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Form 990-PF

Department of the Treasury
Internal Revenue Service (77)Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation FIELDS FOUNDATION IRR T/U/A	A Employer identification number 35-6256726
	Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank, N A , 1919 Douglas St 2nd Fl MAC N8000-027	Room/suite 68102
	City or town, state, and ZIP code Omaha NE 68102	C If exemption application is pending, check here ► <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	D 1. Foreign organizations, check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,783,798	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
	(Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	51,984	51,984		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-33,474			
	b Gross sales price for all assets on line 6a	235,922			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0	0	
12 Total. Add lines 1 through 11	18,510	51,984			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,012	0	0	1,012
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	565	310	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23,405	17,640	0	5,766
	24 Total operating and administrative expenses.	24,982	17,950	0	6,778
25 Contributions, gifts, grants paid	88,303			88,303	
26 Total expenses and disbursements. Add lines 24 and 25	113,285	17,950	0	95,081	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-94,775				
b Net investment income (if negative, enter -0-)		34,034			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form 990-PF (2009)

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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		678	678
	2 Savings and temporary cash investments	28,421	135,041	135,041
	3 Accounts receivable ► 0	0	0	0
	Less allowance for doubtful accounts ► 0	0	0	0
	4 Pledges receivable ► 0	0	0	0
	Less allowance for doubtful accounts ► 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ► 0	0	0	0
	Less allowance for doubtful accounts ► 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	1,180,021	1,113,865	1,073,452
	c Investments—corporate bonds (attach schedule)	536,727	410,789	453,471
	11 Investments—land, buildings, and equipment basis ► 0	0	0	0
Less accumulated depreciation (attach schedule) ► 0	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	171,856	171,856	121,156	
14 Land, buildings, and equipment basis ► 0	0	0	0	
Less accumulated depreciation (attach schedule) ► 0	0	0	0	
15 Other assets (describe ►)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,917,025	1,832,229	1,783,798	
Liabilities	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ►)	0	0	
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,917,025	1,832,229	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	1,917,025	1,832,229	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,917,025	1,832,229	

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	1,917,025
2 Enter amount from Part I, line 27a	2	-94,775
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	10,197
4 Add lines 1, 2, and 3	4	1,832,447
5 Decreases not included in line 2 (itemize) ► PARTNERSHIP INCOME ADJUSTMENT	5	218
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,832,229

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 Attached Statement					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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	-33,474	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	208,168	2,194,737	0.094849
2007	136,049	2,572,474	0.052886
2006	114,975	2,439,467	0.047131
2005	121,293	2,401,336	0.050511
2004	119,997	2,412,035	0.049749

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**1 a** Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments****a** 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 775

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 0

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 775

8 Enter any penalty for underpayment of estimated tax Check here 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 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 94

11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 94 Refunded ► 11 0**Part VII-A Statements Regarding Activities****1 a** 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?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?*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***c** Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____**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***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**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**b** If "Yes," has it filed a tax return on Form 990-T for this year?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?*If "Yes," attach the statement required by General Instruction T***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?

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**8 a** Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► IN**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**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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)?*If "Yes," complete Part XIV***10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► Wells Fargo Bank, N A, Trust Tax De Telephone no ► (800) 352-3705 Located at ► 1919 Douglas St 2nd Fl MAC N8000-027 Omaha NE ZIP+4 ► 68102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? 1a <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? 1a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 1a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 1a <input checked="" type="checkbox"/> Yes <input 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)? 1a <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) 1a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> X		
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 2009? 1c <input type="checkbox"/> X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 2a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____ 2b <input type="checkbox"/> N/A		
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 page 20 of the instructions) 2b <input type="checkbox"/> N/A		
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009) 3b <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b <input type="checkbox"/> X		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b	N/A	
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? <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870</i>	6b	X	
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 page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A , Trust Tax De 1919 Douglas St 2nd Fl MAC N8000-027 Omaha	TRUSTEE 4 00 00 00 00	23,062 0 0 0	0 0 0 0	0 0 0 0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
Total number of other employees paid over \$50,000				► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
3 NONE	
Total. Add lines 1 through 3	► 0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	1,534,706
b	Average of monthly cash balances	1b	98,881
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,633,587
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,633,587
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	24,504
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,609,083
6	Minimum investment return. Enter 5% of line 5	6	80,454

