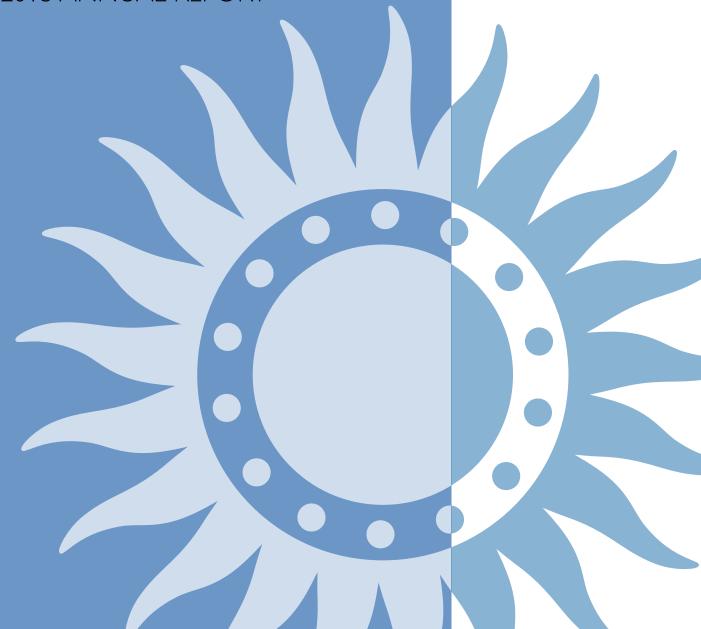




CO-CREATING THE REGENERATIVE ECONOMY

2013 ANNUAL REPORT





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Dear Capital Institute Stakeholders,

It is a pleasure to share with you our first Capital Institute Annual Report. Our hope is that by preparing an annual highlight of our activities, we can keep you, our stakeholders and community, better informed on the progress and impact of our work, and share with you the excitement we feel about our ongoing organic evolution.

It has been four years now since I launched Capital Institute in response to an epiphany. It had become clear to me that the requirement for exponential growth of capital that rests at the heart of finance was in seeming irreconcilable conflict with the finite physical boundaries of the planet. And no one I knew in finance seemed to have ever considered that possibility. I knew fresh and serious thinking was desperately needed, thinking that would appear radical to my friends in finance, and heresy to those running Wall Street institutions.

The root of the word "radical" is in fact "root," i.e., getting to the root of the matter. What I can claim without reservation is that our pursuit of the root causes for the sustainability crises now accelerating around us, manifesting in both ecological crises and interconnected social crises, has been relentless and unwavering. Our belief is that finance, both theory and practice, is indeed a root cause of these interconnected crises. The challenges we face are compounded by irresponsible banker behavior and the absence of modern financial statesmen, as well as widespread ignorance about modern science, systems science and ecology in particular, and their relevance to economics and finance.

Letter From Our Founder & President

I am very proud of Capital Institute's small team and the extended network of collaborators that have come together around our modest platform. Our thought leadership and reach is recognized among those "in the know," and is increasingly reaching wider and more mainstream audiences. The ideas we put out and projects we manage are provocative, insightful, and illuminating. We strive for only first class work in everything we do. The value we have contributed to numerous collaborations is recognized and appreciated. The demand for more of our time and input is evidenced by the growing list of global organizations operating at the leading edge of the sustainability challenge who seek to partner with us.

It is my belief that the Regenerative Economy narrative we are promoting is potentially groundbreaking. Rooted in a holistic synthesis of living systems and energy network principles, we see it applying not just to individual firms, but to the macro economic system as a whole. Our work on the framing of this narrative is inspired by our unique symbiotic relationship with our intellectual thought partners and the gifted entrepreneurs making the regenerative economy happen on the ground. The latter we study deeply in our *Field Guide to Investing in a Regenerative Economy*, and in certain cases, through the investments of my impact investment firm, Level 3 Capital Advisors, LLC.

It's exciting to witness what unfolds as practice informs theory, which then in turn informs practice. It is increasingly clear that "regeneration" is an emergent phenomenon arising spontaneously in real economies in response to the systemic crises we face.

Letter From Our Founder & President

Looking ahead to this year and beyond, our strategy is a continued focus on the imperative of not mere problem solving, but rather, on economic system transformation and the implications for finance to bring it about. Following the synchronicities that unfold before us on almost a weekly basis has proven to be a winning formula, so we will stick with it.

