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

**2010**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, 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

|                                                                                                                                                                                                                                                  |                                                                                                                                                 |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>FIELDS POND FOUNDATION, INC.</b>                                                                                                                                                                                        |                                                                                                                                                 | A Employer identification number<br><b>04-3196041</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P.O. BOX 540667</b>                                                                                                                                      | Room/suite                                                                                                                                      | B Telephone number<br><b>(781) 899-9990</b>                                                                                                                                  |
| City or town, state, and ZIP code<br><b>WALTHAM, MA 02454-0667</b>                                                                                                                                                                               |                                                                                                                                                 | 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<br><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"/><br>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<br>(from Part II, col. (c), line 16)<br>\$ <b>9,276,523.</b>                                                                                                                                    | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| (Part I, column (d) must be on cash basis.)                                                                                                                                                                                                      |                                                                                                                                                 | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |  | 0.                                 |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                            |  | 197,582.                           | 197,582.                  |                         | STATEMENT 1                                                 |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 81,207.                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                       |  | 3,443,082.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 81,207.                   |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                       |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                              |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                         |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                           |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                            |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                     |  |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 278,789.                           | 278,789.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                              |  | 74,500.                            | 14,900.                   |                         | 55,875.                                                     |
| 14 Other employee salaries and wages                                                                                                                |  | 12,959.                            | 2,592.                    |                         | 8,423.                                                      |
| 15 Pension plans, employee benefits                                                                                                                 |  | 6,690.                             | 1,338.                    |                         | 4,683.                                                      |
| 16a Legal fees STMT 2                                                                                                                               |  | 600.                               | 90.                       |                         | 240.                                                        |
| b Accounting fees STMT 3                                                                                                                            |  | 3,500.                             | 2,100.                    |                         | 1,400.                                                      |
| c Other professional fees                                                                                                                           |  |                                    |                           |                         |                                                             |
| 17 Interest                                                                                                                                         |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 4                                                                                                                                     |  | 2,333.                             | 0.                        |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                       |  | 1,400.                             | 0.                        |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                |  | 2,077.                             | 0.                        |                         | 2,077.                                                      |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 5                                                                                                                            |  | 9,535.                             | 2,796.                    |                         | 5,908.                                                      |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 113,594.                           | 23,816.                   |                         | 78,606.                                                     |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 370,352.                           |                           |                         | 370,352.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 483,946.                           | 23,816.                   |                         | 448,958.                                                    |
| 27 Subtract line 26 from line 12                                                                                                                    |  | <205,157.>                         |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    | 254,973.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |

| Part II Balance Sheets                                                      |                                                                                      | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |            |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------|------------|
|                                                                             |                                                                                      | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |             |            |
| Assets                                                                      | 1 Cash - non-interest-bearing                                                        |                                                                                                 |                | 99,522.               | 30,979.     | 30,979.    |
|                                                                             | 2 Savings and temporary cash investments                                             |                                                                                                 |                | 6,304.                | 54,012.     | 54,012.    |
|                                                                             | 3 Accounts receivable                                                                |                                                                                                 |                |                       |             |            |
|                                                                             | Less allowance for doubtful accounts                                                 |                                                                                                 |                |                       |             |            |
|                                                                             | 4 Pledges receivable                                                                 |                                                                                                 |                |                       |             |            |
|                                                                             | Less allowance for doubtful accounts                                                 |                                                                                                 |                |                       |             |            |
|                                                                             | 5 Grants receivable                                                                  |                                                                                                 |                |                       |             |            |
|                                                                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons |                                                                                                 |                |                       |             |            |
|                                                                             | 7 Other notes and loans receivable                                                   |                                                                                                 |                |                       |             |            |
|                                                                             | Less allowance for doubtful accounts                                                 |                                                                                                 |                |                       |             |            |
|                                                                             | 8 Inventories for sale or use                                                        |                                                                                                 |                |                       |             |            |
|                                                                             | 9 Prepaid expenses and deferred charges                                              |                                                                                                 |                |                       |             |            |
|                                                                             | 10a Investments - U.S. and state government obligations                              |                                                                                                 |                |                       |             |            |
|                                                                             | b Investments - corporate stock                                                      |                                                                                                 |                |                       |             |            |
|                                                                             | c Investments - corporate bonds                                                      |                                                                                                 |                |                       |             |            |
| Liabilities                                                                 | 11 Investments - land, buildings, and equipment basis                                |                                                                                                 |                |                       |             |            |
|                                                                             | Less accumulated depreciation                                                        |                                                                                                 |                |                       |             |            |
|                                                                             | 12 Investments - mortgage loans                                                      |                                                                                                 |                |                       |             |            |
|                                                                             | 13 Investments - other                                                               | STMT 6                                                                                          |                | 8,575,772.            | 8,399,191.  | 9,161,395. |
|                                                                             | 14 Land, buildings, and equipment basis                                              | 3,601.                                                                                          |                |                       |             |            |
|                                                                             | Less accumulated depreciation                                                        | STMT 7                                                                                          | 2,481.         | 562.                  | 1,120.      | 1,120.     |
|                                                                             | 15 Other assets (describe)                                                           | STATEMENT 8                                                                                     |                | 36,853.               | 29,017.     | 29,017.    |
|                                                                             | 16 Total assets (to be completed by all filers)                                      |                                                                                                 |                | 8,719,013.            | 8,514,319.  | 9,276,523. |
|                                                                             | 17 Accounts payable and accrued expenses                                             |                                                                                                 |                | 1,592.                | 2,055.      |            |
|                                                                             | 18 Grants payable                                                                    |                                                                                                 |                |                       |             |            |
| 19 Deferred revenue                                                         |                                                                                      |                                                                                                 |                |                       |             |            |
| 20 Loans from officers, directors, trustees, and other disqualified persons |                                                                                      |                                                                                                 |                |                       |             |            |
| 21 Mortgages and other notes payable                                        |                                                                                      |                                                                                                 |                |                       |             |            |
| 22 Other liabilities (describe)                                             |                                                                                      |                                                                                                 |                |                       |             |            |
| 23 Total liabilities (add lines 17 through 22)                              |                                                                                      |                                                                                                 | 1,592.         | 2,055.                |             |            |
| Net Assets or Fund Balances                                                 | Foundations that follow SFAS 117, check here                                         | <input checked="" type="checkbox"/>                                                             |                |                       |             |            |
|                                                                             | and complete lines 24 through 26 and lines 30 and 31.                                |                                                                                                 |                |                       |             |            |
|                                                                             | 24 Unrestricted                                                                      |                                                                                                 |                | 3,218,697.            | 3,013,540.  |            |
|                                                                             | 25 Temporarily restricted                                                            |                                                                                                 |                |                       |             |            |
|                                                                             | 26 Permanently restricted                                                            |                                                                                                 |                | 5,498,724.            | 5,498,724.  |            |
|                                                                             | Foundations that do not follow SFAS 117, check here                                  | <input type="checkbox"/>                                                                        |                |                       |             |            |
|                                                                             | and complete lines 27 through 31.                                                    |                                                                                                 |                |                       |             |            |
|                                                                             | 27 Capital stock, trust principal, or current funds                                  |                                                                                                 |                |                       |             |            |
| 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                                        |                                                                                      |                                                                                                 | 8,717,421.     | 8,512,264.            |             |            |
| 31 Total liabilities and net assets/fund balances                           |                                                                                      |                                                                                                 | 8,719,013.     | 8,514,319.            |             |            |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 8,717,421. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <205,157.> |
| 3 Other increases not included in line 2 (itemize)                                                                                                              | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 8,512,264. |
| 5 Decreases not included in line 2 (itemize)                                                                                                                    | 5 | 0.         |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 8,512,264. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a S/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)</b>                                                                               | P                                                | VARIOUS                              | VARIOUS                          |
| <b>b L/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)</b>                                                                                | P                                                | VARIOUS                              | VARIOUS                          |
| <b>c CLASS ACTION SETTLEMENT</b>                                                                                                  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>d CAPITAL GAINS DIVIDENDS</b>                                                                                                  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                          |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 2,159,954.   |                                            | 2,157,648.                                      | 2,306.                                       |
| <b>b</b> 1,267,664.   |                                            | 1,204,227.                                      | 63,437.                                      |
| <b>c</b> 371.         |                                            |                                                 | 371.                                         |
| <b>d</b> 15,093.      |                                            |                                                 | 15,093.                                      |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                           |
| <b>a</b>                                                                                    |                                      |                                                 | 2,306.                                                                                    |
| <b>b</b>                                                                                    |                                      |                                                 | 63,437.                                                                                   |
| <b>c</b>                                                                                    |                                      |                                                 | 371.                                                                                      |
| <b>d</b>                                                                                    |                                      |                                                 | 15,093.                                                                                   |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                           |

|                                                                                                                                                                                      |                                                                                     |   |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                               | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 81,207. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 | { }                                                                                 | 3 | N/A     |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2009                                                              | 429,590.                              | 8,300,278.                                | .051756                                                  |
| 2008                                                              | 425,063.                              | 9,039,102.                                | .047025                                                  |
| 2007                                                              | 500,648.                              | 9,973,063.                                | .050200                                                  |
| 2006                                                              | 485,294.                              | 9,610,953.                                | .050494                                                  |
| 2005                                                              | 465,196.                              | 9,431,097.                                | .049326                                                  |

|                                                                                                                                                                                       |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | 2 | .248801    |
| <b>3</b> 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 | .049760    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 | 4 | 8,970,782. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | 5 | 446,386.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 2,550.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | 7 | 448,936.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 448,958.   |

