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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 352-3705
	Wells Fargo Bank, N A, 1919 Douglas St 2nd Fl MAC N8000-027		
	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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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) _____ (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				
	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		
12 Total. Add lines 1 through 11	18,510	51,984	0		
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. Add lines 13 through 23	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.

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(HTA)

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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		
		Less allowance for doubtful accounts ▶	0	0	0		
	4	Pledges receivable ▶	0	0	0		
		Less allowance for doubtful accounts ▶	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		
		Less allowance for doubtful accounts ▶	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		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶	0	0	0	
		Less accumulated depreciation (attach schedule) ▶	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		
		Less accumulated depreciation (attach schedule) ▶	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		
17		Accounts payable and accrued expenses		0			
18		Grants payable					
Net Assets or Fund Balances	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			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" 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) FMV 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)	2	0.295126
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	0.059025
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,609,083
5 Multiply line 4 by line 3	5	94,976
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	340
7 Add lines 5 and 6	7	95,316
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	8	95,081

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	681
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	681
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	681
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 <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	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 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ► N/A				
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 ► <input type="checkbox"/>			
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? <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 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)? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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	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? <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 page 20 of the instructions)	2b	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 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 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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	23,062	0	0
	00	0	0	0
	00	0	0	0
	00	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	
All other program-related investments See page 24 of the instructions	
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 1½ % 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		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	95,081
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,081

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)	0			
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 XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)**N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

- c** Any submission deadlines

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

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Securities										235,922		269,396		-33,474	
Other sales										0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improvements	Depreciation		
										Cost	Donated Value				
1	X	E I DU PONT DE NEM 6 875%	263534BJ7			11/16/1999		10/15/2009	100,000	100,563					
2	X	CHINA FD INC COM	169373107			1/29/2008		1/28/2009	2	4					
3	X	SUNTRUST BANKS INC	867914103			6/20/2003		2/3/2009	3,808	24,184					
4	X	GENERAL ELECTRIC CO	369604103			5/28/1998		3/4/2009	6,134	27,938					
5	X	GENERAL DYNAMICS CORP	369550108			1/18/2002		6/25/2009	22,349	16,332					
6	X	FIRST UNION NATL 7 875%	33738MAD3			2/14/2000		4/27/2009	102,000	100,375					
7	X	SHT TERM GAIN ON PARTNE				3/14/2009		12/31/2009	12	0					
8															
9															
10															

Line 16b (990-PF) - Accounting Fees

		1,012	0	0	1,012
	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

		565	310	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	310	310		
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	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	23,062	17,297		5,766
3	PARTNERSHIP EXPENSES	343	343		
4					
5					
6					
7					
8					
9					
10					

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

		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	1,113,865	872,874	1,073,452
3						
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		171,856	0	121,156
2	OTHER INVESTMENTS			171,856	121,156
3					
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

	Long Term CG Distributions Short Term CG Distributions	Amount		How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		0	1,617												
	Kind(s) of Property Sold														
1	E I DU PONT DE NEM. 6.875% 10/15/09	263534BJ7			11/16/1999	10/15/2009		100,000	0	100,563	-563			0	-35,091
2	CHINA FD INC COM	169373107			1/29/2008	1/28/2009		2	0	4	-2			0	-2
3	SUNTRUST BANKS INC	867914103			6/20/2003	2/3/2009		3,808	0	24,184	-20,376			0	-20,376
4	GENERAL ELECTRIC CO.	369604103			5/28/1998	3/4/2009		6,134	0	27,938	-21,804			0	-21,804
5	GENERAL DYNAMICS CORP.	369550108			11/8/2002	6/25/2009		22,349	0	16,332	6,017			0	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	SHT TERM GAIN ON PARTNERSHIP				3/14/2009	12/31/2009		12	0	0	12			0	12
8								0	0	0	0			0	0
9								0	0	0	0			0	0
10								0	0	0	0			0	0

23,062

[illegible]

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	520
2 First quarter estimated tax payment	2	0
3 Second quarter estimated tax payment	3	0
4 Third quarter estimated tax payment	4	255
5 Fourth quarter estimated tax payment	5	0
6 Other payments	6	0
7 Total	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	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1 NONE	NONE
2	
3	
4	
5	
6	
7	
8	
9	
10	

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	Foreign Country	
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	Foreign Country	
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	Foreign Country	
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	Foreign Country	
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	Foreign Country	
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	Foreign Country	
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

