Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: FIELDS POND FOUNDATION, INC.

A Employer identification number: 04-3196041

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 540667 | Room/suite

B Telephone number: (781)899-9990

City or town, state, and ZIP code: WALTHAM, MA 02454-0667

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 12,762,573.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3,992,454.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	236,622.	236,622.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,960.			
	b Gross sales price for all assets on line 6a 2,419,835.				
	7 Capital gain net income (from Part IV, line 2)		48,960.		
	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	4,278,036.	285,582.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	76,600.	15,320.		57,450.
	14 Other employee salaries and wages	13,808.	2,762.		8,975.
	15 Pension plans, employee benefits	6,916.	1,383.		4,841.
	16a Legal fees STMT 2	3,850.	578.		1,540.
	b Accounting fees STMT 3	3,500.	2,100.		1,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	6,273.	0.		0.
	19 Depreciation and depletion	493.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	719.	0.		719.
	22 Printing and publications				
	23 Other expenses STMT 5	10,926.	4,540.		5,624.
	24 **Total operating and administrative expenses** Add lines 13 through 23	123,085.	26,683.		80,549.
	25 Contributions, gifts, grants paid	432,585.			432,585.
	26 **Total expenses and disbursements.** Add lines 24 and 25	555,670.	26,683.		513,134.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,722,366.			
	b **Net investment income** (if negative, enter -0-)		258,899.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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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	30,979.	20,491.	20,491.
	2 Savings and temporary cash investments	54,012.	55.	55.
	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			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	8,399,191.	12,177,339.	12,702,979.
	14 Land, buildings, and equipment: basis ▶ 3,601.			
	Less accumulated depreciation STMT 6 ▶ 2,974.	1,120.	627.	627.
	15 Other assets (describe ▶ STATEMENT 8)	29,017.	38,421.	38,421.
	16 **Total assets** (to be completed by all filers)	8,514,319.	12,236,933.	12,762,573.
Liabilities	17 Accounts payable and accrued expenses	2,055.	2,303.	
	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)	2,055.	2,303.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,013,540.	6,735,906.	
	25 Temporarily restricted			
	26 Permanently restricted	5,498,724.	5,498,724.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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**	8,512,264.	12,234,630.	
	31 **Total liabilities and net assets/fund balances**	8,514,319.	12,236,933.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,512,264.
2 Enter amount from Part I, line 27a	2	3,722,366.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,234,630.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,234,630.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	S/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b	L/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c	CLASS ACTION SETTLEMENT	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,139,000.		1,145,587.	<6,587.>
b	1,254,453.		1,225,288.	29,165.
c	62.			62.
d	26,320.			26,320.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<6,587.>
b				29,165.
c				62.
d				26,320.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 48,960.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
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 Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	446,408.	8,970,782.	.049762
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

2	**Total** of line 1, column (d)	2	.249237
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049847
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,524,222.
5	Multiply line 4 by line 3	5	474,754.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,589.
7	Add lines 5 and 6	7	477,343.
8	Enter qualifying distributions from Part XII, line 4	8	513,134.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,589.
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	2,589.
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	2,589.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,560.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,560.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	29.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FIELDSPOND.ORG

14 The books are in care of ▶ BRIAN REHRIG, VICE PRESIDENT Telephone no. ▶781-899-9990

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 ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	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 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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** No: 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		76,600.	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

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	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,645,034.
b	Average of monthly cash balances	1b	24,227.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,669,261.
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	9,669,261.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	145,039.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,524,222.
6	**Minimum investment return.** Enter 5% of line 5	6	476,211.

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	476,211.
2a	Tax on investment income for 2011 from Part VI, line 5	2a: 2,589.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	2,589.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	473,622.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	473,622.
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	473,622.