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|                                                                                                                                                                                                                                       |                 |    |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) |                 | 1  | 2,550. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          |                 |    |        |
| 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  | 2,550. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         |                 | 4  | 0.     |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                             |                 | 5  | 2,550. |
| 6 Credits/Payments                                                                                                                                                                                                                    |                 |    |        |
| 6a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                  | 4,118.          |    |        |
| 6b Exempt foreign organizations - tax withheld at source                                                                                                                                                                              |                 |    |        |
| 6c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                |                 |    |        |
| 6d Backup withholding erroneously withheld                                                                                                                                                                                            |                 |    |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                 |                 | 7  | 4,118. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                   |                 | 8  |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                       |                 | 9  |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                          |                 | 10 | 1,568. |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax                                                                                                                                                                   | 1,568. Refunded | 11 | 0.     |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                    |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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  |
| 1c 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<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                      |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.                                                                                                                                                                      |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                            |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                               |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                             |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                         |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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<br>• By language in the governing instrument, or<br>• 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?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA                                                                                                                                                                                                          |     |    |
| 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                     |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                      |     | X  |

Form 990-PF (2010)

**Part VII-A Statements Regarding Activities** (continued)

|    |                                                                                                                                                                                                                                                                                                                                             |    |     |         |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                                     | 11 |     | X       |
| 12 | Did the foundation 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?<br>Website address ► WWW.FIELDSPOND.ORG                                                                                                                                                                                 | 13 | X   |         |
| 14 | The books are in care of ► BRIAN REHRIG, VICE PRESIDENT Telephone no ► 781-899-9990<br>Located at ► 5 TURNER STREET, WALTHAM, MA ZIP+4 ► 02454                                                                                                                                                                                              |    |     |         |
| 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<br>► 15 N/A                                                                                                                                             |    |     |         |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(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<br>(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 22 of the instructions)?<br>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 2010?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 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))<br>a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►<br>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►                                                                                                                                                                                                                                                                                                                                                                                                                  | 2b  |    |
| 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<br>b If "Yes," did it have excess business holdings in 2010 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 2010.) N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 4b  | X  |

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**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)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 9      |                                                           | 74,500.                                   | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 GRANT MAKING ONLY                                                                                                                                                                                                                                    |          |
|                                                                                                                                                                                                                                                        | 0.       |
| 2                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
| 3                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
| 4                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |

**Part IX-B** Summary of Program-Related Investments

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

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

|   |                                                                                                            |    |            |
|---|------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes |    |            |
| a | Average monthly fair market value of securities                                                            | 1a | 9,055,793. |
| b | Average of monthly cash balances                                                                           | 1b | 51,600.    |
| c | Fair market value of all other assets                                                                      | 1c |            |
| d | Total (add lines 1a, b, and c)                                                                             | 1d | 9,107,393. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                       | 2  | 0.         |
| 3 | Subtract line 2 from line 1d                                                                               | 3  | 9,107,393. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 136,611.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 8,970,782. |
| 6 | Minimum investment return. Enter 5% of line 5                                                              | 6  | 448,539.   |

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

|    |                                                                                                    |    |          |
|----|----------------------------------------------------------------------------------------------------|----|----------|
| 1  | Minimum investment return from Part X, line 6                                                      | 1  | 448,539. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 2,550.   |
| b  | Income tax for 2010 (This does not include the tax from Part VI)                                   | 2b |          |
| c  | Add lines 2a and 2b                                                                                | 2c | 2,550.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 445,989. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.       |
| 5  | Add lines 3 and 4                                                                                  | 5  | 445,989. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.       |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 445,989. |

**Part XII** Qualifying Distributions (see instructions)

|   |                                                                                                                                   |    |          |
|---|-----------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                         |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1a | 448,958. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                               |    |          |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |          |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |          |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 448,958. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 2,550.   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 446,408. |

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.

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**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 445,989.    |
| 2 Undistributed income, if any, as of the end of 2010                                                                                                                      |               |                            |             |             |
| a Enter amount for 2009 only                                                                                                                                               |               |                            | 242,874.    |             |
| b Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2010:                                                                                                                         |               |                            |             |             |
| a From 2005                                                                                                                                                                |               |                            |             |             |
| b From 2006                                                                                                                                                                |               |                            |             |             |
| c From 2007                                                                                                                                                                |               |                            |             |             |
| d From 2008                                                                                                                                                                |               |                            |             |             |
| e From 2009                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 448,958.                                                                                                    |               |                            |             |             |
| a Applied to 2009, but not more than line 2a                                                                                                                               |               |                            | 242,874.    |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2010 distributable amount                                                                                                                                     |               |                            |             | 206,084.    |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2010 (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:                                                                                                                   | 0.            |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr                                                                                   |               |                            | 0.          |             |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011                                                                |               |                            |             | 239,905.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2006                                                                                                                                                         |               |                            |             |             |
| b Excess from 2007                                                                                                                                                         |               |                            |             |             |
| c Excess from 2008                                                                                                                                                         |               |                            |             |             |
| d Excess from 2009                                                                                                                                                         |               |                            |             |             |
| e Excess from 2010                                                                                                                                                         |               |                            |             |             |

N/A

- ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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 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 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**

MR. BRIAN REHRIG, FIELDS POND FOUNDATION, 781-899-9990

5 TURNER STREET P.O. BOX 540667, WALTHAM, MA 02454-0667

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

SEE ATTACHED GUIDELINES

- c Any submission deadlines**

**SEE ATTACHED GUIDELINES**

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

**SEE ATTACHED GUIDELINES**







**Depreciation and Amortization 990-PF**  
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

FIELDS POND FOUNDATION, INC.

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04-3196041

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

|    |                                                                                                                                         |                              |                  |
|----|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount (see instructions)                                                                                                       | 1                            | 500,000.         |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                                 | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation                                                                   | 3                            | 2,000,000.       |
| 4  | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-                                                        | 4                            |                  |
| 5  | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                             | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property. Enter the amount from line 29                                                                                          | 7                            |                  |
| 8  | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7                                                    | 8                            |                  |
| 9  | Tentative deduction. Enter the smaller of line 5 or line 8                                                                              | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2009 Form 4562                                                                   | 10                           |                  |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5                                         | 11                           |                  |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11                                                   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12                                                             | 13                           |                  |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

|    |                                                                                                                          |    |      |
|----|--------------------------------------------------------------------------------------------------------------------------|----|------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | 979. |
| 15 | Property subject to section 168(f)(1) election                                                                           | 15 |      |
| 16 | Other depreciation (including ACRS)                                                                                      | 16 |      |

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

|    |                                                                                                                                   |    |      |
|----|-----------------------------------------------------------------------------------------------------------------------------------|----|------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2010                                                  | 17 | 225. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |    |      |

**Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|------------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |                                                                              |                     |                |            |                            |
| b 5-year property              |                                      | 979.                                                                         | 5 YRS.              | HY             | 200DB      | 196.                       |
| c 7-year property              |                                      |                                                                              |                     |                |            |                            |
| d 10-year property             |                                      |                                                                              |                     |                |            |                            |
| e 15-year property             |                                      |                                                                              |                     |                |            |                            |
| f 20-year property             |                                      |                                                                              |                     |                |            |                            |
| g 25-year property             |                                      |                                                                              | 25 yrs.             |                | S/L        |                            |
| h Residential rental property  | /                                    |                                                                              | 27.5 yrs.           | MM             | S/L        |                            |
|                                | /                                    |                                                                              | 27.5 yrs.           | MM             | S/L        |                            |
| i Nonresidential real property | /                                    |                                                                              | 39 yrs.             | MM             | S/L        |                            |
|                                | /                                    |                                                                              |                     | MM             | S/L        |                            |

**Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System**

|                |   |  |         |    |     |  |
|----------------|---|--|---------|----|-----|--|
| 20a Class life |   |  |         |    | S/L |  |
| b 12-year      |   |  | 12 yrs. |    | S/L |  |
| c 40-year      | / |  | 40 yrs. | MM | S/L |  |

**Part IV Summary (See instructions)**

|    |                                                                                                                                                                                                           |    |        |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|
| 21 | Listed property. Enter amount from line 28                                                                                                                                                                | 21 |        |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21.<br>Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 1,400. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                                   | 23 |        |

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a)<br>Type of property<br>(list vehicles first) | (b)<br>Date<br>placed in<br>service | (c)<br>Business/<br>investment<br>use percentage | (d)<br>Cost or<br>other basis | (e)<br>Basis for depreciation<br>(business/investment<br>use only) | (f)<br>Recovery<br>period | (g)<br>Method/<br>Convention | (h)<br>Depreciation<br>deduction | (i)<br>Elected<br>section 179<br>cost |
|--------------------------------------------------|-------------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------------------------|---------------------------|------------------------------|----------------------------------|---------------------------------------|
|--------------------------------------------------|-------------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------------------------|---------------------------|------------------------------|----------------------------------|---------------------------------------|

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

**26** Property used more than 50% in a qualified business use:

|  |  |   |  |  |  |  |  |  |
|--|--|---|--|--|--|--|--|--|
|  |  | % |  |  |  |  |  |  |
|  |  | % |  |  |  |  |  |  |
|  |  | % |  |  |  |  |  |  |

**27** Property used 50% or less in a qualified business use:

|  |  |   |  |  |       |  |  |
|--|--|---|--|--|-------|--|--|
|  |  | % |  |  | S/L - |  |  |
|  |  | % |  |  | S/L - |  |  |
|  |  | % |  |  | S/L - |  |  |