Part XI Distributable Amount (see page 25 of the 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	80,454
2a	Tax on investment income for 2009 from Part VI, line 5	2a	681
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	681
3	Distributable amount before adjustments Subtract line 2c from line 1	3	79,773
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	79,773
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	79,773

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	95,081
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	0
a	Suitability test (prior IRS approval required)	4	95,081
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	95,081
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 page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				79,773
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,672	
b Total for prior years 20 ____ , 20 ____ , 20 ____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 95,081				
a Applied to 2008, but not more than line 2a			1,672	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				79,773
e Remaining amount distributed out of corpus	13,636			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,636			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,636			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	13,636			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				0
See Attached Statement				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			► 3a	88,303
b Approved for future payment				0
NONE				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate				14	51,984
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	-33,474
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		18,510	0
13 Total Add line 12, columns (b), (d), and (e)				13	18,510
(See worksheet in line 13 instructions on page 28 to verify calculations)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
Not Applicable	
	</

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,012			1,012
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	310	310	0	0
2	ESTIMATED EXCISE PAYMENTS	255			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	0	5,766
1	Amortization See attached statement	0	0	0	0	0
2	TRUSTEE FEES	23,062	17,297			
3	PARTNERSHIP EXPENSES	343	343			
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	PRIOR YEAR		1,180,021	1,113,865	872,874	1,073,452
2	CORPORATE STOCK		1,180,021		872,874	
3			1,113,865			1,073,452
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	PRIOR YEAR			536,727	410,789	556,979	453,471
2	CORPORATE BONDS			536,727	410,789	556,979	453,471
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR				
2	OTHER INVESTMENTS		171,856	0	121,156
3			171,856	0	121,156
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	6,055
2	MUTUAL FUND TIMING DIFFERENCE	2	344
3	FEDERAL EXCISE TAX REFUND	3	3,798
4	Total	4	10,197

Line 5 - Decreases not included in Part III, Line 2

1	PARTNERSHIP INCOME ADJUSTMENT	1	218
2	Total	2	218

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount	Long Term CG Distributions	Short Term CG Distributions	Totals	234,305	0	269,396	-35,091	0	0	0	Gains Minus Excess of FMV Over Adjusted Basis on Losses
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	
1	E I DUPONT DE NEM M 6 875%	263534B7	11/16/1999	10/15/2009	1/28/2009	100,000	0	100,563	-563	0	0	-563
2	CHINA FD INC COM	169373J07	—	—	—	2	0	4	-2	0	0	-2
3	SUNTRUST BANKS INC	867914J03	—	—	6/20/2003	2/3/2009	3,808	0	24,184	-20,376	0	-20,376
4	GENERAL ELECTRIC CO	369604J03	—	—	5/28/1998	3/4/2009	6,134	0	27,938	-21,804	0	-21,804
5	GENERAL DYNAMICS CORP	369550J08	—	—	11/8/2002	6/25/2009	22,349	—	0	16,332	6,017	6,017
6	FIRST UNION NATL	7 875% 2/15/10	33738MAD3	—	2/14/2000	4/27/2009	102,000	0	100,375	1,625	0	1,625
7	SH TERM GAIN ON PARTNERSHIP	—	—	3/14/2009	12/31/2009	12	0	0	12	0	0	12
8	—	—	—	—	—	0	0	0	0	0	0	0
9	—	—	—	—	—	0	0	0	0	0	0	0
10	—	—	—	—	—	0	0	0	0	0	0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

23,062						
	Name	Check "X" if Business	Street	City	State	Zip Code
1	Wells Fargo Bank, N.A., Trust		1919 Douglas St	2nd Fl	MAC N8000	Omaha
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1		520
2		0
3		0
4		255
5		0
6		0
7		775

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	1,672
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,672

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

List Managers who contributed more than 2%
of the total contributions received by the foundation

1 NONE
2 _____
3 _____
4 _____
5 _____
6 _____
7 _____
8 _____
9 _____
10 _____

List Managers who own 10% or more of the stock
of a corporation of which the foundation has a 10%
or greater interest