☐ Person☐ Business

Street

15355 CARRIAGE LANE

City

MISHAWAKA

State

IN

Zip code

46545

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

18,303

Name

VERITAS ACADEMY

☐ Person☐ Business

Street

530 E IRELAND RD , BLDG B

City

SOUTH BEND

State

IN

Zip code

46614

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

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

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

CASH

INCOME

Total Cash

MONEY MARKET

WELLS FARGO ADVANTAGE CASH
INVESTMENT MONEY MARKET SERVICE
#250

Asset held in Invested Income Portfolio

WELLS FARGO ADVANTAGE CASH
INVESTMENT MONEY MARKET SERVICE
#250

Total Money Market

Total Cash & Equivalents

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
		\$677.97	\$677.97	\$0.00		
		\$677.97	\$677.97	\$0.00		
29,596 150		\$29,596 15	\$29,596 15	\$0.00	0.01%	\$0.23
105,444 690		105,444.69	105,444 69	0.00	0.01	1.01
		\$135,040.84	\$135,040.84	\$0.00	0.01%	\$1.24
		\$135,718.81	\$135,718.81	\$0.00	0.01%	\$1.24

ASSET DESCRIPTION

Fixed Income

CORPORATE OBLIGATIONS

ASTRAZENECA PLC
DTD 09/12/2007 5 900 09/15/2017
CUSIP 046353AB4
MOODY'S RATING A1
STANDARD & POOR'S RATING. AA-
BANKAMERICA CORP SUB NTS DTD
10/24/96
7 1250 10/15/2011
CUSIP 066050CM5
MOODY'S RATING A3
STANDARD & POOR'S RATING A-

PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
50,000 000	\$111 117	\$55,558.50	\$46,981.00	\$8,577 50	4.20%	\$868 61
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

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
BEAR STEARNS CO INC DTD 01/25/07 5.350 02/01/2012 CUSIP: 073902PP7 MOODY'S RATING AA3 STANDARD & POOR'S RATING A+	100,000,000	106.257	106,257.00	100,376.00	5,881.00	2.26	2,229.17
COCA-COLA CO DTD 11/01/07 5.350 11/15/2017 CUSIP: 191216AK6 MOODY'S RATING AA3 STANDARD & POOR'S RATING A+	50,000,000	107.722	53,861.00	46,545.00	7,316.00	4.19	341.81
SBC COMMUNICATIONS DTD 11/03/04 5.100 09/15/2014 CUSIP: 78387GAP8 MOODY'S RATING A2 STANDARD & POOR'S RATING A	50,000,000	107.566	53,783.00	44,782.50	9,000.50	3.35	750.83
Total Corporate Obligations			\$376,885.50	\$335,788.50	\$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

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities

CONSUMER DISCRETIONARY

CARNIVAL CORP
SYMBOL: CCL CUSIP: 143658300
COMCAST CORP CLASS A
SYMBOL: CMCSA CUSIP: 20030N101

Total Consumer Discretionary

CONSUMER STAPLES

PEPSICO INC
SYMBOL: PEP CUSIP: 713448108
PROCTER & GAMBLE CO
SYMBOL: PG CUSIP: 742718109
WALGREEN CO
SYMBOL: WAG CUSIP: 931422109

Total Consumer Staples

ENERGY

APACHE CORP
SYMBOL: APA CUSIP: 037411105
EXXON MOBIL CORPORATION
SYMBOL: XOM CUSIP: 30231G102
SCHLUMBERGER LTD
SYMBOL: SLB CUSIP: 806857108

Total Energy

FINANCIALS

BERKSHIRE HATHAWAY INC DEL CL B
SYMBOL: BRK B CUSIP: 084670207

Total Financials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
700 000	\$31.690	\$22,183.00	\$18,337.00	\$3,846.00	0.00%	\$0.00
1,500 000	16.860	25,290.00	29,589.80	- 4,299.80	2.24	0.00
		\$47,473.00	\$47,926.80	- \$453.80	1.19%	\$0.00
500 000	\$60.800	\$30,400.00	\$16,691.25	\$13,708.75	2.96%	\$225.00
500 000	60.630	30,315.00	27,945.00	2,370.00	2.90	0.00
800 000	36.720	29,376.00	21,506.00	7,870.00	1.50	0.00
		\$90,091.00	\$66,142.25	\$23,948.75	2.46%	\$225.00
400 000	\$103.170	\$41,268.00	\$16,020.00	\$25,248.00	0.58%	\$0.00
500 000	68.190	34,095.00	20,820.00	13,275.00	2.46	0.00
600 000	65.090	39,054.00	21,117.75	17,936.25	1.29	126.00
		\$114,417.00	\$57,957.75	\$56,459.25	1.38%	\$126.00
5,000	\$3,286.000	\$16,430.00	\$21,895.00	- \$5,465.00	0.00%	\$0.00
		\$16,430.00	\$21,895.00	- \$5,465.00	0.00%	\$0.00