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

**29** Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

|                                                                                                   | (a)<br>Vehicle | (b)<br>Vehicle | (c)<br>Vehicle | (d)<br>Vehicle | (e)<br>Vehicle | (f)<br>Vehicle |
|---------------------------------------------------------------------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
| <b>30</b> Total business/investment miles driven during the year (do not include commuting miles) |                |                |                |                |                |                |
| <b>31</b> Total commuting miles driven during the year                                            |                |                |                |                |                |                |
| <b>32</b> Total other personal (noncommuting) miles driven                                        |                |                |                |                |                |                |
| <b>33</b> Total miles driven during the year.<br>Add lines 30 through 32                          |                |                |                |                |                |                |
| <b>34</b> Was the vehicle available for personal use during off-duty hours?                       | Yes No         | Yes No         | Yes No         | Yes No         | Yes No         | Yes No         |
| <b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?               |                |                |                |                |                |                |
| <b>36</b> Is another vehicle available for personal use?                                          |                |                |                |                |                |                |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

|                                                                                                                                                                                                                                  |     |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?                                                                                        | Yes | No |
| <b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners |     |    |
| <b>39</b> Do you treat all use of vehicles by employees as personal use?                                                                                                                                                         |     |    |
| <b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?                                                   |     |    |
| <b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?                                                                                                                                        |     |    |

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

| (a)<br>Description of costs | (b)<br>Date amortization<br>begins | (c)<br>Amortizable<br>amount | (d)<br>Code<br>section | (e)<br>Amortization<br>period or percentage | (f)<br>Amortization<br>for this year |
|-----------------------------|------------------------------------|------------------------------|------------------------|---------------------------------------------|--------------------------------------|
|-----------------------------|------------------------------------|------------------------------|------------------------|---------------------------------------------|--------------------------------------|

**42** Amortization of costs that begins during your 2010 tax year:

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  |  |  |  |
|--|--|--|--|--|--|

**43** Amortization of costs that began before your 2010 tax year

43

**44** Total. Add amounts in column (f). See the instructions for where to report

44

# 2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description              | Date Acquired | Method | Life | Convention | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--------------------------|---------------|--------|------|------------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 2        | HP LAPTOP                | 11/09/07      | 200DB  | 5.00 | MACRS      | 17      | 1,643.                   |            |                     |                      | 1,643.                 | 1,081.                             |                         | 225.                   | 1,306.                          |
| 3        | DELL LATITUDE            | 06/02/10      | 200DB  | 5.00 | MACRS      | 18      | 1,958.                   |            |                     | 979.                 | 979.                   |                                    |                         | 1,175.                 | 196.                            |
|          | * TOTAL 990-PF PG 1 DEPR |               |        |      |            |         | 3,601.                   |            |                     | 979.                 | 2,622.                 | 1,081.                             |                         | 1,400.                 | 1,502.                          |

028111  
05-01-10

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

| FORM 990-PF                      | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT                  | 1                    |
|----------------------------------|----------------------------------------|----------------------------|----------------------|
| SOURCE                           | GROSS AMOUNT                           | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
| ACCRUED INTEREST 2009            | <36,853.>                              | 0.                         | <36,853.>            |
| ACCRUED INTEREST 2010            | 29,017.                                | 0.                         | 29,017.              |
| CAPITAL GAIN DISTRIBUTIONS       | 15,093.                                | 15,093.                    | 0.                   |
| DETAILED INTEREST INCOME         |                                        |                            |                      |
| SCHEDULE PROVIDED UPON REQUEST   | 138,074.                               | 0.                         | 138,074.             |
| DIVIDEND INCOME                  | 65,762.                                | 0.                         | 65,762.              |
| OTHER INVESTMENT INCOME          | 1,582.                                 | 0.                         | 1,582.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 212,675.                               | 15,093.                    | 197,582.             |

| FORM 990-PF                | LEGAL FEES                   |                                   |                               | STATEMENT                     | 2 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| LEGAL                      | 600.                         | 90.                               |                               | 240.                          |   |
| TO FM 990-PF, PG 1, LN 16A | 600.                         | 90.                               |                               | 240.                          |   |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING                   | 3,500.                       | 2,100.                            |                               | 1,400.                        |   |
| TO FORM 990-PF, PG 1, LN 16B | 3,500.                       | 2,100.                            |                               | 1,400.                        |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FILING FEES & TAXES         | 2,333.                       | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 2,333.                       | 0.                                |                               | 0.                            |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| BANK CHARGES                | 781.                         | 781.                              |                               | 0.                            |   |
| RENT EXPENSE                | 7,829.                       | 1,566.                            |                               | 5,480.                        |   |
| DUES & SUBSCRIPTIONS        | 137.                         | 34.                               |                               | 103.                          |   |
| OFFICE                      | 341.                         | 68.                               |                               | 239.                          |   |
| INSURANCE                   | 133.                         | 33.                               |                               | 86.                           |   |
| MISCELLANEOUS               | 314.                         | 314.                              |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23 | 9,535.                       | 2,796.                            |                               | 5,908.                        |   |

| FORM 990-PF                            | OTHER INVESTMENTS   |            | STATEMENT            | 6 |
|----------------------------------------|---------------------|------------|----------------------|---|
| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |   |
| MARKETABLE SECURITIES                  | COST                | 8,399,191. | 9,161,395.           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 8,399,191. | 9,161,395.           |   |

|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 7 |
|-------------|------------------------------------------------|-----------|---|

| DESCRIPTION                        | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| HP LAPTOP                          | 1,643.                 | 1,306.                      | 337.       |
| DELL LATITUDE                      | 1,958.                 | 1,175.                      | 783.       |
| TOTAL TO FM 990-PF, PART II, LN 14 | 3,601.                 | 2,481.                      | 1,120.     |

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 8 |
|-------------|--------------|-----------|---|

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DIVIDEND AND INTEREST RECEIVABLE | 36,853.                       | 29,017.                   | 29,017.              |
| TO FORM 990-PF, PART II, LINE 15 | 36,853.                       | 29,017.                   | 29,017.              |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

| NAME AND ADDRESS                                             | TITLE AND<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------|--------------------------|-------------------|------------------------------|--------------------|
| LEON H. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193     | PRESIDENT<br>5.00        | 0.                | 0.                           | 0.                 |
| LEON H. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193     | TREASURER<br>5.00        | 0.                | 0.                           | 0.                 |
| RHODA R. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193    | V.P.<br>1.00             | 0.                | 0.                           | 0.                 |
| RHODA R. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193    | SECRETARY<br>1.00        | 0.                | 0.                           | 0.                 |
| BRIAN H. REHRIG<br>28 ACADEMY STREET<br>ARLINGTON, MA 02476  | V.P<br>15.00             | 74,500.           | 0.                           | 0.                 |
| BRIAN H. REHRIG<br>28 ACADEMY STREET<br>ARLINGTON, MA 02476  | ASST. SECRETARY<br>15.00 | 0.                | 0.                           | 0.                 |
| BRIAN H. REHRIG<br>28 ACADEMY STREET<br>ARLINGTON, MA 02476  | ASST. TREAS<br>15.00     | 0.                | 0.                           | 0.                 |
| BRIAN H REHRIG<br>28 ACADEMY STREET<br>ARLINGTON, MA 02476   | DIRECTOR<br>15.00        | 0.                | 0.                           | 0.                 |
| LEON H. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193     | DIRECTOR<br>5.00         | 0.                | 0.                           | 0.                 |
| RHODA R. COHEN<br>41 FIELDS POND ROAD<br>WESTON, MA 02193    | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| RUSSELL A. COHEN<br>57 CHESTER STREET<br>ARLINGTON, MA 02476 | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |

FIELDS POND FOUNDATION, INC.

04-3196041

|                                                                   |                        |                |           |           |
|-------------------------------------------------------------------|------------------------|----------------|-----------|-----------|
| NINA R. COHEN<br>55 LAUREL GLEN TERRACE<br>SAN RAFAEL, CA 94903   | DIRECTOR<br>1.00       | 0.             | 0.        | 0.        |
| ELIZABETH S. BERCOW<br>16 OLD HOUSE LANE<br>SANDS POINT, NY 10050 | DIRECTOR<br>1.00       | 0.             | 0.        | 0.        |
| WALTER ANGOFF<br>6 SURREY LANE<br>NEW LONDON, NH 03257            | VICE PRESIDENT<br>1.00 | 0.             | 0.        | 0.        |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                      |                        | <u>74,500.</u> | <u>0.</u> | <u>0.</u> |

Fields Pond Foundation Inc.  
Grant recipient detail  
January through December 2010