I consider it a true privilege to have the opportunity to dedicate my time and energy to this work with amazing colleagues and a growing list of brilliant and passionate collaborators. As the future grows increasingly uncertain, we must take comfort in knowing that in small ways we may never realize, we are part of an emergent process that will determine how the future unfolds for our children and grandchildren. Our daily challenge remains to embrace this uncertainty with dignity, joy, humility, and gratitude, and with an unwavering commitment to hope, which Jim Wallis defines as "believing in spite of the evidence, and then watching the evidence change."

Thank you for your support and encouragement. It means more than you know.

Sincerely,

John Fullerton

An Overview of Capital Institute

Founded in 2010 by John Fullerton, a former JPMorgan managing director with two decades of financial system expertise, Capital Institute is a collaborative space where we are exploring the economic transition to a more just, regenerative, and thus sustainable way of living on this Earth.

It is our view that the exponential growth of compound investment returns demanded by the financial system is in irreconcilable conflict with the finite boundaries of the biosphere. We believe this relentless and narrow pursuit of exponential growth of returns on financial capital, without reference to universally acknowledged moral and ethical values, is contributing to an ever-widening and destabilizing wealth gap, and security crises around the globe.

Our mission is to tell a new story of the supportive, noncoercive role finance must play in the transition to a Regenerative Economy. We seek to pioneer a new understanding of wealth within the mainstream economy that extends beyond financial capital, and that is grounded in our latest insights from both science and the world's wisdom traditions.



In 2013, we sought to empower our thought leadership through deeper collaborations with our interdisciplinary network and through closer observation of real world regenerative practices. We also sought to bring the message of Regenerative Capitalism to a wider audience.

We convened "Beyond Sustainability: The Road to Regenerative Capitalism," a symposium where over 60 mainstream and new economy thinkers and doers helped us bring greater clarify to our Regenerative Capitalism framework.

At numerous in-person events around the country and globally, and in his regular contributions to the syndicated *Future of Finance* blog and to external publications, our founder continued to call for a reimagined response to the critical economic and finance challenges of our time.

The latest working draft of the Third Millennium Economy white paper, an intellectual roadmap of the transition we need to make to a truly sustainable economic system, was issued for commentary for a third time last August.

And our *Field Guide to Investing in a Regenerative Economy* storytelling initiative continued to evolve and catalyze community-building with the release of the Evergreen Direct Investing case study, the launch of a dedicated website, and new user-generated content through our "Share Your Regenerative Story" campaign. In early 2014, we were gratified that the *Field Guide* was shortlisted for the 2014 Guardian Sustainable Business Awards in the "Communicating Sustainability" category.



ADVANCING THE REGENERATIVE CAPITALISM FRAMEWORK

Regenerative Capitalism is Capital Institute's response to the deeply flawed theory and practice of contemporary economics and finance that is accelerating the twin climate and resource depletion crises, and exacerbating the growing inequities in the distribution of global wealth. Regeneration is the process in natural systems that enables them to be sustainable over long periods of time. Our search is for the design principles of a human economy that can be regenerative itself, and that can harmonize the multiple kinds of capital essential to human well being, not just financial capital.

To co-create the critical initiating actions necessary to bring about what some have called the "Great Transition" to a Regenerative Economy and to gain greater clarity on our evolving vision of Regenerative Capitalism, we organized the "Beyond Sustainability" symposium last June. We worked closely with two leaders of the regenerative design movement, Carol Sanford and Bill Reed, in the months preceding this gathering, as we deepened our understanding of regenerative design principles and their roots in both natural systems and wisdom traditions.

The event provided an invaluable opportunity for us to tap into an extraordinary depth and range of interdisciplinary expertise for feedback on the draft of our founder's Regenerative Capitalism white paper, which we will formally release in 2014.

We have been gratified to see an early, eager adoption of the regenerative meme by mainstream business media and consultancies. A full list of editorial validation

received in 2013 appears on page 16, with highlights including coverage in Fast Company, The Guardian, Forbes, Huffington Post, CSRWire, Blog Talk Radio's "Carl in the Morning," Alliance Magazine, and on the EcoWatch blog and FindTheCoversation. com.