NONE

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name HEALTHWORKS! KIDS MUSEUM		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 111 W JEFFERSON BLVD			
City SOUTH BEND		State IN	Zip code 46601
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	30,000
Name REINS OF LIFE, INC		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 55200 QUINCE ROAD			
City SOUTH BEND		State IN	Zip code 46619
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	5,000
Name ST VINCENT DE PAUL SOCIETY		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 3408 ARDMORE TRAIL			
City SOUTH BEND		State IN	Zip code 46628
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	5,000
Name AARC		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 818 EAST JEFFERSON BLVD			
City SOUTH BEND		State IN	Zip code 46617
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	9,000
Name AMERICAN RED CROSS		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 3220 EAST JEFFERSON BLVD			
City SOUTH BEND		State IN	Zip code 46615
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	10,000
Name CHILDREN'S DISPENSARY		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 2015 W WESTERN AVE , STE 233			
City SOUTH BEND		State IN	Zip code 46619
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	6,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name FAMILY INFORMATION SERVICE		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 15355 CARRIAGE LANE			
City MISHAWAKA		State IN	Zip code 46545
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	18,303
Name VERITAS ACADEMY		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 530 E IRELAND RD , BLDG B			
City SOUTH BEND		State IN	Zip code 46614
Relationship NONE	Foundation Status EXEMPT		
Purpose of grant/contribution CHARITABLE		Amount	5,000
Name		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street			
City		State	Zip code
Relationship	Foundation Status		
Purpose of grant/contribution		Amount	0
Name		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street			
City		State	Zip code
Relationship	Foundation Status		
Purpose of grant/contribution		Amount	0
Name		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street			
City		State	Zip code
Relationship	Foundation Status		
Purpose of grant/contribution		Amount	0
Name		<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street			
City		State	Zip code
Relationship	Foundation Status		
Purpose of grant/contribution		Amount	0

Account Statement For:
FIELDS FOUNDATION IRR. T/U/A

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

**WELLIS
FARGO**

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Cash & Equivalents							
CASH							
INCOME			\$677.97	\$677.97	\$0.00		
Total Cash			\$677.97	\$677.97	\$0.00		
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	29,596.150		\$29,596.15	\$29,596.15	\$0.00	0.01%	\$0.23
Asset held in <i>Invested Income Portfolio</i>							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	105,444.690		105,444.69	105,444.69	0.00	0.01	1.01
Total Money Market			\$135,040.84	\$135,040.84	\$0.00	0.01%	\$1.24
Total Cash & Equivalents			\$135,718.81	\$135,718.81	\$0.00	0.01%	\$1.24
Fixed Income							
CORPORATE OBLIGATIONS							
ASTRAZENECA PLC DTD 09/12/2007 5 900 09/15/2017 CUSIP 046353AB4	50,000.000	\$111,117	\$55,558.50	\$46,981.00	\$8,577.50	4.20%	\$868.61
MOODY'S RATING A1 STANDARD & POOR'S RATING AA- BANKAMERICA CORP SUB NTS DTD 10/24/96 71250 10/15/2011 CUSIP 06650CM5 MOODY'S RATING A3 STANDARD & POOR'S RATING A-	100,000.000	107,426	107,426.00	97,104.00	10,322.00	2.84	1,504.17



Account Statement For:
FIELDS FOUNDATION IRR. T/U/A

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

ASSET DETAIL (continued)

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
Fixed Income (continued)							
CORPORATE OBLIGATIONS (continued)							
BEAR STEARNS CO INC DTD 01/25/07 5.350 02/01/2012 CUSIP: 073902PP7	100,000 000	106.257	106,257.00	100,376.00	5,881.00	2.26	2,229.17
MOODY'S RATING AA3 STANDARD & POOR'S RATING A+							
COCA-COLA CO DTD 11/01/07 5.350 11/15/2017 CUSIP: 191216AK6	50,000 000	107.722	53,861.00	46,545.00	7,316.00	4.19	341.81
MOODY'S RATING AA3 STANDARD & POOR'S RATING A+							
SBC COMMUNICATIONS DTD 11/03/04 5.100 09/15/2014 CUSIP: 78387GAP8	50,000 000	107.566	53,783.00	44,782.50	9,000.50	3.35	750.83
MOODY'S RATING A2 STANDARD & POOR'S RATING A							
Total Corporate Obligations			\$376,885.50	\$3335,788.50	\$41,097.00		\$5,694.59
 ASSET DESCRIPTION							
Fixed Income							
MUTUAL FUNDS							
T ROWE PRICE SHORT TERM BOND FUND #55 CUSIP: 77957P105	15,856.237	\$4.830	\$76,585.62	\$75,000.00	\$1,585.62	3.54%	\$0.00
Total Mutual Funds			\$76,585.62	\$75,000.00	\$1,585.62	3.54%	\$0.00
Total Fixed Income			\$453,471.12	\$410,788.50	\$42,682.62		\$5,694.59