05/03/11

| Date                                                  | Name Address                                 | Memo                                                                                                | Paid Amount |
|-------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------|
| <b>Arlington Land Trust Inc</b>                       |                                              |                                                                                                     |             |
| 04-3486255                                            |                                              |                                                                                                     |             |
| 10/15/2010                                            | P O Box 492 Arlington, MA 02476              | appraisal reimbursement                                                                             | 1 462 50    |
| 10/15/2010                                            | P O Box 492 Arlington, MA 02476              | toward acquisition of Elizabeth Island in Spy Pond to protect wildlife habitat and passive rec      | 10 000 00   |
|                                                       |                                              |                                                                                                     | 11 462 50   |
| <b>Total Arlington Land Trust Inc</b>                 |                                              |                                                                                                     |             |
| <b>Avalonia Land Conservancy</b>                      |                                              |                                                                                                     |             |
| 06-6103893                                            |                                              |                                                                                                     |             |
| 12/28/2010                                            | P O Box 49 Old Mystic CT 06372               | toward acquisition of Bell Cedar Swamp, and 89 acre rare habitat parcel in North Stonington CT      | 5 000 00    |
|                                                       |                                              |                                                                                                     | 5 000 00    |
| <b>Total Avalonia Land Conservancy</b>                |                                              |                                                                                                     |             |
| <b>Belmont Land Trust</b>                             |                                              |                                                                                                     |             |
| 04-3466758                                            |                                              |                                                                                                     |             |
| 4/29/2010                                             | PO Box 79138 Belmont, MA 02479-0138          | toward acquisition of a 2.5-acre addition to Mass Audubon's Habitat Sanctuary in Belmont MA         | 15,000 00   |
|                                                       |                                              |                                                                                                     | 15,000 00   |
| <b>Total Belmont Land Trust</b>                       |                                              |                                                                                                     |             |
| <b>Berkshire Natural Resources Council, Inc</b>       |                                              |                                                                                                     |             |
| 04-2430091                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | 20 Bank Row Pittsfield, MA 01201             | toward construction of the three-mile Hoosic Range Trail segment of the envisioned long-distanc     | 10,000 00   |
|                                                       |                                              |                                                                                                     | 10 000 00   |
| <b>Total Berkshire Natural Resources Council, Inc</b> |                                              |                                                                                                     |             |
| <b>Brewster Conservation Trust</b>                    |                                              |                                                                                                     |             |
| 04-2798931                                            |                                              |                                                                                                     |             |
| 3/5/2010                                              | P O Box 268 Brewster, MA 02631               | Grant Proceeds                                                                                      | 250 00      |
|                                                       |                                              |                                                                                                     | 250 00      |
| <b>Total Brewster Conservation Trust</b>              |                                              |                                                                                                     |             |
| <b>Catamount Trail Association</b>                    |                                              |                                                                                                     |             |
| 22-2528441                                            |                                              |                                                                                                     |             |
| 6/29/2010                                             | 1 Mill Street, Suite 350 Burlington VT 05401 | toward construction and rerouting of a 5-mile segment of the Catamount Trail in Coolidge State F    | 3 500 00    |
|                                                       |                                              |                                                                                                     | 3,500 00    |
| <b>Total Catamount Trail Association</b>              |                                              |                                                                                                     |             |
| <b>Charles River Conservancy Inc</b>                  |                                              |                                                                                                     |             |
| 04-3503656                                            |                                              |                                                                                                     |             |
| 11/10/2010                                            | Four Brattle Street Cambridge MA 02138       | General support                                                                                     | 1 000 00    |
|                                                       |                                              |                                                                                                     | 1 000 00    |
| <b>Total Charles River Conservancy Inc</b>            |                                              |                                                                                                     |             |
| <b>Coalition for Buzzards Bay</b>                     |                                              |                                                                                                     |             |
| 04-2971978                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | 114 Front Street New Bedford, MA 02740       | toward additional acquisition under the Tnpps Mill Brook project totaling 355 acres spanning Ma     | 12 500 00   |
|                                                       |                                              |                                                                                                     | 12,500 00   |
| <b>Total Coalition for Buzzards Bay</b>               |                                              |                                                                                                     |             |
| <b>Coastal Mountains Land Trust</b>                   |                                              |                                                                                                     |             |
| 22-2795691                                            |                                              |                                                                                                     |             |
| 12/20/2010                                            | 101 Mt Battie Street Camden ME 04843         | toward acquisition of the 217-acre Hart parcel on Ragged Mountain in Rockport, Maine                | 10 000 00   |
|                                                       |                                              |                                                                                                     | 10,000 00   |
| <b>Total Coastal Mountains Land Trust</b>             |                                              |                                                                                                     |             |
| <b>Dan Hole Pond Watershed Trust</b>                  |                                              |                                                                                                     |             |
| 02-6121751                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | PO Box 8 Center Ossipee NH 03814-0008        | toward acquisition of 97 acres of woodland abutting the Thurley Mountain conservation area in Os    | 8 000 00    |
|                                                       |                                              |                                                                                                     | 8 000 00    |
| <b>Total Dan Hole Pond Watershed Trust</b>            |                                              |                                                                                                     |             |
| <b>Dennis Conservation Trust</b>                      |                                              |                                                                                                     |             |
| 22-2898846                                            |                                              |                                                                                                     |             |
| 3/5/2010                                              | P O Box 67 East Dennis MA 02641              | Grant Proceeds                                                                                      | 225 00      |
| 4/28/2010                                             | P O Box 67 East Dennis MA 02641              | toward protection of the Old Fort Field parcels linking other conservation lands in the Chase Ga    | 8,000 00    |
|                                                       |                                              |                                                                                                     | 8,225 00    |
| <b>Total Dennis Conservation Trust</b>                |                                              |                                                                                                     |             |
| <b>Dudley Conservation Land Tr</b>                    |                                              |                                                                                                     |             |
| 20-2201367                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | P O Box 14 Dudley MA 01571                   | toward acquisition of the 75-acre Slater Woods parcel creating a 1.5 -mile protected corridor b     | 10,000 00   |
|                                                       |                                              |                                                                                                     | 10,000 00   |
| <b>Total Dudley Conservation Land Tr</b>              |                                              |                                                                                                     |             |
| <b>East Quabbin Land Trust</b>                        |                                              |                                                                                                     |             |
| 04-3297978                                            |                                              |                                                                                                     |             |
| 3/16/2010                                             | P O Box 5 120 Ridge Road Hardwick, MA 01037  | toward protection of 185 acres of woodland owned by St Mary's Monastery & St Scholastica Prior      | 10 000 00   |
| 10/29/2010                                            | P O Box 5 120 Ridge Road Hardwick MA 01037   | toward protection of the 40-acre Leehy Property on the eastern slope of Dougal Hill in Hardwick, MA | 10,000 00   |
|                                                       |                                              |                                                                                                     | 20 000 00   |
| <b>Total East Quabbin Land Trust</b>                  |                                              |                                                                                                     |             |
| <b>Environmental League of Massachusetts</b>          |                                              |                                                                                                     |             |
| 04-2760271                                            |                                              |                                                                                                     |             |
| 4/9/2010                                              | 14 Beacon Street, Suite 714 Boston, MA 02108 | Contribution, Earth Night                                                                           | 1,500 00    |
|                                                       |                                              |                                                                                                     | 1,500 00    |
| <b>Total Environmental League of Massachusetts</b>    |                                              |                                                                                                     |             |
| <b>Essex County Greenbelt Association, Inc.</b>       |                                              |                                                                                                     |             |
| 04-2664297                                            |                                              |                                                                                                     |             |
| 12/28/2010                                            | 82 Eastern Ave Essex MA 01929                | toward protection of the Colby Pasture a working landscape in the Common Pasture region of West     | 20 000 00   |
|                                                       |                                              |                                                                                                     | 20,000 00   |
| <b>Total Essex County Greenbelt Association, Inc</b>  |                                              |                                                                                                     |             |
| <b>Essex County Trail Association</b>                 |                                              |                                                                                                     |             |
| 04-3029275                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | P O Box 358 South Hamilton, MA 01938         | toward installation of beaver deterrents to protect trails in Ipswich and Hamilton, MA              | 5,500 00    |
|                                                       |                                              |                                                                                                     | 5,500 00    |
| <b>Total Essex County Trail Association</b>           |                                              |                                                                                                     |             |
| <b>Francis Small Heritage Trust, Inc</b>              |                                              |                                                                                                     |             |
| 22-3055540                                            |                                              |                                                                                                     |             |
| 12/28/2010                                            | P O Box 414 Limerick, ME 04048               | toward protection of the 130-acre Sisson lands near Sawyer Mountain in Cornish and Limerick, Maine  | 3,350 00    |
|                                                       |                                              |                                                                                                     | 3,350 00    |
| <b>Total Francis Small Heritage Trust, Inc</b>        |                                              |                                                                                                     |             |
| <b>Friends of Camp St Augustine</b>                   |                                              |                                                                                                     |             |
| 11-3728032                                            |                                              |                                                                                                     |             |
| 6/29/2010                                             | PO Box 9139 Foxboro, MA 02035                | toward trail construction at the Cocasset River Recreation Area of the Town of Foxboro, MA          | 4 000 00    |
|                                                       |                                              |                                                                                                     | 4,000 00    |
| <b>Total Friends of Camp St Augustine</b>             |                                              |                                                                                                     |             |
| <b>Great Works Regional Land Trust</b>                |                                              |                                                                                                     |             |
| 22-2736228                                            |                                              |                                                                                                     |             |
| 12/20/2010                                            | P O Box 151 South Berwick, ME 03908          | toward protection of Deb-Tone Farm, a working landscape on Cabbage Hill in Berwick, ME              | 5 000 00    |
|                                                       |                                              |                                                                                                     | 5,000 00    |
| <b>Total Great Works Regional Land Trust</b>          |                                              |                                                                                                     |             |
| <b>Groton Open Space Association, Inc</b>             |                                              |                                                                                                     |             |
| 06-1469419                                            |                                              |                                                                                                     |             |
| 10/29/2010                                            | P O Box 9187 Groton, CT 06340-9187           | toward acquisition of the 63-acre Sheep Farm, a mixed open and forested area with 17th century h    | 12,000 00   |
|                                                       |                                              |                                                                                                     | 12,000 00   |
| <b>Total Groton Open Space Association, Inc</b>       |                                              |                                                                                                     |             |
| <b>Harvard University</b>                             |                                              |                                                                                                     |             |
| 04-2103580                                            |                                              |                                                                                                     |             |
| 3/17/2010                                             | P O Box 68 Petersham, MA 01366-0068          | Toward implementation of an expanded Wildlands and Woodlands vision throughout New England          | 2,000 00    |
|                                                       |                                              |                                                                                                     | 2 000 00    |
| <b>Total Harvard University</b>                       |                                              |                                                                                                     |             |
| <b>Harwich Conservation Trust</b>                     |                                              |                                                                                                     |             |
| 04-6599166                                            |                                              |                                                                                                     |             |