FIELD GUIDE TO INVESTING IN A REGENERATIVE ECONOMY RE-LAUNCH

Capital Institute is enlisting the power of collaborative storytelling through our *Field Guide* project. Our goal is to create activism around our Regenerative Capitalism framework and to ground our thought leadership in practice. The *Field Guide* tells the story of how creative entrepreneurs and business leaders are modeling, often by instinct, projects and enterprises that illuminate the principles of regenerative design. The *Field Guide* was shortlisted for *The Guardian's* 2014 Sustainable Businesses Award in the Communicating Sustainability category.

In December 2013, we launched a microsite for the *Field Guide* to better communicate the interconnectedness of our stories, each to be understood as part of an emergent Regenerative Economy ecosystem. We also released a full-length study on Evergreen Direct Investing, a potentially game-changing investment architecture, perhaps even "ESG 2.0," that we believe, if widely adopted, could alter the investing landscape for institutional investors.

With our new Field Guide "Share your Story" initiative we are working closely with a select group of project leaders to tell their stories through a regenerative lens. These stories we hope will encourage others to start up regenerative projects in their communities. We are now creating shorter-form stories drawing often on

the digital and artistic talents of local communities to enhance the narratives, and we are posting on a more frequent basis.

"Conversations in the Field," a new podcast series, introduces the voices of project leaders. On our new Regenerative Map we plot the breadth of regenerative practice as well as regenerative "hotspots," as we locate more projects around the country and globally.

THE THIRD MILLENNIUM ECONOMY COLLABORATION

The Third Millennium Economy is a multidisciplinary project that is constructing an intellectual roadmap of where we are and where we need to be in order to transition to a truly sustainable economic system. Unlike many conversations about sustainable economics, the initiative is grounded in the scientific understanding of the world's leading ecologists about the planetary boundaries that a sustainable economy needs to respect, and the core insights from the world's leading wisdom traditions.

Capital Institute is honored to be a contributor to and sponsor of this important work. Our founder is a member of the steering committee along with lead author Peter Brown, Graciela Chichilnisky, Tim Jackson, William Rees, Juliet Schor, Gus Speth, Peter Victor and Ashok Khosla.

Over the past year the working paper for the project has been peer-reviewed by a number of esteemed organizations including the New Economics Foundation, Development Alternatives, the Global Ecological Integrity Group and Tellus Institute. Special thanks are also due to Robert Nadeau for his invaluable contributions this year towards producing a third draft, and helping the steering committee and attendees of the peer review convenings understand the science behind the framework.

A fourth draft of the Third Millennium Economy (3ME) white paper will be released in 2014.

As an outgrowth of the 3ME project, and under Peter Brown's leadership, a consortium among McGill University, York University, and the University of Vermont, together with numerous academic partners including Capital Institute, has secured a multi-year multi million dollar grant to create an Economics for the Anthropocene (E4A) PhD program at these institutions. It will encompass economics and finance, governance and even cosmology, all in the context of the transition to the Anthropocene.

A book based on 3ME's findings is also in the works and members of the Steering Committee are strategizing how to build out a formal public policy platform based on the study's findings and recommendations.

FOUNDER'S FUTURE OF FINANCE BLOG, OTHER PUBLISHED WORK, SPEAKING ENGAGEMENTS & ADVISORY ROLES

In 2013, John Fullerton presented at more than 22 public, university, and inviteonly events where he engaged with diverse audiences. Among the hosting organizations were:

- Academy of Management
- Agrion
- Center for American Progress
- Deming Institute
- Det Norske Veritas
- Fordham University
- Forum for Sustainable & Responsible Investment
- Financial Management Association
- Global Alliance for Banking on Values
- Middlebury College
- Money & Life (Movie)
- One Earth
- PYMWYMIC (European Impact Investment Conference)
- Reinventors Network
- Slow Money
- Society of Ecological Economics
- Sustainable Consumption Research & Action Initiative
- The New School

John's posts to the *Future of Finance* blog last year covered the fossil fuel divestment movement from a nuanced perspective, explored Regenerative Capitalism, the failure of "Too Big to Fail" bank self-regulation and the sector's lack of values-driven leadership, the financial elite's complicity in the 2008 financial collapse, and the need for stronger oversight of the commodities market.

John advocated for a variety of financial reforms (e.g., a Carbon Tax and Financial Transaction Tax), with partner organizations like The Center for American Progress and The Institute for Policy Studies.

John's "Limits to Investment" white paper was posted to Tellus Institute's relaunched Great Transition Initiative website late last year; thus far in 2014, its been released to their entire network of 8,000+ members and to Capital Institute's own community, and reposted on the *EcoWatch* blog.