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	513,134.
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	513,134.
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	2,589.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	510,545.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				473,622.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			239,905.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 513,134.				
a Applied to 2010, but not more than line 2a			239,905.	
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 2011 distributable amount				273,229.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				200,393.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT #10 SEE STATEMENT # 10	NONE		SEE STATEMENT # 10	436,585.
FRIENDS OF CAMP ST. AUGUSTINE P.O. BOX 9139 FOXBORO, MA 02035	NONE		RETURN OF GRANT	<4,000.>
Total			▶ 3a	432,585.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	236,622.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	48,960.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		285,582.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 285,582.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 7/14 Aug 12 — Title: VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL KOPPEL		07/24/12		P01202638

Firm's name ▶ GRAY, GRAY & GRAY, LLP — Firm's EIN ▶ 04-2088368

Firm's address ▶ 34 SOUTHWEST PARK WESTWOOD, MA 02090-1548 — Phone no. (781) 407-0300

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization	Employer identification number
FIELDS POND FOUNDATION, INC.	04-3196041

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
FIELDS POND FOUNDATION, INC.	04-3196041

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEQUEST FROM LEON H. COHEN 41 FIELDS POND ROAD WESTON, MA	$ 3,988,669.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: FIELDS POND FOUNDATION, INC.

Employer identification number: 04-3196041

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

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

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

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

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

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

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

Name of organization	Employer identification number
FIELDS POND FOUNDATION, INC.	04-3196041

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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
1	HP LAPTOP	11/09/07	200DB	5.00	MQ	17	1,643.				1,643.	1,306.		180.	1,486.
2	DELL LATITUDE	06/02/10	200DB	5.00	HY	17	1,958.			979.	979.	196.		313.	509.
	* TOTAL 990-PF PG 1 DEPR						3,601.			979.	2,622.	1,502.		493.	1,995.

128111
05-01-11

(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 DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST 2010	<29,017.>	0.	<29,017.>
ACCRUED INTEREST 2011	38,421.	0.	38,421.
CAPITAL GAIN DISTRIBUTIONS	26,320.	26,320.	0.
DETAILED INTEREST INCOME SCHEDULE PROVIDED UPON REQUEST	128,129.	0.	128,129.
DIVIDEND INCOME	99,089.	0.	99,089.
TOTAL TO FM 990-PF, PART I, LN 4	262,942.	26,320.	236,622.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,850.	578.		1,540.
TO FM 990-PF, PG 1, LN 16A	3,850.	578.		1,540.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES & TAXES	6,273.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,273.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	581.	581.		0.
RENT EXPENSE	7,415.	1,483.		5,191.
DUES & SUBSCRIPTIONS	387.	97.		290.
OFFICE	86.	17.		60.
INSURANCE	127.	32.		83.
MISCELLANEOUS	2,330.	2,330.		0.
TO FORM 990-PF, PG 1, LN 23	10,926.	4,540.		5,624.

FORM 990-PF — DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT — STATEMENT 6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
HP LAPTOP	1,643.	1,486.	157.	157.
DELL LATITUDE	1,958.	1,488.	470.	470.
TO 990-PF, PART II, LN 14	3,601.	2,974.	627.	627.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	12,177,339.	12,702,979.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,177,339.	12,702,979.

FORM 990-PF — OTHER ASSETS — STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND AND INTEREST RECEIVABLE	29,017.	38,421.	38,421.
TO FORM 990-PF, PART II, LINE 15	29,017.	38,421.	38,421.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RHODA R. COHEN 41 FIELDS POND ROAD WESTON, MA 02193	PRESIDENT 5.00	0.	0.	0.
BRIAN H REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	TREASURER 5.00	0.	0.	0.
WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	SECRETARY 1.00	0.	0.	0.
BRIAN H. REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	V.P 15.00	76,600.	0.	0.
BRIAN H. REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	ASST. SECRETARY 15.00	0.	0.	0.

WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	ASST. TREAS 15.00	0.	0.	0.
BRIAN H REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	DIRECTOR 15.00	0.	0.	0.
RHODA R. COHEN 41 FIELDS POND ROAD WESTON, MA 02193	DIRECTOR 1.00	0.	0.	0.
RUSSELL A. COHEN 57 CHESTER STREET ARLINGTON, MA 02476	DIRECTOR 1.00	0.	0.	0.
WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		76,600.	0.	0.

Statement #10

04-3196041

08/20/12

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2011

Date	Name Address	Memo	Paid Amount
Barnstable Land Trust			
22-2483963			
12/30/2011	407 North Street PO Box 224 Cotuit, MA 02635	toward protection of a small access parcel at the Head of Marston Mills River Herring Run on Mid	10,000.00
Total Barnstable Land Trust			10,000.00
Boothbay Region Land Trust			
01-0371989			
5/31/2011	P O Box 183 Boothbay Harbor, ME 04538-0183	toward trail improvements at Ocean Point Preserve in Boothbay, ME	6,000.00
Total Boothbay Region Land Trust			6,000.00
Brewster Conservation Trust			
04-2788831			
6/30/2011	P.O Box 268 Brewster, MA 02631	toward the acquisition of Huckleberry Hill, a 10-acre forested parcel at the highest point of la .	10 000 00
Total Brewster Conservation Trust			10 000 00
Brunswick-Topsham Land Trust			
23-2714194			
11/21/2011	108 Maine Street Brunswick, ME 04011	toward construction of a footbridge across Clay Brook linking two trail systems along the Cathan.	10,000.00
Total Brunswick-Topsham Land Trust			10,000.00
Catamount Trail Association			
22-2828441			
9/30/2011	1 Mill Street, Suite 350 Burlington, VT 05401	toward acquisition of a permanent trail easement on the Riendeau Farm section of the Catamount T	3,900.00
Total Catamount Trail Association			3,900.00
Chocorua Lake Conservation Foundation			
23-7035287			
8/15/2011	PO Box 265 Chocorua, NH 03817	toward protection of the 18-acre Chocolate Moose parcel near Chocorua Lake in Tamworth, NH	5,000.00
Total Chocorua Lake Conservation Foundation			5,000.00
Coastal Mountains Land Trust			
22-2795691			
12/30/2011	101 Mt. Battie Street Camden ME 04843	toward protection of 203 acres encompassing most of the west-facing ridge and shoulder of Ragged...	10,000.00
Total Coastal Mountains Land Trust			10,000.00
Damariscotta River Association			
23-7303162			
11/21/2011	P O Box 333 Damariscotta, ME 04543	toward acquisition of the Pratt and Ripley parcels, connections in the River~Link trail corridor	12,325.00
Total Damariscotta River Association			12,325.00
East Quabbin Land Trust			
04-3297978			
6/30/2011	P O Box 5 120 Ridge Road Hardwick, MA 01037	toward the protection of Frohloff Farm, an 86-acre parcel with river frontage and a potential as.	10,000.00
Total East Quabbin Land Trust			10,000.00
Environmental League of Massachusetts			
04-2780271			
4/8/2011	14 Beacon Street, Suite 714 Boston, MA 02108	Earth Night table contribution	1,500.00