**Fields Pond Foundation Inc.**  
**Grant recipient detail**  
 January through December 2010

05/03/11

| Date                                           | Name Address                                   | Memo                                                                                              | Paid Amount |
|------------------------------------------------|------------------------------------------------|---------------------------------------------------------------------------------------------------|-------------|
| 3/16/2010                                      | P O Box 205 Harwich Port, MA 02646             | toward acquisition of a 9-acre parcel on Coy's Brook, linking Town and HCT conservation lands in  | 7,500 00    |
| Total Harwich Conservation Trust               |                                                |                                                                                                   | 7,500 00    |
| Hilltown Land Trust                            |                                                |                                                                                                   |             |
| 22-2831145                                     |                                                |                                                                                                   |             |
| 6/9/2010                                       | PO Box 171 Huntington, MA 01050-0171           | toward of Warner Farm, a historic family farm with 1779 farmhouse and scenic waterfalls in Cummi  | 10,000 00   |
| Total Hilltown Land Trust                      |                                                |                                                                                                   | 10,000 00   |
| Hull Land Conservation Trust                   |                                                |                                                                                                   |             |
| 02-0800781                                     |                                                |                                                                                                   |             |
| 6/29/2010                                      | PO Box 1081 Hull, MA 02045                     | toward permanent protection and improvement of public access to Weir River Woods, an 18-acre pre  | 8,000 00    |
| Total Hull Land Conservation Trust             |                                                |                                                                                                   | 8,000 00    |
| Loon Echo Land Trust                           |                                                |                                                                                                   |             |
| 22-2966924                                     |                                                |                                                                                                   |             |
| 3/17/2010                                      | P O Box 40 Naples, ME 04055                    | toward acquisition of the Shawnee Peak and Pleasant Mountain Farms parcels, additions to the Ple  | 12,000 00   |
| Total Loon Echo Land Trust                     |                                                |                                                                                                   | 12,000 00   |
| Massachusetts Audubon Society                  |                                                |                                                                                                   |             |
| 04-2104702                                     |                                                |                                                                                                   |             |
| 12/20/2010                                     | 208 South Great Road Lincoln, MA 01773         | toward construction of an accessible entrance trail at the Daniel Webster Wildlife Sanctuary in   | 8,000 00    |
| Total Massachusetts Audubon Society            |                                                |                                                                                                   | 8,000 00    |
| Massachusetts Land Trust Coalition             |                                                |                                                                                                   |             |
| 04-6049963                                     |                                                |                                                                                                   |             |
| 4/27/2010                                      | 18 Wolbach Road Sudbury MA 01776               | 20th Anny Land Conservation Celebration Patron tickets                                            | 500 00      |
| 12/28/2010                                     | 18 Wolbach Road Sudbury, MA 01776              | general support                                                                                   | 2,000 00    |
| Total Massachusetts Land Trust Coalition       |                                                |                                                                                                   | 2,500 00    |
| Minnechaug Land Trust                          |                                                |                                                                                                   |             |
| 04-3188304                                     |                                                |                                                                                                   |             |
| 12/20/2010                                     | PO Box 455 Hampden, MA 01036                   | toward acquisition and trail improvements around historic Goat Rock and along the Wilbraham Moun  | 2,500 00    |
| Total Minnechaug Land Trust                    |                                                |                                                                                                   | 2,500 00    |
| Monadnock Conservancy                          |                                                |                                                                                                   |             |
| 22-3030420                                     |                                                |                                                                                                   |             |
| 12/20/2010                                     | P O Box 337 Keene, New Hampshire 03431         | toward protection by easement of the 153-acre Tippin Rock Farm in Swanzey, NH                     | 8,000 00    |
| Total Monadnock Conservancy                    |                                                |                                                                                                   | 8,000 00    |
| Nature Conservancy, Mass                       |                                                |                                                                                                   |             |
| 53-0242652                                     |                                                |                                                                                                   |             |
| 6/29/2010                                      | 99 Bedford St 5th Floor Boston, MA 02111-1736  | toward acquisition of the 36-acre Hernes parcel, enabling construction of the 15-mile Wishbone    | 10,000 00   |
| Total Nature Conservancy Mass                  |                                                |                                                                                                   | 10,000 00   |
| Northeast Wilderness Trust                     |                                                |                                                                                                   |             |
| 01-0729039                                     |                                                |                                                                                                   |             |
| 11/23/2010                                     | 14 Beacon Street Suite 506 Boston, MA 02108    | toward acquisition and protection of the 1 200-acre Piscataquis Preserve in Atkinson Maine        | 5,000 00    |
| Total Northeast Wilderness Trust               |                                                |                                                                                                   | 5,000 00    |
| Opacum Land Trust, Inc                         |                                                |                                                                                                   |             |
| 04-3501184                                     |                                                |                                                                                                   |             |
| 3/16/2010                                      | P O Box 233 Sturbridge, MA 01566               | toward acquisition of the former Flynt Quarry parcel a 165-acre site connecting various public    | 10,000 00   |
| Total Opacum Land Trust, Inc                   |                                                |                                                                                                   | 10,000 00   |
| Orleans Conservation Trust                     |                                                |                                                                                                   |             |
| 23-7418072                                     |                                                |                                                                                                   |             |
| 3/16/2010                                      | P O Box 1078 East Orleans, MA 02643-1078       | toward protection of the Fleck Property a 2-acre linkage parcel on Twnings Pond in Orleans, MA    | 10,000 00   |
| Total Orleans Conservation Trust               |                                                |                                                                                                   | 10,000 00   |
| Pemaquid Watershed Association                 |                                                |                                                                                                   |             |
| 22-2508854                                     |                                                |                                                                                                   |             |
| 5/18/2010                                      | P O Box 552 Damanscotta Maine 04543            | 4 truckloads of gravel                                                                            | 1,014 00    |
| Total Pemaquid Watershed Association           |                                                |                                                                                                   | 1,014 00    |
| Sippican Lands Trust                           |                                                |                                                                                                   |             |
| 22-2795446                                     |                                                |                                                                                                   |             |
| 10/29/2010                                     | 589 Mill Street Marion, MA 02738               | toward the purchase of 350 acres of woodland adjoining the Haskell Swamp Wildlife Management Are  | 10,000 00   |
| Total Sippican Lands Trust                     |                                                |                                                                                                   | 10,000 00   |
| Society for the Protection of N H Forest       |                                                |                                                                                                   |             |
| 02-0222237                                     |                                                |                                                                                                   |             |
| 12/28/2010                                     | 54 Portsmouth Street Concord NH 03301-5400     | toward acquisition of 1025 acres on Black Mountain a secondary peak of Mt Keensarge in Sutton     | 12,000 00   |
| Total Society for the Protection of N H Forest |                                                |                                                                                                   | 12,000 00   |
| Strafford Rivers Conservancy                   |                                                |                                                                                                   |             |
| 02-0430387                                     |                                                |                                                                                                   |             |
| 1/12/2010                                      | PO Box 623 Dover, NH 03821-0623                | toward public access improvements at the Franklin Preserve along the Salmon Falls River in Dover  | 1,400 00    |
| Total Strafford Rivers Conservancy             |                                                |                                                                                                   | 1,400 00    |
| Sudbury Valley Trustees                        |                                                |                                                                                                   |             |
| 04-6049963                                     |                                                |                                                                                                   |             |
| 12/28/2010                                     | 18 Wolbach Road Sudbury, MA 01776              | toward protection of the forests and working fields of 92-acre Sweetwilliam Farm in Upton, MA     | 20,000 00   |
| Total Sudbury Valley Trustees                  |                                                |                                                                                                   | 20,000 00   |
| The 300 Committee                              |                                                |                                                                                                   |             |
| 22-2659529                                     |                                                |                                                                                                   |             |
| 6/29/2010                                      | 157 Locust Street Falmouth, MA 02540-2658      | toward construction of a handicap-accessible trail at the Bartolomei Conservation Area in Falmou  | 3,300 00    |
| Total The 300 Committee                        |                                                |                                                                                                   | 3,300 00    |
| The Pew Charitable Trust                       |                                                |                                                                                                   |             |
| 56-2307147                                     |                                                |                                                                                                   |             |
| 12/21/2010                                     | One Commerce Square Philadelphia PA 19103-7007 | (list as \$25k) toward the West Grand Lake community Forest Project of Downeast Lakes Land Trust, | 12,500 00   |
| Total The Pew Charitable Trust                 |                                                |                                                                                                   | 12,500 00   |
| Town of Brimfield                              |                                                |                                                                                                   |             |
| (no tax ID on file)                            |                                                |                                                                                                   |             |
| 4/29/2010                                      | 23 Main St PO Box 30 Brimfield MA 01010        | Grant Proceeds                                                                                    | 5,900 00    |
| Total Town of Brimfield                        |                                                |                                                                                                   | 5,900 00    |
| Truro Conservation Trust                       |                                                |                                                                                                   |             |
| 04-2761085                                     |                                                |                                                                                                   |             |
| 3/16/2010                                      | P O Box 327 North Truro, MA 02652              | CPG reimbursement                                                                                 | 250 00      |
| 6/29/2010                                      | P O Box 327 North Truro MA 02652               | toward acquisition of the Keniston Ridge parcel with views of the National Seashore in Truro, MA  | 7,000 00    |
| Total Truro Conservation Trust                 |                                                |                                                                                                   | 7,250 00    |
| Trust for Public Land                          |                                                |                                                                                                   |             |
| 23-7222333                                     |                                                |                                                                                                   |             |
| 12/20/2010                                     | 33 Union St., Fourth Floor Boston, MA 02108    | toward protection of 692 acre on the Deerfield River as an addition to the Green Mountain Nation  | 10,000 00   |
| Total Trust for Public Land                    |                                                |                                                                                                   | 10,000 00   |