John had several advisory commitments last year. While he continued to counsel Armonia, LLC, a Belgian family office focused on impact investments, and RSF Social Finance, his work with Richard Branson's Business Leader's initiative ("B Team") was a new engagement. He was recently invited to join the Club of Rome as a full member as well.



- "The Conversation: In Search of the New Normal,"
 FindTheConversation.com, January 27, 2013.
- "Sustainable Investment Firm Has Its Work Cut Out," Wall Street Journal, January 30, 2013.
- "Of Guns, Whales, Freedom, and Justice,"
 Huffington Post, January 14, 2013.
 (Cross-Posted with our Future of Finance blog & NYSSA)
- "What JPMorgan's Recently Released Internal Reports Unintentionally Say,"
 Huffington Post, February 4, 2013.
 (Cross-Posted with our Future of Finance blog)
- "Why I Marched Against the XL Pipeline,"
 Huffington Post, February 20, 2013.
 (Cross-Posted with our Future of Finance blog & NYSSA)
- "Beyond Divestment,"
 CSRWire Live, March 28, 2013.
 (Cross-Posted with our Future of Finance blog & NYSSA)
- "Time for a Sales Tax on Wall Street Financial Transactions,"

 Huffington Post, April 13, 2013. (Written by Ralph Nadar)

Highlights of Our Editorial Coverage

 "An Effort to Add a Key Ingredient to the Slow Food Movement: Investor Money,"

New York Times, May 1, 2013

- "Does Buying Green Stocks Do Any Good?"
 Forbes, May 8, 2013.
- "A Gospel of Wealth for the 21st Century,"
 Alliance Magazine, June 2013.
- "The Financial Returns of Grass," Barrons, July 10, 2013.
- "Commodities are Different (In a "Full World"): Part 3,"
 Huffington Post, August 5, 2013.
 (Cross-Posted with our Future of Finance blog & NYSSA)
- "Are We Not All Jasmines Now?"
 Huffington Post, August 20, 2013.
 (Cross-Posted with our Future of Finance blog)
- "The Good Bank,"

 Economist Intelligence Unit, September 16, 2013.
- "No More Debt Binges: How to Finance a Sustainable Economy,"
 U.S. News & World Report, September 27, 2013.

Highlights of Our Editorial Coverage

• "Six Reasons Why Our Stock Markets Are No Longer Fit For Purpose,"

The Guardian, October 21, 2013.

(Cross-Posted with our Future of Finance blog, Forbes,

GreenGrowthInvestment.com & FinancialWeek.com).

• "Creating A 'Regenerative Economy'

To Transform Global Finance Into A Force For Good,"

Fast Company, October 29, 2013.

(Co-Authored by John Fullerton & Hunter Lovins)

(Cross-Posted with Green Money Journal)

• "ESG 2.0 – Let's Get Serious,"

Investment & Pensions Europe, November 2013.

"Carl in the Morning: John Fullerton & Hunter Lovins,"

Blog Talk Radio, November 19, 2013.

"Harvard and Brown Fail Moral Leadership Exam,"

Huffington Post, November 20, 2013.

(Cross-Posted with our Future of Finance blog, the EcoWatch

blog & NYSSA)

"Sustainability Movement Will Fail Unless It Creates a Compelling Future

Vision,"

The Guardian, November 23, 2013.

Highlights of Our Editorial Coverage

- CSRWire Talkback Series on Evergreen Direct Investing, November 20 & December 4, 2013.
- "Carbon Crisis, Fossil Fuels and Finance,"
 GRITtv, December 3, 2013.
 (Cross-Posted with The Nation, Truthout & NYSSA)

Capital Institute is retaining and continually expanding its reach through engagement with existing networks and audiences, and the cultivation of new ones. Through a combination of our founder's frequent speaking engagements and our more deliberate use of social media, we are beginning to see our offline and online communities converge. Growing, too, is the number of people who are sharing our work with their communities, with people tweeting / posting remarks.

The following is a snapshot of what our reach looked like in mid-June:



~4,441 + Site Visits &

 \sim 3,201+ Unique Visits Per Mo. (Avg. Over Last 6 Mo.)

3,816+ E-Mail Contacts



(Note: We added 1,000+ new contacts to our mailing list in 2013 and we are looking into ways to further grow in 2014, i.e. petitions, opt-in list shares, etc.)



