT COST	39,061	37,043

TY 2017 Other Assets Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Other Assets Schedule

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

TY 2017 Other Expenses Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	708	708		0
CORPORATE FEES	711	711		0
BANK CHARGES	85	85		0
OFFICE & COMPUTER EXPENSES	5,072	5,072		0
OTHER EXPENSES	180	180		0
WEBSITE	377	377		0
PORTFOLIO DEDUCTIONS - PASSTHROUGH ENTITIES	3,138	3,138		0
NONDEDUCTIBLE EXPENSES - PASSTHROUGH ENTITIES	4	4		0

TY 2017 Other Income Schedule

Name: THE SHARED EARTH FOUNDATION

EIN: 52-2151843

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH INCOME / (LOSSES) - THE LYME FOREST FUND IV	755	755	755
PASSTHROUGH INCOME / (LOSSES) - THE TRILINC GLOBAL	26	26	26

TY 2017 Other Liabilities Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Description	Beginning of Year - Book Value	End of Year - Book Value
CONTRIBUTION PAYABLE	20,000	20,000

TY 2017 Other Professional Fees Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	132,971	132,971		0

**TY 2017 Substantial Contributors
Schedule****Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843**Name****Address**

CAROLINE D GABEL

113 HOFFMAN LANE
CHESTERTOWN, MD 21620

TY 2017 Taxes Schedule**Name:** THE SHARED EARTH FOUNDATION**EIN:** 52-2151843

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,714	3,714		0
FEDERAL TAXES	10,000	0		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491043002039	
<div>Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small></div>		<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div>			<div>OMB No 1545-0047</div> <div>2017</div>
<div>Name of the organization</div> <div>THE SHARED EARTH FOUNDATION</div>				<div>Employer identification number</div> <div>52-2151843</div>	
<div>Organization type (check one)</div>					
<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div>Form 990-PF</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>					
<div>Check if your organization is covered by the General Rule or a Special Rule.</div> <div>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</div>					
<div>General Rule</div> <div><input checked="" type="checkbox"/> 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 other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.</div>					
<div>Special Rules</div> <div><input type="checkbox"/> For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), 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.</div> <div><input type="checkbox"/> 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 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.</div> <div><input type="checkbox"/> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$</div>					
<div>Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).</div>					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization THE SHARED EARTH FOUNDATION	Employer identification number 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	\$ 1,115,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Part II	Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed
----------------	--

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

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

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 information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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