05/03/11

Fields Pond Foundation Inc.  
Grant recipient detail  
January through December 2010

| Date                                              | Name Address                                       | Memo                                                                                               | Paid Amount       |
|---------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------|
| <b>Upper Saco Valley Land Trust</b>               |                                                    |                                                                                                    |                   |
| 02-0521030                                        |                                                    |                                                                                                    |                   |
| 4/28/2010                                         | PO Box 424 North Conway, NH 03860                  | toward acquisition of a 99-acre ridge line parcel on Foss Mountain in Eaton, NH                    | 5,000 00          |
| Total Upper Saco Valley Land Trust                |                                                    |                                                                                                    | 5,000 00          |
| <b>Vermont Institute of Natural Science</b>       |                                                    |                                                                                                    |                   |
| 03-0231665                                        |                                                    |                                                                                                    |                   |
| 10/6/2010                                         | P O Box 1281 Quechee VT 05059                      | toward the construction of an accessible Nature Trail at VINS Nature Center in Quechee Vermont     | 6,000 00          |
| Total Vermont Institute of Natural Science        |                                                    |                                                                                                    | 6,000 00          |
| <b>Vermont River Conservancy</b>                  |                                                    |                                                                                                    |                   |
| 03-0347147                                        |                                                    |                                                                                                    |                   |
| 12/28/2010                                        | P O Box 157 Montpelier, VT 05602                   | toward acquisition of a riverfront access parcel providing paddling access to the Kingsbury Branch | 3,500 00          |
| Total Vermont River Conservancy                   |                                                    |                                                                                                    | 3,500 00          |
| <b>Walden Woods Project</b>                       |                                                    |                                                                                                    |                   |
| 95-4292658                                        |                                                    |                                                                                                    |                   |
| 9/7/2010                                          | 44 Baker Farm Lincoln, MA 01773                    | Donation                                                                                           | 200 00            |
| Total Walden Woods Project                        |                                                    |                                                                                                    | 200 00            |
| <b>Weston Forest &amp; Trail Association, Inc</b> |                                                    |                                                                                                    |                   |
| 04-6130587                                        |                                                    |                                                                                                    |                   |
| 4/28/2010                                         | 266 Glen Road Weston MA 02193                      | General Support                                                                                    | 1,000 00          |
| Total Weston Forest & Trail Association, Inc      |                                                    |                                                                                                    | 1,000 00          |
| <b>Williamstown Rural Lands Foundation</b>        |                                                    |                                                                                                    |                   |
| 04-2940686                                        |                                                    |                                                                                                    |                   |
| 6/29/2010                                         | 188 Spring Street PO Box 221 Williamstown MA 01267 | toward transaction costs to permanently protect the 8-acre Lamb parcel along Hemlock Brook in WI   | 1,500 00          |
| Total Williamstown Rural Lands Foundation         |                                                    |                                                                                                    | 1,500 00          |
| <b>York Land Trust, Inc</b>                       |                                                    |                                                                                                    |                   |
| 22-2793161                                        |                                                    |                                                                                                    |                   |
| 12/20/2010                                        | P O Box 1241 York Harbor ME 03911                  | toward protection of the Clough Parcel an element of the Mt Agamenticus-to-the-Sea initiative      | 8,000 00          |
| Total York Land Trust, Inc                        |                                                    |                                                                                                    | 8,000 00          |
| <b>TOTAL</b>                                      |                                                    |                                                                                                    | <b>370,351 50</b> |

04-3196641

# Fields Pond Foundation Inc.

## Application Guidelines

### About the Foundation

Fields Pond Foundation was established in 1993 as a Private Foundation under IRS Sections 501(c)(3) and 509(a). Its primary mission is to provide financial assistance to nature and land conservation organizations that are community-based and that serve to increase environmental awareness by involving local residents in conservation issues.

The Foundation's emphasis stems from its founding Directors' beliefs that the conservation of special places in our environment, and providing public accessibility to those conservation areas, is a desirable end in itself; but it is also a means of building public support for future land and river conservation by increasing the direct connection between individuals and their environment, and fostering active participation in the work of conservation. The Foundation hopes to nurture such efforts by making grants under the following priorities:

1. Project grants for trailmaking and other enhancement of public access to conservation lands, rivers, coastlines and other natural resources;
2. Land acquisition and conservation;
3. Assistance in establishment of endowments as a means of funding stewardship of conservation areas; and
4. Related education programs and publications

The Foundation encourages proposals from municipal government agencies. The Foundation may also consider short-term loans to conservation groups for the purpose of acquiring conservation lands. Outside its primary mission, it will also consider grant requests from other not-for-profit organizations with a demonstrated local impact in precollegiate education

The Foundation is looking for grantmaking opportunities where a modest investment of grant funds can help in a significant way to improve public access to and enjoyment of natural areas, while maintaining the health and integrity of the environment. Projects in which volunteerism is a significant component are more likely to be funded.

### Application Procedures

We hope to make the application process as straightforward as possible. To save you time, we suggest you first determine whether your proposal falls within our general guidelines. Organizations with unique or complex projects are welcome to discuss their proposal plans with us, and may wish to begin the application process by submitting a one-page proposal outline. Among other purposes, the proposal outline is intended to save applicants from spending a great deal of time and expense in preparing elaborate proposals which may not be funded. Outlines are considered at the regular meetings of Directors, and applicants will be notified promptly regarding the outcome. If the Directors or staff believe that the concept merits further consideration, a full proposal will be requested.

We encourage applicants to contact us informally before proceeding to prepare a formal application.

*We are pleased to accept proposals prepared under the Associated Grant Makers (AGM) Common Proposal Format*

Other full proposals need not be more than three or four pages long, plus attachments, but should include the following:

## Information About Your Organization

- ☐ History of the organization, its mission and major accomplishments, its geographic scope and special populations served, if any.
- ☐ Board and staff rosters, and an indication of the capabilities of key staff to be involved in the proposed project.
- ☐ Current and projected operating budgets, the most recent financial statement, an annual report (if one is published), and a complete copy of the most recent IRS Form 990 (if appropriate to the organization).
- ☐ Current copy of the tax exemption letter from the IRS under Section 501(c)(3) of the Internal Revenue Code, including the indication that the organization is "not a private foundation" under Section 509(a).

## Proposal Content

- ☐ Concise description of the purpose for which the grant is sought, including both the general goals and the specific objectives of the project, and a summary of the anticipated benefits for the environment, the organization, local residents and the broader population.
- ☐ An indication of how your proposal is consistent with the Foundation's significant objectives.
- ☐ Evidence that the funds will be used to address an important need that would otherwise remain unmet.
- ☐ The project's budget, a description and summary of other firm or likely sources of funding, and, for projects that are intended to continue beyond the proposed period of the Foundation's support, an indication of plans for ongoing funding

- ☐ An indication of plans for evaluating the project and reporting the results to the Foundation.

## How and When to Apply

- ☐ Two copies of your full proposal should be mailed or delivered to the Foundation office. Proposals must be complete in order to receive funding consideration. An incoming proposal is critically assessed to determine whether it meets current guidelines and interest. If it does not, the proposal may be denied immediately or following a regular meeting of the Directors. In all other cases, notification as to the Directors' decision will be given shortly after regular meetings.
- ☐ Proposals and concept papers may be submitted at any time, since the Directors meet regularly throughout the year.

## Grant Size and Type

The expected range of grants is \$500 to \$25,000 with most grants falling within the range of \$2,000 to \$10,000. The Foundation is willing to consider multiple-year grants.

Whenever possible we seek to expand the impact of limited funds through challenge grants, conditional grants, matching grants, and special initiatives, and by collaborating with other donors in joint funding efforts.

We welcome joint applications by two or more organizations coordinating their efforts on a single project.

## Grantmaking Limitations

Although the Fields Pond Foundation attempts to be as inclusive as possible, there are some activities and interests that clearly fall outside the scope of these guidelines. As a normal practice, the Foundation is unlikely to make the following kinds of grants:

- ☐ support for deficits, for routine operating budgets or general appeals, or where the Foundation may become the predominant source of an organization's funding.
- ☐ for funding efforts usually supported by public subscription or through national appeals, or for purposes which are generally understood to be the responsibility of government.
- ☐ support for sectarian religious activities.
- ☐ to individuals, such as for personal needs, welfare, travel, or research.

Our regular grantmaking programs are presently limited to organizations in New England and New York State.

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## Fields Pond Foundation Inc.