7,614+ YouTube Views To Date

(Since Capital Institute's channel wont live in





1,677+ Followers



2,071+ Group Members



991+ Likes



Our work to elevate the Regenerative Capitalism framework into the realm of mainstream discussion will accelerate in the second half of 2014 with the release of our white paper, accompanied by OpEds aimed at mainstream audiences. We plan to implement a clear and consistent messaging strategy that will articulate why Regenerative Capitalism represents a higher order and more holistic response to the multiple sustainability crises we face, and how it incorporates the many important but insufficient components of the transition to sustainability that have preceded it. All along, we will continue to deepen and enhance our understanding and articulation of the regenerative economy through field testing the concept among sustainability leaders and through dedicated feedback sessions with our thought partners. Once the Regenerative Economy work matures, we will begin to articulate what a financial system would look like that serves the emergence of Regenerative Capitalism.

We are excited about new directions for the *Field Guide* as well. Our "Doors of Perception" series will feature artists and projects that help us "see" the world anew, thus readying us to do regenerative work in the world. In the coming year we will also launch the *Field Guide* Thinking Partners with our regenerative design mentor Carol Sanford, Stuart Cowan of Autopoeisis, and Ted Howard, founding executive director of The Democracy Collaborative and director of its collaboration with the Evergreen Cooperatives. Together we will engage, over the course of the year, through virtual meetings, with selected projects or businesses that hope to embed regenerative practice in their work. We will chronicle their progress on the *Field Guide* website.

We also intend to direct further resources toward "evangelizing" the Evergreen Direct Investing method in the pension community and among enterprises. A

Looking Ahead

joint research proposal with the New Economics Foundation in the UK focused on institutional investors is underway at this time. We will be launching a dedicated website for our EDI research and outreach in 2014.

Last summer, we were approached by a group of graduate school educators who were interested in partnering with us to explore how they could more effectively integrate sustainability into how they teach Finance, Accounting, and Quantitative Methods. Together with these professors and co-sponsor RSF Social Finance, we convened a meeting at Garrison Institute in June 2014, where we began to identify the work required to develop a professional organization of like-minded educators, a Summer Institute, and a complementary online resource.



JANINE BEYNUS,

Author of "Biomimicry: Innovation Inspired by Nature"

& Founder of Biomimicry Guild

"I just spent an amazing morning touring the world that you've created at Capital Institute. It is SUCH an inspiration. I applaud the audaciousness of your vision and the practicality of your path."

BILL MCKIBBEN, American Environmentalist, Writer & Founder of 350.org "Capital Institute brings particular expertise to our most important fights—like a superb mechanic, it looks inside the machine that so many of us observe only from the outside, and helps everyone understand exactly what is going wrong."

TOM FRIEDMAN, NY Times Columnist & Author (From email exchange) "So thaaaaat is what you are working on!! We need to talk!"

CAROL SANFORD, Author of The Responsible Business

"What the Capital Institute is up to is very important directionally and in the level of depth."

WILLIAM GREIDER,

American Journalists & Author of "Secrets of the Temple: How the Federal Reserve Runs the Country"

"Banker Fullerton is a refreshing voice. He has just raised our modest discussion to ultimate questions...Exciting to ponder – like exploring a new country before it has been discovered."

Testimonial Highlights

HUNTER LOVINS, Author and President of Natural Capital Solutions "John is the only man I know capable of setting forth a strategy to transform the global economy in a way that finance begins to serve humanity, not the other way round."

Excerpt from a letter from MEGHAN FRENCH

"Dear John,

I have debated writing you this e-mail, as I am sure you get a ton of notes following speaking engagements. However, with how much I have thought about your talk at Prairie Festival in the last three weeks, I felt compelled to reach out and let you know how impactful your words were.

I am under 30, strive to be a leader, recognize the problems my generation will be facing, have studied the intersections of business and sustainability through my MBA program, and am absolutely hell bent on working to make the world a better place through the power of markets. These were all themes that you touched on.

Hearing your talk helped me to confirm that I am at least somewhat on the right track and also inspired me to continue looking for other opportunities to contribute. So, thank you. I feel like you fed my soul with needed encouragement and purpose.

With much gratitude, Meghan French

Testimonial Highlights

ZILONG WANG, Intern of Blu Skye (from letter of introduction)

John Fullerton is the philosopher/educator who was never supposed to be an investment banker. But his 18-year career at JPMorgan uniquely positioned him to reach out to people inside and outside of business, and to lead public discourse on how finance might serve nature and humanity, not vice versa.