Total Environmental League of Massachusetts			1,500.00
Essex County Greenbelt Association, Inc.			
04-2664297			
12/30/2011	82 Eastern Ave Essex, MA 01929	toward acquisition of a gateway parcel providing permanent and improved access to the tompson St.	20,000.00
Total Essex County Greenbelt Association, Inc.			20,000.00
Fremont Conservation Commission			
02-6000303			
9/30/2011	62 Tuck Drive Fremont, NH 03044	toward protection of 65 acres of upland buffer to Spruce Swamp, to be added to the Gen Oakes Tow	10,000.00
Total Fremont Conservation Commission			10,000.00
Friends of Merrymeeting Bay			
22-3129007			
12/30/2011	PO Box 233 Richmond, ME 04357	toward protection of the site of a Native American seasonal fishing village along the Kennebec R	10,000.00
Total Friends of Merrymeeting Bay			10,000.00
Greater Worcester Land Trust			
22-2857318			
9/30/2011	4 Ash Street Worcester, MA 01608	toward acquisition of the Trinity Woods, a 13-acre addition to Green Hill Park in Worcester, MA	10,000.00
Total Greater Worcester Land Trust			10,000.00
Hoosic River Watershed Association			
04-2940625			
12/30/2011	P O Box 667 Williamstown, MA 02167	toward construction of an initial segment of the Hoosic River Greenway, a 2.5-mile rail corridor	9,360.00
Total Hoosic River Watershed Association			9,360.00
Kennebec Land Trust			
01-0440729			
9/30/2011	PO Box 261 Winthrop ME 04364	toward protection by easement of the 240-acre Meadow Brook Farm, the last remaining dairy farm i	8,000.00
Total Kennebec Land Trust			8,000.00
Kestrel Trust			
04-6243236			
5/31/2011	P O Box 1016 Amherst, MA 01004	toward acquisition of 290 acres of forestland at Holland Glen, including access to the historic	15,000.00
Total Kestrel Trust			15,000.00
Massachusetts Audubon Society			
04-2104702			
9/30/2011	208 South Great Road Lincoln, MA 01773	toward public access improvements at the Great Marsh Wildlife Sanctuary in Barnstable MA	6,000.00
Total Massachusetts Audubon Society			6,000.00
Massachusetts Land Trust Coalition			
04-6649063			
12/30/2011	18 Wolbach Road Sudbury, MA 01776	general support	2,500.00
Total Massachusetts Land Trust Coalition			2,500.00
Mattapoisett Land Trust			
23-7367489			
3/9/2011	P O Box 31 Mattapoisett, MA 02739	toward acquisition of the 49-acre Brownell parcel, a former blueberry orchard in Mattapoisett, MA	10,000.00
Total Mattapoisett Land Trust			10,000.00
Nature Conservancy, Mass			
53-0242652			
9/30/2011	99 Bedford St. 5th Floor Boston, MA 02111-1736	toward acquisition of portions of Crane Farm, protecting 50 acres of wetlands and woodlands alon.	15,000.00
Total Nature Conservancy, Mass			15,000.00
Nature Conservancy, New York			
53-0242652			
5/31/2011		toward the protection of over 160,000 acres of the former Finch, Pruyn & Co forestland in the A...	20,000.00
Total Nature Conservancy, New York			20,000.00