Account Statement For:
FIELDS FOUNDATION IRR. T/U/A
WELLS FARGO

Period Covered December 1, 2009 - December 31, 2009
Account Number 70037300

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities							
CONSUMER DISCRETIONARY							
CARNIVAL CORP SYMBOL: CCL CUSIP: 143658300	700 000	\$31.690	\$22,183.00	\$18,337.00	\$3,846.00	0.00%	\$0.00
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101	1,500 000	16.860	25,290.00	29,589.80	-4,299.80	2.24	0.00
Total Consumer Discretionary			\$47,473.00	\$47,926.80	-\$453.80	1.19%	\$0.00
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	500 000	\$60.800	\$30,400.00	\$16,691.25	\$13,708.75	2.96%	\$225.00
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	500 000	60.630	30,315.00	27,945.00	2,370.00	2.90	0.00
WALGREEN CO SYMBOL: WAG CUSIP: 931422109	800 000	36.720	29,376.00	21,506.00	7,870.00	1.50	0.00
Total Consumer Staples			\$90,091.00	\$66,142.25	\$23,948.75	2.46%	\$225.00
ENERGY							
APACHE CORP SYMBOL: APA CUSIP: 037411105	400 000	\$103.170	\$41,268.00	\$16,020.00	\$25,248.00	0.58%	\$0.00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	500 000	68.190	34,095.00	20,820.00	13,275.00	2.46	0.00
SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108	600 000	65.090	39,034.00	21,117.75	17,936.25	1.29	126.00
Total Energy			\$114,417.00	\$57,957.75	\$56,459.25	1.38%	\$126.00
FINANCIALS							
BERKSHIRE HATHAWAY INC DEL CL B SYMBOL: BRK B CUSIP: 084670207	5,000	\$3,286.000	\$16,430.00	\$21,895.00	-\$5,465.00	0.00%	\$0.00
Total Financials			\$16,430.00	\$21,895.00	-\$5,465.00	0.00%	\$0.00

Account Statement For:
FIELDS FOUNDATION IRR. T/U/A

**WELLS
FARGO**

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
HEALTH CARE							
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	500,000	\$64.410	\$32,205.00	\$24,316.87	\$7,888.13	3.04%	\$0.00
MEDTRONIC INC. SYMBOL: MDT CUSIP: 585055106	500,000	43.980	21,990.00	18,378.75	3,611.25	1.86	0.00
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP: 74834L100	500,000	60.380	30,190.00	13,240.00	16,950.00	0.66	0.00
STRYKER CORP SYMBOL: SYK CUSIP: 863667101	500,000	50.370	25,185.00	24,010.00	1,175.00	1.19	75.00
Total Health Care			\$109,570.00	\$79,945.62	\$29,624.38	1.72%	\$75.00
INDUSTRIALS							
CATERPILLAR INC SYMBOL: CAT CUSIP: 149123101	400,000	\$56.990	\$22,796.00	\$21,092.00	\$1,704.00	2.95%	\$0.00
ITT CORPORATION SYMBOL: ITT CUSIP: 450911102	400,000	49.740	19,896.00	17,354.00	2,542.00	1.71	85.00
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	400,000	69.410	27,764.00	11,566.00	16,198.00	2.22	0.00
Total Industrials			\$70,456.00	\$50,012.00	\$20,444.00	2.31%	\$85.00