Five Turner Street, Box 540667  
Waltham, MA 02454-0667  
Phone 781-899-9990 Fax 781-899-2819  
[www.fieldspond.org](http://www.fieldspond.org)

04-3196041

May 3, 2011

**Realized Gains and Losses**  
Fiscal Year Ending 12/31/2010

Fields Pond Foundation Inc      Acct #    FPF

**Realized Gains and Losses**

| <u>Description</u>                                                  | <u>Date Acquired</u> | <u>Date Sold</u> | <u>Quantity</u> | <u>Net Proceeds</u> | <u>Cost</u> | <u>Short Term Gains</u> | <u>Long Term Gains Pre-5/6</u> | <u>Qualified 5 Year Gains</u> | <u>Long Term Gains Post-5/5</u> | <u>Total Long Gains</u> | <u>Total Gains</u> |
|---------------------------------------------------------------------|----------------------|------------------|-----------------|---------------------|-------------|-------------------------|--------------------------------|-------------------------------|---------------------------------|-------------------------|--------------------|
| Barnes Banking Kaysville 12/31/2012 4.25%                           | 12/23/2008           | 02/10/2010       | 100,000 000     | 100,000 00          | 100,000 00  |                         |                                |                               | 0 00                            | 0 00                    | 0 00               |
| Citizens Bk Flint MI CD 3. 11/29/2011 3 05%                         | 05/11/2009           | 03/01/2010       | 95,000 000      | 95,000 00           | 95,000 00   | 0 00                    |                                |                               |                                 |                         | 0 00               |
| CurrencyShares Australian                                           | 02/04/2010           | 03/11/2010       | 300 000         | 27,379 68           | 26,214 97   | 1,164 71                |                                |                               |                                 |                         | 1,164 71           |
| Darby Tr Vidalia GA CD 3 09/17/2012 3.25%                           | 05/07/2009           | 11/17/2010       | 95,000 000      | 95,000 00           | 95,000 00   |                         |                                |                               | 0 00                            | 0 00                    | 0 00               |
| EuroBank San Juan PR CD 09/27/2013 3 55%                            | 03/23/2009           | 05/06/2010       | 75,000 000      | 75,000 00           | 75,000 00   |                         |                                |                               | 0 00                            | 0 00                    | 0 00               |
| Fannie Mae Nts 6s'31 01/17/2031 6 00%                               | 06/03/2010           | 06/28/2010       | 87,000 000      | 87,000 00           | 87,005 00   | (5 00)                  |                                |                               |                                 |                         | (5 00)             |
| Fannie Mae Step Notes 4'2 04/29/2020 5 00% Call 04/29/2012, 100 00  | 04/08/2010           | 10/29/2010       | 100,000 000     | 100,000 00          | 100,005 00  | (5 00)                  |                                |                               |                                 |                         | (5 00)             |
| Fannie Mae Step Notes 4 5 10/15/2024 4 50% Call 10/15/2014, 100 00  | 09/23/2009           | 07/15/2010       | 150,000 000     | 150,000 00          | 150,005 00  | (5 00)                  |                                |                               |                                 |                         | (5 00)             |
| Fannie Mae Step Notes 5'2 05/26/2020 2 125% Call 02/26/2012, 100 00 | 05/13/2010           | 11/26/2010       | 150,000 000     | 150,000 00          | 150,005 00  | (5 00)                  |                                |                               |                                 |                         | (5 00)             |
| Fannie Mae Step Notes 6'2 06/02/2020 2 00% Call 03/02/2012 100 00   | 05/21/2010           | 12/02/2010       | 97,000 000      | 97,000 00           | 97,005 00   | (5 00)                  |                                |                               |                                 |                         | (5 00)             |
| Fannie Mae Step Notes 6'2 06/03/2025 2 25% Call 12/03/2012, 100 00  | 05/19/2010           | 12/03/2010       | 100,000 000     | 100,000 00          | 100,005 00  | (5 00)                  |                                |                               |                                 |                         | (5 00)             |



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May 3, 2011

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# **Realized Gains and Losses** Fiscal Year Ending 12/31/2010

Fields Pond Foundation Inc Acct # FPF

## **Realized Gains and Losses**

| Description                                                          | Date<br>Acquired | Date Sold  | Quantity    | Net<br>Proceeds | Cost       | Short Term<br>Gains | Long Term<br>Gains Pre-5/6 | Qualified 5<br>Year Gains | Long Term<br>Gains Post-5/5 | Total Long<br>Gains | Total<br>Gains |
|----------------------------------------------------------------------|------------------|------------|-------------|-----------------|------------|---------------------|----------------------------|---------------------------|-----------------------------|---------------------|----------------|
| Fed Home Ln Mtg 2 375s '05/24/2013 2 375%                            | 05/11/2010       | 05/24/2010 | 100,000 000 | 100,000 00      | 100,005 00 | (5 00)              |                            |                           |                             |                     | (5 00)         |
| Fed Home Ln Mtg Corp St 02/25/2025 4.25%<br>Call 02/25/2012, 100 00  | 02/18/2010       | 08/25/2010 | 100,000 000 | 100,000 00      | 100,005 00 | (5 00)              |                            |                           |                             |                     | (5 00)         |
| Fed Home Ln Mtg step nts 09/24/2018 3 00%<br>Call 03/24/2012, 100 00 | 03/03/2010       | 09/24/2010 | 100,000 000 | 100,000 00      | 99,755 00  | 245 00              |                            |                           |                             |                     | 245 00         |
| Fed Home Ln Mtg Stepup 02/15/2024 4 00%<br>Call 02/15/2012, 100 00   | 02/17/2009       | 07/08/2010 | 100,000 000 | 100,000 00      | 100,000 00 |                     | 0 00                       |                           |                             | 0 00                | 0 00           |
| Fed Home Ln Mtg Stepup 02/23/2024 4 00%<br>Call 02/23/2012, 100 00   | 02/09/2009       | 08/23/2010 | 100,000 000 | 100,000 00      | 99,380 00  |                     | 620 00                     |                           |                             | 620 00              | 620 00         |
| Fed Home Ln Mtg Stepup 02/23/2024 4 00%<br>Call 02/23/2012, 100 00   | 02/17/2009       | 08/23/2010 | 50,000 000  | 50,000 00       | 50,005 00  |                     | -5 00                      |                           |                             | -5 00               | (5 00)         |
|                                                                      |                  |            | 150,000 000 | 150,000 00      | 149,385 00 |                     | 615 00                     |                           |                             | 615 00              | 615 00         |
| Fed Home Ln Mtg Stepup 03/19/2019 4 50%<br>Call 03/19/2013, 100 00   | 02/24/2009       | 03/19/2010 | 100,000 000 | 100,000 00      | 100,005 00 |                     | -5 00                      |                           |                             | -5 00               | (5 00)         |
| Mutual Quest Z (fmrly Qua 12/18/1998 01/07/2010                      | 12/18/1998       | 01/07/2010 | 190 782     | 3,325 33        | 3,023 89   |                     | 301 44                     |                           |                             | 301 44              | 301 44         |
| Mutual Quest Z (fmrly Qua 06/23/2000 01/07/2010                      | 06/23/2000       | 01/07/2010 | 86 718      | 1,511 49        | 1,406 57   |                     | 104 92                     |                           |                             | 104 92              | 104 92         |
| Mutual Quest Z (fmrly Qua 06/23/2000 01/07/2010                      | 06/23/2000       | 01/07/2010 | 291 638     | 5,083 25        | 4,730 37   |                     | 352 88                     |                           |                             | 352 88              | 352 88         |
| Mutual Quest Z (fmrly Qua 12/15/2000 01/07/2010                      | 12/15/2000       | 01/07/2010 | 61 075      | 1,064 54        | 978 42     |                     | 86 12                      |                           |                             | 86 12               | 86 12          |
| Mutual Quest Z (fmrly Qua 12/15/2000 01/07/2010                      | 12/15/2000       | 01/07/2010 | 97 641      | 1,701 88        | 1,564 21   |                     | 137 67                     |                           |                             | 137 67              | 137 67         |
| Mutual Quest Z (fmrly Qua 12/15/2000 01/07/2010                      | 12/15/2000       | 01/07/2010 | 355 217     | 6,191 43        | 5,690 57   |                     | 500 86                     |                           |                             | 500 86              | 500 86         |
| Mutual Quest Z (fmrly Qua 12/14/2001 01/07/2010                      | 12/14/2001       | 01/07/2010 | 78 028      | 1,360 03        | 1,242 99   |                     | 117 04                     |                           |                             | 117 04              | 117 04         |
| Mutual Quest Z (fmrly Qua 12/14/2001 01/07/2010                      | 12/14/2001       | 01/07/2010 | 391 542     | 6,824 58        | 6,237 26   |                     | 587 32                     |                           |                             | 587 32              | 587 32         |
| Mutual Quest Z (fmrly Qua 06/14/2002 01/07/2010                      | 06/14/2002       | 01/07/2010 | 15 978      | 278 50          | 257 08     |                     | 21 42                      |                           |                             | 21 42               | 21 42          |

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# **Realized Gains and Losses** Fiscal Year Ending 12/31/2010