Statement #10

04-3196041

06/28/12

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2011

Date	Name Address	Memo	Paid Amount
Nature Conservancy, Vermont Chapter			
53-0242652			
3/9/2011	27 State Street Montpelier, VT 05602	toward construction of a loop trail at the Raven Ridge Natural Area in Monkton, VT	6,000 00
Total Nature Conservancy, Vermont Chapter			6,000 00
New England Forestry Foundation			
04-2024022			
6/30/2011	P O Box 1099 Groton, MA 01450-3099	toward protection of the 255-acre Lucky Dog Forest adjoining Buckland State Forest in Conway and. .	10,000 00
11/21/2011	P O Box 1099 Groton, MA 01450-3099	toward protection of six parcels totaling 924 acres in Hawley, MA	12,000 00
Total New England Forestry Foundation			22,000 00
Nobleboro Historical Society			
01-0360177			
3/17/2011	P.O Box 122 Nobleboro, ME 04555	In support of the Damariscotta Mills Fish Ladder Restoration project in Damariscotta, Maine	2,500 00
Total Nobleboro Historical Society			2,500 00
Northern Connecticut Land Trust, Inc.			
22-2935986			
5/31/2011	P.O Box 324 Somers, CT 06071	toward acquisition of a 30-acre woodland parcel along Gillette Brook in Somer, CT	8,000.00
Total Northern Connecticut Land Trust, Inc			8,000 00
Orleans Conservation Trust			
23-7418072			
11/21/2011	P.O Box 1078 East Orleans, MA 02643-1078	toward protection of the Giffen parcel on Monument Road, in the Pleasant Bay Area of Critical En...	5,000 00
Total Orleans Conservation Trust			5,000 00
Presumpscot Regional Land Trust			
01-0426269			
12/30/2011	PO Box 33 Gorham, ME 04038	toward protection of Randall Orchards, a 482-acre working farm in Standish and Gorham, ME	10,000.00
Total Presumpscot Regional Land Trust			10,000 00
Schoodic International Sculpture Symposiu			
94-3450216			
5/31/2011	PO Box 122 Steuben, ME 04680	Grant Proceeds	5,000 00
Total Schoodic International Sculpture Symposiu			5,000 00
Seekonk Land Conservation Trust			
04-6194130			
5/31/2011	PO Box 383 Seekonk, MA 02771-0383	toward acquisition of the Arcade Woods parcel, linking other conservation lands along the Runnin.	10,000 00
Total Seekonk Land Conservation Trust			10,000 00
Society for the Protection of N.H. Forest			
02-0222237			
12/30/2011	54 Portsmouth Street Concord NH 03301-5400	toward protection of the Stowell and Royce parcels, additions to the nearly 10,000 acres protect	15,000 00
Total Society for the Protection of N.H. Forest			15,000 00
Stowe Land Trust			
03-0307155			
8/15/2011	P O Box 284 Stowe, VT 05672	toward improvement of the Mill Trail to Bingham Falls in Stowe Vermont	2,500 00
Total Stowe Land Trust			2,500 00
The Pew Charitable Trust			
86-2307147			
3/17/2011	One Commerce Square Philadelphia, PA 19103-7007	toward protection of Maple Shade Farm, 120 acres of scenic fields, pasture and forest adjoining ...	20,000 00
12/30/2011	One Commerce Square Philadelphia, PA 19103-7007	Grant Proceeds	12,500 00
Total The Pew Charitable Trust			32,500 00
The Trust for Public Land			
23-7222333			
3/9/2011	10 Milk St., Suite 810 Boston, MA 02108	toward acquisition by the Madison Land Conservation Trust of the 77-acre Summer Hill property in	12,500.00
9/30/2011	10 Milk St., Suite 810 Boston, MA 02108	toward protection of 1,081 acres of forestland along the Gardner Range in Lyman, NH	15,000.00
Total The Trust for Public Land			27,500 00
Town of Hampton			
(no tax ID on file)			
12/30/2011	Finance Department 100 Winnacunnet Rd Hampton, NH 03842	toward acquisition of the 120-acre Batchelder Farm in Hampton, NH	10 000.00
Total Town of Hampton			10,000 00
Trustees of Reservations			
04-2105780			
6/30/2011	464 Abbott Av Leominster, MA 01453	toward the addition of a 7-acre forested parcel to Gateway Park in Fitchburg,MA	15,000 00
9/30/2011	464 Abbott Av Leominster, MA 01453	toward protection by easement of the 82-acre Silverbrook Farm in Acushnet, MA	10,000 00
Total Trustees of Reservations			25,000 00
Vermont Land Trust			
03-0264836			
3/21/2011	8 Bailey Avenue Montpelier, VT 05602	toward protection of Boyden Farm, 384 acres of prime agricultural land with four miles of fronta...	10,000 00
12/30/2011	8 Bailey Avenue Montpelier, VT 05602	toward protection of the 30-acre Blue Heron Farm in Grand Isle, VT	6,000 00
Total Vermont Land Trust			16,000 00
Vermont River Conservancy			
03-0347147			
12/30/2011	P O Box 157 Montpelier, VT 05602	toward acquisition of a streamfront parcel at Enosburg Falls Gorge on the Missisquoi River in En.	5,000 00
Total Vermont River Conservancy			5,000 00
Wellfleet Conservation Trust			
22-2559189			
6/30/2011	P O. Box 84 Wellfleet, MA 02667	toward the acquisition of a linkage parcel at the head of Duck Creek in Wellfleet, MA	10,000 00
Total Wellfleet Conservation Trust			10,000 00
Weston Forest & Trail Association, Inc.			
04-6130587			
5/31/2011	266 Glen Road Weston, MA 02193	General Support	1,000 00
Total Weston Forest & Trail Association, Inc.			1,000 00
Wildlands Trust			
23-7286871			
9/30/2011	P O Box 2282 Duxbury, MA 02331	toward transfer to the Trust of ownership of the 120-acre Audubon Preserve in Brockton, MA	6,000 00
Total Wildlands Trust			6,000 00
TOTAL			436,585.00