Account Statement For:
FIELDS FOUNDATION IRR. T/J/A

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
INFORMATION TECHNOLOGY							
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17225R102	1,300,000	\$23.940	\$31,122.00	\$48,546.87	-\$17,424.87	0.00%	\$0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	500,000	\$1.510	25,755.00	22,956.00	2,799.00	0.62	40.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	1,300,000	20.400	26,520.00	52,771.87	-26,251.87	2.74	0.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	600,000	30.480	18,288.00	17,226.00	1,062.00	1.71	0.00
TEXAS INSTRUMENTS INC SYMBOL: TXN CUSIP: 882508104	800,000	26.060	20,848.00	23,760.00	-2,912.00	1.84	0.00
Total Information Technology			\$122,533.00	\$165,260.74	-\$42,727.74	1.29%	\$40.00
TELECOMMUNICATION SERVICES							
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	500,000	\$33.130	\$16,565.00	\$16,477.72	\$87.28	5.73%	\$0.00
Total Telecommunication Services			\$16,565.00	\$16,477.72	\$87.28	5.73%	\$0.00
MUTUAL FUNDS							
ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204	6,438,413	\$20.660	\$133,017.61	\$183,389.17	-\$50,371.56	1.19%	\$0.00
CHINA FD INC COM SYMBOL: CHN CUSIP: 169373107	931,000	28.220	26,272.82	30,395.36	-4,122.54	0.91	0.00
CHINA FD INC COM SYMBOL: CHN CUSIP: 169373107 Asset held in <i>Invested Income Portfolio</i>	147,000	28.220	4,148.34	2,401.13	1,747.21	0.91	0.00
DODGE & COX INTERNATIONAL STOCK FUND SYMBOL: DODFX CUSIP: 256206103	4,013,198	31.850	127,820.36	162,923.03	-35,102.67	1.37	0.00
JP MORGAN MID CAP VALUE FUND-CLASS I #758 SYMBOL: FLMVX CUSIP: 339128100	2,176,614	19.260	41,921.59	48,627.45	-6,705.86	0.09	0.00

Account Statement For:
FIELDS FOUNDATION IRR. T/U/A

Period Covered December 1, 2009 - December 31, 2009



Account Number 70037300

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
MUTUAL FUNDS (continued)							
MERIDIAN GROWTH FUND INC SYMBOL: MERDX CUSIP: 589619105	2,610 172	34 000	88,745.85	110,904.57	- 22,158.72	0.40	0.00
VANGUARD EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	800 000	41 000	32,800.00	35,489.00	- 2,689.00	1.33	0.00
WELLS FARGO ADVANTAGE DIVERSIFIED SMALL CAP FUND ADMIN CLASS - #96 SYMBOL: NVDSX CUSIP: 94975G801	3,115 975	10 010	31,190.91	34,117.04	- 2,926.13	0.12	0.00
Total Mutual Funds			\$485,917.48	\$608,246.75	- \$122,329.27	0.92%	\$0.00
Total Equities			\$1,073,452.48	\$1,113,864.63	- \$40,412.15	1.39%	\$551.00
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP 448108100	3,690 580	\$12 780	\$47,056.1	\$60,000.00	- \$12,834.39	0.20%	\$0.00
ISHARES S&P GSCI COMMODITY-INDEXED TRUST SYMBOL: GSG CUSIP 46428R107	1,500 000	31 820	47,730.00	70,536.90	- 22,806.90	0.00	0.00
Total Other			\$94,895.61	\$130,536.90	- \$35,641.29	0.10%	\$0.00
Total Alternative Investments			\$94,895.61	\$130,536.90	- \$35,641.29	0.10%	\$0.00

Account Statement For:
FIELDS FOUNDATION IRR. T/U/A
WELLIS FARGO

Period Covered December 1, 2009 - December 31, 2009
Account Number 70037300

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FUND SYMBOL ICF CUSIP: 464287564	500,000	\$52.520	\$26,260.00	\$41,319.00	-\$15,059.00	3.69%	\$0.00
Total Real Estate Funds			\$26,260.00	\$41,319.00	-\$15,059.00	3.69%	\$0.00
Total Real Estate & Specialty Assets							
 TOTAL ASSETS							
			ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS		
			\$1,783,798.02	\$1,832,227.84	-\$48,429.82		
							\$6,246.83