Fields Pond Foundation Inc Acct # FPF

## **Realized Gains and Losses**

| Description                                                      | Date<br>Acquired | Date Sold  | Quantity   | Net<br>Proceeds | Cost      | Short Term<br>Gains | Long Term<br>Gains Pre-5/6 | Qualified 5<br>Year Gains | Long Term<br>Gains Post-5/5 | Total Long<br>Gains | Total<br>Gains |
|------------------------------------------------------------------|------------------|------------|------------|-----------------|-----------|---------------------|----------------------------|---------------------------|-----------------------------|---------------------|----------------|
| Mutual Quest Z (fmrly Qua                                        | 06/14/2002       | 01/07/2010 | 29 572     | 515 44          | 475 81    |                     |                            |                           | 39 63                       | 39 63               | 39 63          |
| Mutual Quest Z (fmrly Qua                                        | 06/14/2002       | 01/07/2010 | 94 294     | 1,643 54        | 1,517 19  |                     |                            |                           | 126 35                      | 126 35              | 126 35         |
| Mutual Quest Z (fmrly Qua                                        | 12/20/2002       | 01/07/2010 | 121 096    | 2,110 70        | 1,689 29  |                     |                            |                           | 421 41                      | 421 41              | 421 41         |
| Mutual Quest Z (fmrly Qua                                        | 06/13/2003       | 01/07/2010 | 55 713     | 971 08          | 860 76    |                     |                            |                           | 110 32                      | 110 32              | 110 32         |
| Mutual Quest Z (fmrly Qua                                        | 06/17/2005       | 01/07/2010 | 5 429      | 94 63           | 108 53    |                     |                            |                           | -13 90                      | -13 90              | (13 90)        |
| Mutual Quest Z (fmrly Qua                                        | 06/17/2005       | 01/07/2010 | 16 563     | 288 69          | 331 10    |                     |                            |                           | -42 41                      | -42 41              | (42 41)        |
| Mutual Quest Z (fmrly Qua                                        | 06/17/2005       | 01/07/2010 | 66 013     | 1,150 61        | 1,319 59  |                     |                            |                           | -168 98                     | -168 98             | (168 98)       |
| Mutual Quest Z (fmrly Qua                                        | 12/23/2005       | 01/07/2010 | 73 878     | 1,287 69        | 1,468 69  |                     |                            |                           | -181 00                     | -181 00             | (181 00)       |
| Mutual Quest Z (fmrly Qua                                        | 12/23/2005       | 01/07/2010 | 129 452    | 2,256 35        | 2,573 50  |                     |                            |                           | -317 15                     | -317 15             | (317 15)       |
| Mutual Quest Z (fmrly Qua                                        | 12/23/2005       | 01/07/2010 | 358 714    | 6,252 39        | 7,131 23  |                     |                            |                           | -878 84                     | -878 84             | (878 84)       |
| Mutual Quest Z (fmrly Qua                                        | 06/16/2006       | 01/07/2010 | 16 272     | 283 62          | 329 35    |                     |                            |                           | -45 73                      | -45 73              | (45 73)        |
| Mutual Quest Z (fmrly Qua                                        | 06/16/2006       | 01/07/2010 | 17 647     | 307 59          | 357 17    |                     |                            |                           | -49 58                      | -49 58              | (49 58)        |
| Mutual Quest Z (fmrly Qua                                        | 06/16/2006       | 01/07/2010 | 71 813     | 1,251 70        | 1,453 49  |                     |                            |                           | -201 79                     | -201 79             | (201 79)       |
| Mutual Quest Z (fmrly Qua                                        | 12/22/2006       | 01/07/2010 | 123 855    | 2,158 79        | 2,700 04  |                     |                            |                           | -541 25                     | -541 25             | (541 25)       |
| Mutual Quest Z (fmrly Qua                                        | 12/22/2006       | 01/07/2010 | 372 439    | 6,491 61        | 8,119 18  |                     |                            |                           | -1,627 57                   | -1,627 57           | (1,627 57)     |
| Mutual Quest Z (fmrly Qua                                        | 06/15/2007       | 01/07/2010 | 15 085     | 262 93          | 370 33    |                     |                            |                           | -107 40                     | -107 40             | (107 40)       |
| Mutual Quest Z (fmrly Qua                                        | 06/15/2007       | 01/07/2010 | 18 095     | 315 40          | 444 24    |                     |                            |                           | -128 84                     | -128 84             | (128 84)       |
| Mutual Quest Z (fmrly Qua                                        | 12/21/2007       | 01/07/2010 | 249 200    | 4,343 56        | 5,432 56  |                     |                            |                           | -1,089 00                   | -1,089 00           | (1,089 00)     |
| Mutual Quest Z (fmrly Qua                                        | 12/21/2007       | 01/07/2010 | 470 607    | 8,202 68        | 10,259 24 |                     |                            |                           | -2,056 56                   | -2,056 56           | (2,056 56)     |
| Mutual Quest Z (fmrly Qua                                        | 09/05/2008       | 01/07/2010 | 16 048     | 279 72          | 311 49    |                     |                            |                           | -31 77                      | -31 77              | (31 77)        |
| Mutual Quest Z (fmrly Qua                                        | 09/05/2008       | 01/07/2010 | 19 980     | 348 25          | 387 81    |                     |                            |                           | -39 56                      | -39 56              | (39 56)        |
| Mutual Quest Z (fmrly Qua                                        | 09/05/2008       | 01/07/2010 | 20 163     | 351 44          | 391 36    |                     |                            |                           | -39 92                      | -39 92              | (39 92)        |
| Mutual Quest Z (fmrly Qua                                        | 12/19/2008       | 01/07/2010 | 170 386    | 2,969 83        | 2,460 37  |                     |                            |                           | 509 46                      | 509 46              | 509 46         |
| Mutual Quest Z (fmrly Qua                                        | 12/19/2008       | 01/07/2010 | 278 183    | 4,848 73        | 4,016 96  |                     |                            |                           | 831 77                      | 831 77              | 831 77         |
| Mutual Quest Z (fmrly Qua                                        | 12/19/2008       | 01/07/2010 | 543 193    | 9,467 85        | 7,843 70  |                     |                            |                           | 1,624 15                    | 1,624 15            | 1,624 15       |
| Mutual Quest Z (fmrly Qua                                        | 09/04/2009       | 01/07/2010 | 9 971      | 173 79          | 162 73    |                     |                            |                           | 11 06                       | 11 06               | 11 06          |
| Mutual Quest Z (fmrly Qua                                        | 12/18/2009       | 01/07/2010 | 195 086    | 3,400 35        | 3,320 36  |                     |                            |                           | 79 99                       | 79 99               | 79 99          |
|                                                                  |                  |            | 5,127 366  | 89,369 99       | 90,967 43 |                     |                            |                           | -1,688 49                   | -1,688 49           | (1,597 44)     |
| PowerShares Water Resour                                         | 11/27/2007       | 05/03/2010 | 3,400 000  | 62,124 52       | 69,503 68 |                     |                            |                           | -7,379 16                   | -7,379 16           | (7,379 16)     |
| RG Premier Bank PR 3 1s ' 04/16/2009 05/07/2010 04/30/2012 3 10% |                  |            | 95,000 000 | 95,000 00       | 95,000 00 |                     |                            |                           | 0 00                        | 0 00                | 0 00           |
| streetTRACKS Gold                                                | 02/02/2005       | 12/22/2010 | 600 000    | 81,213 68       | 24,998 48 |                     |                            |                           | 56,215 20                   | 56,215 20           | 56,215 20      |

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**Realized Gains and Losses**

Fiscal Year Ending 12/31/2010

Fields Pond Foundation Inc Acct # FPF

**Realized Gains and Losses**

| <u>Description</u>                        | <u>Date Acquired</u> | <u>Date Sold</u> | <u>Quantity</u> | <u>Net Proceeds</u> | <u>Cost</u> | <u>Short Term Gains</u> | <u>Long Term Gains Pre-5/6</u> | <u>Qualified 5 Year Gains</u> | <u>Long Term Gains Post-5/5</u> | <u>Total Long Gains</u> | <u>Total Gains</u> |
|-------------------------------------------|----------------------|------------------|-----------------|---------------------|-------------|-------------------------|--------------------------------|-------------------------------|---------------------------------|-------------------------|--------------------|
| USTreas InflIndNts 1'10 01/15/2010 4 25%  | 11/19/2001           | 01/15/2010       | 100,000 000     | 128,530 00          | 113,345 39  |                         |                                |                               | 15,184 61                       | 15,184 61               | 15,184 61          |
| Western Bk Puerto Rico C 04/13/2012 3 25% | 03/30/2009           | 05/10/2010       | 95,000 000      | 95,000 00           | 95,000 00   |                         |                                |                               | 0 00                            | 0 00                    | 0 00               |
| Western Bk Puerto Rico C 01/03/2012 3 00% | 06/25/2009           | 05/10/2010       | 100,000 000     | 100,000 00          | 99,965 00   | 35 00                   |                                |                               |                                 |                         | 35 00              |

Short Term Gains

2,159,953 82 2,157,648 06 2,305 76

Long Term Gains Pre-5/6

Qualified 5 Year Gains

Long Term Gains Post-5/5

1,267,664 05 1,204,226 89

63,437 16

Total Long Gains

1,267,664 05 1,204,226 89

63,437 16

Total (Sales)

3,427,617 87 3,361,874 95 2,305 76

63,437 16

65,742 92

**Capital Gain Distributions**

| <u>Description</u>    | <u>Pay Date</u> | <u>Long Term Gains Pre-5/6</u> | <u>Qualified 5 Year Gains</u> | <u>Long Term Gains Post-5/5</u> | <u>Total Long Gains</u> | <u>Total Gains</u> |
|-----------------------|-----------------|--------------------------------|-------------------------------|---------------------------------|-------------------------|--------------------|
| Columbia Acorn Z      | 12/15/2010      |                                |                               | 5,718 02                        | 5,718 02                | 5,718 02           |
| Fairholme Fund        | 12/17/2010      |                                |                               | 9,375 18                        | 9,375 18                | 9,375 18           |
| Total (Distributions) |                 |                                |                               | 15,093 20                       | 15,093 20               | 15,093 20          |
| Total Gains           |                 | 2,305.76                       |                               | 78,530.36                       | 78,530.36               | 80,836.12          |