04-3196041

Fields Pond Foundation Inc.

Application Guidelines

May 2002

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 nuture 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:

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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.

Fields Pond Foundation Inc.
Five Turner Street, Box 540667
Waltham, MA 02454-0667
Phone 781-899-9990 Fax 781-899-2819
www fieldspond org

04-3196041

June 20, 2012

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

Fields Pond Foundation Inc. Acct #· FPF

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Fannie Mae Notes stepup 1 12/30/2025 4 00% Call 06/30/2013, 100 00	12/01/2010	09/30/2011	150,000 000	150,000 00	150,000 00	0 00					0.00
Fannie Mae Step Notes 6'2 06/16/2025 5 00% Call 06/16/2015, 100 00	05/19/2010	06/16/2011	100,000 000	100,000.00	100,005 00				-5.00	-5.00	(5 00)
Fannie Mae Step Nts 1'26 01/28/2026 4 25% Call 01/28/2016, 100 00	02/24/2011	10/26/2011	54,000.000	54,000 00	54,005.00	(5 00)					(5.00)
Fannie Mae Step Nts 3'20 03/30/2020 3 25% Call 03/30/2013, 100 00	03/11/2010	03/30/2011	50,000 000	50,000 00	50,005 00				-5.00	-5 00	(5.00)
Fannie Mae Step Nts 3'20 03/30/2020 3 25% Call 03/30/2013, 100 00	03/16/2010	03/30/2011	50,000 000	50,000 00	50,005 00				-5.00	-5.00	(5.00)
			100,000 000	100,000.00	100,010.00				-10 00	-10.00	(10.00)
Fannie Mae Step Nts 4'21 04/28/2021 2.00% Call 04/28/2013, 100 00	04/13/2011	10/28/2011	50,000 000	50,000.00	50,000 00	0 00					0.00
Fannie Mae Step Nts 7'15 07/28/2015 3.00% Call 07/28/2013, 100.00	07/13/2010	07/28/2011	100,000.000	100,000.00	100,005 00				-5.00	-5.00	(5.00)
Fannie Mae Stepup 3'21 03/29/2021 2.00% Call 03/29/2013, 100.00	03/21/2011	09/29/2011	50,000.000	50,000.00	50,005 00	(5.00)					(5 00)
Fed Home Ln Bank stepup 09/16/2020 1.50%	08/18/2011	09/16/2011	150,000 000	150,000 00	150,060.50	(60.50)					(60 50)