John is different from other banker-turned-philanthropist/activists in that he has the courage and clarity to question the very foundation of market capitalism. John is also different from the other public intellectuals in that he is not just offering critique, but is actively building alternatives from the ground up.

Comment posted on the new Field Guide website by JO BLYTH:

"Thank you for a very exciting weekend devouring all the links that have led me to your website and back again. Never lost hope that there were likeminded people around with the skills to lift good-intentioned people like my good self to levels of energy that can provide meaningful difference to lives across our communities."



John Fullerton is the Founder & President of Capital Institute, a collaborative working to transform finance to serve a more just, regenerative, and sustainable economic system. Through the work of Capital Institute, regular public speaking engagements, and university lectures, and his experience as Principal of Level3 Capital Advisors, LLC, John has become a recognized thought leader in the New Economy space generally, and the financial system transformation challenge in particular. Previously, John was a Managing Director of JPMorgan where he managed various capital markets and derivatives businesses around the globe, then shifted focus to private investments and was subsequently the Chief Investment Officer of LabMorgan before retiring from the bank in 2001. He was a member of the Long Term Capital Oversight Committee that managed the \$3.6 billion rescue of the distressed hedge fund in 1998. He received a BA in Economics from the University of Michigan, and an MBA from the Stern School of Business at NYU.

Susan Arterian Chang, Director of the Field Guide to Investing in Regenerative Economy initiative, has worked in the world of both global capital markets and local economies. As a financial writer she covered the evolution of derivatives and risk management for a variety of investment and corporate finance publications, and worked as a foreign exchange analyst and on the strategic trading desk at MHT Bank. She was the publisher of an award-winning community newspaper in White Plains, New York, where she championed local ownership and quality of life issues in a small city struggling to revitalize. Susan holds a BA in English Literature from Reed College and did graduate work in the MBA program of NYU's Stern School of Business with a concentration in finance.

Emily Walsh, *Director of Communications*, brings a diverse communications and marketing background with both agency and in-house experience to Capital Institute. She previously held the position of public relations and marketing manager for the U.S. arm of the global non-profit Slow Food and account supervisor for a mid-sized integrated public relations agency, where her clients included LEED-certified commercial and residential real estate developers. She has also worked with a wide variety of other non-profit clients. She holds a B.A. in International Political Economy from Fordham University at Rose Hill and a professional certificate in Digital Media Marketing from New York University.

Nora Bouhaddada is a Leverager for John Fullerton at both Capital Institute and Level 3 Capital Advisors LLC. She supports John with his investment portfolio and daily workflow. She previously worked at UBS Financial Services, Bridgewater Associates and Trafigura AG. During the summer of 2011, Nora volunteered and took a design course at the Permaculture Research Institute in Australia. She is grateful for both her experience working in mainstream finance and her experience learning about natural systems, as it allows her to bring a unique perspective to her work at Capital Institute. Nora received a BA in Economics from the University of Connecticut and intends to pursue a PhD after working in the field of regenerative capital.

Marie McCann, Designer of the Field Guide to Investing in a Regenerative Economy initiative, is an artist, graphic designer, and environmental advocate. Marie holds dear the belief that if we can envision the world that we want to live in, we can realize it. A graduate of Parsons School of Design, she brings her expertise in design and digital media to the presentation of the Field Guides and is passionately pursuing new formats for digital storytelling. She is also an exhibiting artist and co-founder of "Eco-Neighbors," a grassroots environmental advocacy group in White Plains, New York, that collaborates with local government to implement sustainable practices.

Tim MacDonald, Capital Institute Senior Fellow, is a theorist-practitioner in the evolving new field of purposeful investment by stewardship investors, and the principal architect of the Evergreen Direct Investing method. A lawyer by vocation, Tim integrates diverse experiences in finance, investment, and associated commercial transactions and their regulation, across multiple capital formation systems. A student of history, anthropology, and philosophy by avocation, Tim brings a multi-disciplinary, multi-generational, evolutionary worldview to the great challenges of our time presenting at the intersections of law, economics, and technology. Tim is a summa cum laude graduate of Boston College (BA Philosophy) and holds a JD degree, magna cum laude, from Boston College Law School.

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Stewart Wallis, Executive Director, New Economics Foundation

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We wish to thank the following organizations for their generous financial and other support, which has made possible our work in 2013, including the convening of our spring 2013 symposium.

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