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

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

HEALTH CARE

JOHNSON & JOHNSON
SYMBOL: JNJ CUSIP: 478160104
MEDTRONIC INC.
SYMBOL: MDT CUSIP: 585055106
QUEST DIAGNOSTICS INC
SYMBOL: DGX CUSIP: 74834L100
STRYKER CORP
SYMBOL: SYK CUSIP: 863667101

Total Health Care

INDUSTRIALS

CATERPILLAR INC
SYMBOL: CAT CUSIP: 149123101
ITT CORPORATION
SYMBOL: ITT CUSIP: 450911102
UNITED TECHNOLOGIES CORP
SYMBOL: UTX CUSIP: 913017109

Total Industrials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCURED INCOME
500 000	\$64 410	\$32 205 00	\$24,316 87	\$7,888 13	3 04%	\$0 00
500 000	43 980	21,990 00	18,378.75	3,611 25	1 86	0 00
500 000	60 380	30,190 00	13,240 00	16,950 00	0 66	0 00
500 000	50 370	25,185 00	24,010 00	1,175 00	1 19	75 00
		\$109,570.00	\$79,945.62	\$29,624.38	1.72%	\$75.00
400 000	\$56 990	\$22 796 00	\$21,092 00	\$1,704 00	2 95%	\$0 00
400 000	49 740	19,896 00	17,354 00	2,542 00	1 71	85 00
400 000	69 410	27 764 00	11,566 00	16,198 00	2 22	0 00
		\$70,456.00	\$50,012.00	\$20,444.00	2.31%	\$85.00

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

Period Covered December 1, 2009 - December 31, 2009

Account Number 70037300

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INFORMATION TECHNOLOGY

CISCO SYSTEMS INC
SYMBOL: CSCO CUSIP: 17275R102

HEWLETT PACKARD CO
SYMBOL: HPQ CUSIP: 428236103

INTEL CORP
COMM

SYMBOL: INTC CUSIP: 458140100

MICROSOFT CORP

SYMBOL: MSFT CUSIP: 594918104

TEXAS INSTRUMENTS INC

SYMBOL: TXN CUSIP: 882508104

Total Information Technology

TELECOMMUNICATION SERVICES

VERIZON COMMUNICATIONS

SYMBOL: VZ CUSIP: 92343V104

Total Telecommunication Services

MUTUAL FUNDS

ARTISAN INTERNATIONAL FUND #661

SYMBOL: ARTIX CUSIP: 04314H204

CHINA FD INC COM

SYMBOL: CHN CUSIP: 169373107

CHINA FD INC COM

SYMBOL: CHN CUSIP: 169373107

Asset held in Invested Income Portfolio

DODGE & COX INTERNATIONAL STOCK FUND

SYMBOL: DODFX CUSIP: 256206103

JP MORGAN MID CAP VALUE FUND-CLASS I
#758

SYMBOL: FLMVX CUSIP: 339128100

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
1,300,000	\$23.940	\$31,122.00	\$48,546.87	-\$17,424.87	0.00%	\$0.00
500,000	51.510	25,755.00	22,956.00	2,799.00	0.62	40.00
1,300,000	20.400	26,520.00	52,771.87	-26,251.87	2.74	0.00
600,000	30.480	18,288.00	17,226.00	1,062.00	1.71	0.00
800,000	26.060	20,848.00	23,760.00	-2,912.00	1.84	0.00
		\$122,533.00	\$165,260.74	-\$42,727.74	1.29%	\$40.00
500,000	\$33.130	\$16,565.00	\$16,477.72	\$87.28	5.73%	\$0.00
		\$16,565.00	\$16,477.72	\$87.28	5.73%	\$0.00
6,438,413	\$20.660	\$133,017.61	\$183,389.17	-\$50,371.56	1.19%	\$0.00
931,000	28.220	26,272.82	30,395.36	-4,122.54	0.91	0.00
147,000	28.220	4,148.34	2,401.13	1,747.21	0.91	0.00
4,013,198	31.850	127,820.36	162,923.03	-35,102.67	1.37	0.00
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

**WELLS
FARGO**

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

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	3,690.580	\$12.780	\$47,165.61	\$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

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

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Real Estate & Specialty Assets

REAL ESTATE FUNDS

ISHARES TR COHEN & STEERS REALTY
MAJORS INDEX FUND
SYMBOL ICF CUSIP: 464287564

Total Real Estate Funds

Total Real Estate & Specialty Assets

TOTAL ASSETS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
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			\$26,260.00	\$41,319.00	-\$15,059.00	3.69%	\$0.00

ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
\$1,783,798.02	\$1,832,227.84	-\$48,429.82	\$6,246.83