04-3196041

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

Fields Pond Foundation Inc. Acct #. FPF

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Fed Home Ln Bk step 10'1 10/26/2018 2.00% Call 01/26/2013, 100.00	07/22/2011	10/26/2011	150,000 000	150,000 00	149,630 00	370 00					370 00
Fed Home Ln Bk Stepup 8' 08/26/2020 2 25% Call 02/26/2013, 100 00	08/23/2010	08/26/2011	200,000 000	200,000 00	200,005 00				-5 00	-5 00	(5 00)
Fed Home Ln Mtg Freddie 09/15/2019 4.15%	11/17/2010	09/15/2011	100,000 000	100,000 00	102,384 00	(2,384 00)					(2,384 00)
Fed Home Ln Mtg MedTr 08/18/2021 6 00%	11/24/2010	08/18/2011	185,000 000	185,000.00	191,997 98	(6,997 98)					(6,997.98)
Fed Home Ln Mtg stepup 1 01/28/2026 4 25% Call 01/28/2013, 100.00	01/05/2011	10/28/2011	150,000.000	150,000.00	150,000 00	0 00					0.00
Fed Home Ln Mtg stepup 1 11/24/2017 3.00%	12/09/2010	08/24/2011	100,000.000	100,000.00	97,505 00	2,495.00					2,495.00
Fed Home Ln Mtg stepup 1 11/15/2017 2.125% Call 11/15/2014, 100 00	10/22/2010	11/15/2011	100,000 000	100,000 00	100,000 00				0.00	0 00	0.00
Fed Home Ln Mtg Stepup 07/27/2018 3.00% Call 01/27/2013, 100 00	07/01/2010	07/27/2011	100,000 000	100,000 00	100,005.00				-5 00	-5.00	(5 00)
Fed Home Ln Mtg Stepup 08/03/2015 2 25% Call 08/03/2013, 100 00	07/15/2010	08/03/2011	100,000.000	100,000 00	100,005.00				-5.00	-5 00	(5 00)
Fed Home Ln Mtg Stepup 08/18/2025 3 50% Call 02/18/2013, 100.00	07/30/2010	08/18/2011	100,000 000	100,000 00	100,005 00				-5.00	-5.00	(5 00)

04-3196041

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

Fields Pond Foundation Inc. Acct # FPF

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Fed Home Ln Mtg Stepup 08/25/2025 3 25% Call 02/25/2013, 100 00	08/11/2010	08/25/2011	100,000.000	100,000 00	100,005 00				-5.00	-5 00	(5.00)
PowerShares Water Resour	01/07/2008	05/26/2011	3,400 000	65,922 78	69,871 94				-3,949.16	-3,949.16	(3,949 16)
USTreas InflIdxNts I'11 01/15/2011 3 50%	11/16/2001	01/15/2011	100,000.000	125,687.00	104,311 22				21,375 78	21,375 78	21,375 78
USTreas InflIdxNts I'11 01/15/2011 3 50%	12/28/2001	01/15/2011	50,000.000	62,843 50	51,060.50				11,783.00	11,783 00	11,783 00
			150,000.000	188,530 50	155,371.72				33,158.78	33,158.78	33,158 78
Short Term Gains				1,139,000.00	1,145,587.48	(6,587.48)					
Long Term Gains Pre-5/6											
Qualified 5 Year Gains											
Long Term Gains Post-5/5				1,254,453.28	1,225,288.66				29,164.62		
Total Long Gains				1,254,453 28	1,225,288 66					29,164 62	
Total (Sales)				2,393,453 28	2,370,876.14	(6,587.48)			29,164.62	29,164.62	22,577.14

Capital Gain Distributions

Description	Pay Date	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Columbia Acorn Z	06/08/2011			2,133 51	2,133 51	2,133 51
Longleaf Partners Fund	11/08/2011			14,009 92	14,009.92	14,009 92
Morgan Stanley India Invst	01/07/2011			2,577.10	2,577.10	2,577.10

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Realized Gains and Losses
Fiscal Year Ending 12/31/2011

Fields Pond Foundation Inc   Acct #· FPF

Capital Gain Distributions

Description	Pay Date		Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Oakmark Equity & Income	12/15/2011				4,985 47	4,985.47	4,985 47
Templeton Global Bond Fu	12/19/2011				2,613.91	2,613 91	2,613.91
Total (Distributions)					26,319.91	26,319.91	26,319.91
Total Gains		**(6,587.48)**			**55,484.53**	**55,484.53**	**48,897.05**